

Victory Square Technologies Announces GameOn Share Dividend Initiative for VST Shareholders

As part of the Company's long-term strategy to maximize shareholder value, the Victory Square Technologies board of directors has approved a strategic initiative to unlock the intrinsic value of its portfolio company, GameOn Entertainment Technologies Inc. by proposing a dividend distribution of a portion of the common shares of GameOn held by the Company at the time of listing of the Shares to the shareholders of the Company.

VANCOUVER, BRITISH COLUMBIA, CANADA (February 25, 2021) – Victory Square Technologies Inc. ("Victory Square" or the "Company") (CSE:VST) (OTC:VSQTF)(FWB:6F6) is pleased to announce that, as part of the Company's long-term strategy to maximize shareholder value, the board of directors of the Company has approved a strategic dividend reward initiative to unlock the intrinsic value of its portfolio company, GameOn Entertainment Technologies Inc. ("**GameOn**") by proposing a distribution of a portion of the common shares of GameOn currently held by the Company to shareholders of the Company. Victory Square will evaluate, consider and assess the mechanism by which to effect such distribution on a tax efficient and financially prudent basis, with the aim of ultimately capitalizing GameOn as a stand-alone publicly listed entity, following its public listing.

Shafin Diamond Tejani, Chief Executive Officer of Victory Square, commented: "The objective of the share dividend initiative is to reward the Company's shareholders with equity in GameOn as it progresses towards listing as a standalone publicly traded company. This will also enable the capital markets to appropriately value one of our portfolio investments."

"This is the first of what we hope to be many share dividend initiatives that we wish to provide VST shareholders as we grow and realize appreciating assets," said Tejani.

Founded in 2018, GameOn Entertainment Technologies empowers sports and entertainment content providers with the world's simplest and most accessible gamification platform. Whether it's supporting TV networks, OTT platforms, sportsbooks or leagues, GameOn helps partners turn their content — everything from sports to reality TV — into interactive and social experiences via mobile and TV apps.

In anticipation of its stand-alone public listing, GameOn has recently announced an upsized private placement due to strong investor demand as well as strategically growing its board and Advisory Council bringing on noted and respected colleagues in the sports, entertainment, gaming and wagering spaces.

Feb. 23, 2021

[Former Soccer Star Tim Cahill Joins Victory Square Technologies Portfolio Company GameOn Entertainment Technologies as Strategic Advisor](#)

Sports industry veterans Boris Gartner (CEO of LaLiga North America) and Shauna Griffiths (CEO of SLG Impact) also join as the company continues to empower sports and entertainment content providers with the world's simplest and most accessible gamification platform

Feb. 22, 2021

[GameOn Entertainment Technologies Inc. Announces Upsizing of Its Previously Announced Private Placement for Up to an Aggregate of \\$3 Million Due to Strong Investor Demand](#)

GameOn has increased the size of its previously announced non-brokered private placement of subscription receipts of GameOn from \$1.5 million to \$3 million due to strong investor demand.

Feb. 19, 2021

[GameOn Entertainment Applauds Advancing Legislation to Legalize Single-Event Sport Wagering in Canada](#)

GameOn provides legalized sportsbooks with gaming software solutions, including patent-pending first-screen technology that lets fans make bets with remote controls

Feb. 11, 2021

[Gaming Veteran Mike Vorhaus Joins Victory Square Technologies Portfolio Company, GameOn Entertainment Technologies as Advisor](#)

Vorhaus has decades of experience investing in and advising startups. Investments and exits include Digene, which sold for \$1.6 billion; Widevine, which sold to Google for \$290 million; Tenor, which sold to Google; and Vivox, which sold to Unity Technologies. Vorhaus was a seed investor in DraftKings and Skillz, which both went public in 2020.

Feb. 08, 2021

[Victory Square Technologies Portfolio Company, GameOn Entertainment Announces J Moses as Chairman of Board of Directors](#)

Game industry veteran spearheads the Board as the company continues to empower sports and entertainment content providers with the world's simplest and most accessible gamification platform

Subject to all requisite regulatory approvals, the mechanism, timing and quantum of any such future distribution will be subject to the determination of the Company's board of directors, in its sole discretion, taking into account, among other things, liquidity, financial condition, corporate strategy, tax implications, market trends and other capital market considerations. The complete plan of distribution of GameOn entertainment in shares will be announced upon listing and is subject to company's board of directors and CSE approval

Further to the Company's press release dated February 23, 2021, the Company announces that the exercise price of the 150,000 incentive stock options granted to a consultant of the Company has been revised to \$0.94. All other terms remain as previously announced.

Check out VictorySquare.com and sign up to VST's official newsletter at www.VictorySquare.com/newsletter.

On behalf of the board,

Shafin Diamond Tejani
Chief Executive Officer
Victory Square Technologies

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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. The result: rapid scale-up and monetization, with a solid track record.

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. Our portfolio represents a uniquely liquid and secure way for investors to get access to the latest cutting-edge technologies. Because we focus on market-ready solutions that scale quickly, we're able to provide strong and stable returns while also tapping into emerging global trends with big upsides. For more information, please visit www.victorysquare.com.

Cautionary Disclaimers

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction. Any securities referred to herein have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to a U.S. Person absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.

Forward Looking Statement

This news release contains “forward-looking information” within the meaning of applicable securities laws relating to the outlook of the business of Victory Square, including, without limitation, statements relating to completion of the GameOn listing, GameOn and its business, execution of business strategy, future performance and future growth, business prospects and opportunities of Victory Square and its related portfolio company, including GameOn, and other factors beyond our control. Such forward-looking statements may, without limitation, be preceded by, followed by, or include words such as “believes”, “expects”, “anticipates”, “estimates”, “intends”, “plans”, “continues”, “project”, “potential”, “possible”, “contemplate”, “seek”, “goal”, or similar expressions, or may employ such future or conditional verbs as “may”, “might”, “will”, “could”, “should” or “would”, or may otherwise be indicated as forward-looking statements by grammatical construction, phrasing or context. All statements other than statements of historical facts contained in this news release are forward-looking statements. Forward-looking information is based on certain key expectations and assumptions made by the management of Victory Square, including, but not limited to, the listing of GameOn, GameOn being able to complete its planned development and growth strategy, the ability of GameOn to maintain its business as presently contemplated, the ability of GameOn to continue to retain service providers and customers, the ability of GameOn to provide services in accordance with applicable laws and regulations, the business and future business of GameOn, and such other assumptions presented in the Company’s disclosure record. Although Victory Square believes that the expectations and assumptions on which such forward looking information is based are reasonable, undue reliance should not be placed on them because Victory Square can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements. The statements contained in this news release are made as of the date of this news release. Victory Square disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

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.