

**VICTORY SQUARE TECHNOLOGIES INC.**  
**MATERIAL CHANGE REPORT**  
**FORM 51-102F3**

**Item 1.**        **Name and Address**

**Victory Square Technologies Inc.** (the “**Company**”)  
Suite 1080, 789 West Pender Street  
Vancouver, BC  
V6C 1H2

**Item 2.**        **Date of Material Change**

October 20, 2020

**Item 3.**        **News Release**

The attached news release describes the material change and was disseminated on October 20, 2020.

**Item 4.**        **Summary of Material Change**

On October 20, 2020, the Company announced that it has entered into an agreement with Gravitas Securities Inc. for an offering 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 \$4,000,000.

**Item 5.**        **Full Description of Material Change**

The Company 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 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 the Company (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 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 Private Placement 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 Private Placement 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 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.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

No information has been omitted in respect of this material change.

**Item 8. Executive Officer**

Inquiries in respect of this material change report may be made to:

Victory Square Technologies Inc.  
Shafin Diamond Tejani  
Chief Executive Officer  
Telephone: (604) 283-9166

**Item 9. Date of Report**

October 20, 2020.