VICTORY SQUARE



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Form of Proxy - Annual General Meeting to be held on December 4, 2020

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

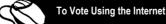
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting
 on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
 proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 am, (Pacific Time), on December 2, 2020.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
 - 1-866-732-VOTE (8683) Toll Free



- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

Appointment of Proxyholder

I/We being holder(s) Victory Square Technologies Inc. (the "Company") hereby appoint(s): Shafin Diamond Tejani, Chief Executive Officer and a director of the Company, or failing him, Howard Blank, a director of the Company, or failing him, Sheri Rempel, Chief Financial Officer of the Company,											
as my/our proxyholder with full power of given, as the proxyholder sees fit) and a 1080 – 789 West Pender Street, Vanco	f substitutio all other ma uver, BC, o	n and to atte tters that ma n Friday, De	and, act and to vote ay properly come br ecember 4, 2020, a	e for and on beh efore the Annua t 10:00 am, (Pa	alf of the shareho al General Meeting cific Time) and at	der in accor of shareho any adjourn	rdance with the Iders of Victory ment or postpor	following direction (o Square Technologie nement thereof.	or if no directions h is Inc. to be held a	nave been It Suite	
VOTING RECOMMENDATIONS ARE I	NDICATED) by <mark>highl</mark>	IGHTED TEXT OV	ER THE BOXE	S.						
									For	Against	
1. Number of Directors											
To set the number of Directors at fo	our (4).										
2. Election of Directors	For	Withhold	I		For	Withhold	i		For	Withhold	Fold
01. Shafin Diamond Tejani			02. Tom Mayer	nknecht			03. Peter S	myrniotis			
01. Shafin Diamond Tejani 04. Howard Blank			02. Tom Mayeı	nknecht			03. Peter S	myrniotis			
,			02. Tom Mayer	nknecht			03. Peter S	myrniotis	For	Withhold	

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD/MM/YY



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