

Victory Square Technologies Announces \$4 Million Private Placement of Special Warrants Led by Gravitas Securities

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VANCOUVER, October 20, 2020 (GLOBE NEWSWIRE) – Victory Square Technologies Inc. ("**Victory Square**" or the "**Company**") (CSE: VST) (OTC: VSQTF) (FWB: 6F6) announces that it has entered into an agreement with Gravitas Securities Inc. (the "**Lead Agent**"), on its own behalf and on behalf of a syndicate of agents (collectively, the "**Agents**"), for an offering on commercially reasonable best efforts basis of 7,692,308 non-transferable special warrants of the Company (the "**Special Warrants**") at a price of \$0.52 per Special Warrant, for aggregate gross proceeds of approximately \$4 million (the "**Private Placement Offering**"). The Company has also granted the Agents an option to purchase up to an additional 15% of the base offering of Special Warrants (the "**Over-Allotment Option**"), which option is exercisable by the Agents, in whole or in part, at any time up to 30 days following the closing of the Private Placement Offering. Closing of the Private Placement Offering is expected to occur on or around November 17, 2020, or such other date as the Lead Agent and the Company may agree (the "**Initial Closing Date**").

Each Special Warrant will entitle the holder thereof to receive one unit of Victory Square (a "**Unit**"), without payment of additional consideration, with each Unit being comprised of one common share of the Company (a "**Share**") and one-half of one non-transferable common share purchase warrant of the Company (each whole such warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase an additional common share of the Company (a "**Warrant Share**") at a price of \$0.78 per share for a period of 36 months from the Initial Closing Date.

The Company has agreed to prepare and file a short form prospectus (the "**Prospectus**") qualifying the distribution of the Shares and the Warrants in British Columbia, Alberta, Manitoba and Ontario. In the event a receipt for the preliminary Prospectus has not been issued within 60 days of the Initial Closing Date, each Special Warrant will, upon the earlier of (i) four months and one day following the Initial Closing Date (or such subsequent closing date as may be applicable) and (ii) the date of the issuance of the receipt for the final Prospectus, entitle the holder of the Special Warrant to receive, at no additional cost, 1.10 Units, provided that the Company shall not be required to issue fractional Units, Shares or Warrants and any fractions shall be rounded down to the nearest whole number.

Until a receipt is issued for the final Prospectus, securities issued in connection with the Private Placement Offering will be subject to a 4-month hold period from the date of issue.

The net proceeds of the Offering are expected to be used for future acquisitions, organic growth investments, working capital and general corporate purposes.

The closing of the Private Placement Offering is subject to the completion of formal documentation, including but not limited to, the execution of an agency agreement with the Agents in connection with the Offering and receipt of regulatory approvals, including approval of the Canadian Securities Exchange.

In connection with the Private Placement Offering, the Company has agreed to pay the Agents a cash commission equal to 8% of the aggregate gross proceeds received by the Company from the sale of the Special Warrants (including pursuant to the Over-Allotment Option), which will be reduced to 6% for purchasers included on a president's list provided to the Agents by the Company (the "**President's List**"). The Company has also agreed to issue to the Agents such number of non-transferable common share

purchase warrants (the "**Agents' Warrants**") as is equal to 8% of the aggregate number of Special Warrants issued under the Private Placement Offering (including pursuant to the Over-Allotment Option), which will be reduced to 6% for purchasers included on the President's List.

ABOUT VICTORY SQUARE TECHNOLOGIES INC.

Victory Square (VST) builds, acquires and invests in promising startups, then provides the senior leadership and resources needed to fast-track growth.

VST's sweet spot is the cutting-edge tech that's shaping the 4th Industrial Revolution. Our portfolio consists of 20 global companies using AI, VR/AR and blockchain to disrupt sectors as diverse as fintech, insurance, health and gaming.

What we do differently for startups

VST isn't just another investor. With real skin in the game, we're committed to ensuring each company in our portfolio succeeds. Our secret sauce starts with selecting startups that have real solutions, not just ideas. We pair you with senior talent in product, engineering, customer acquisition and more. Then we let you do what you do best — build, innovate and disrupt. In 24- 36 months, you'll scale and be ready to monetize.

What we do differently for investors

VST is a publicly traded company headquartered in Vancouver, Canada, and listed on the Canadian Securities Exchange (VST), Frankfurt Exchange (6F6) and the OTCQX (VSQTF).

For investors, we offer early-stage access to the next unicorns before they're unicorns.

Forward Looking Statement

Certain statements in this news release related to the Company are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the closing of the Private Placement Offering, the intended use of proceeds of the Offering, the filing of the Prospectus and the obtaining of receipts for the Prospectus. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; (ii) risks inherent in the Company's business in general; (iii) that the proceeds of the Offering may need to be used for purposes other than as set out in this news release and other factors beyond the control of the Company. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward- looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by applicable law, the Company does not intend to update these forward-looking statements.

The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.

Our portfolio represents a uniquely liquid and secure way for investors to get access to the latest cutting-edge technologies while also tapping into emerging global trends with big upsides. For more information, please visit www.victorysquare.com.