



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual General Meeting of Shareholders of Victory Square Technologies Inc. (the “**Company**”) will be held at Suite 910, 1111 West Hastings Street, Vancouver, British Columbia, on Wednesday, September 18, 2019, at 10:30 a.m. (Pacific Time) (the “**Meeting**”) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2018, together with the report of the auditor thereon;
2. to fix the number of directors of the Company to be elected at four (4);
3. to elect directors of the Company for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This Notice is accompanied by a Management Information Circular (the “**Information Circular**”), either a form of proxy for registered shareholders or a voting instruction form for beneficial (non-registered) shareholders and a Financial Statement Request Form. Please review the accompanying Information Circular before voting as it contains important information about the Meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the Meeting in person are requested to read the information on the enclosed form of proxy or voting instruction form and vote by telephone, on the internet or by completing and returning the enclosed form of proxy or voting instruction form in accordance with the instructions set out therein.

A registered shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit a duly executed form of proxy with the Company’s transfer agent and registrar, Computershare Investor Services Inc., by 10:30 a.m. (Pacific Time) on September 16, 2019, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

If you are a beneficial (non-registered) shareholder receiving these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary.

The record date for the determination of those shareholders entitled to receive the Notice of, and to vote at, the Meeting and any adjournment or postponement, is the close of business on August 12, 2019.

We value your opinion and participation in the Meeting as a shareholder of Victory Square Technologies Inc.

DATED at Vancouver, British Columbia, this 19th day of August 2019.

By Order of the Board of Directors

“Shafin Diamond Tejani”

Shafin Diamond Tejani
Chief Executive Officer, President and Director