



*Source: Victory Square Technologies Inc.*

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## **Victory Square's Subsidiary, IV Hydreight Enters into Definitive Agreement to Complete Qualifying Transaction With Perihelion Capital Ltd.**

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VANCOUVER, British Columbia, July 13, 2022 (GLOBE NEWSWIRE) -- Victory Square Technologies Inc. (CSE:VST) (OTC:VSQTF) ("**VST**" or the "**Company**") is pleased to announce that its wholly-owned subsidiary, IV Hydreight Inc. ("**Hydreight**"), has entered into a merger agreement effective July 12, 2022 (the "**Merger Agreement**"), with Perihelion Capital Ltd. ("**PCL**") (TSXV:PCL.P), a capital pool company listed on the TSX Venture Exchange (the "**Exchange**"), in respect of an arm's length reverse-takeover transaction which will result in PCL acquiring all of the equity interests of Hydreight and shareholders of Hydreight receiving shares of PCL in exchange for their holdings in Hydreight (the "**Proposed Transaction**").

The completion of the Proposed Transaction is subject to the satisfaction certain conditions, including but not limited to: (i) the completion of a concurrent non-brokered financing for gross proceeds of a minimum of \$500,000 (the "**Concurrent Financing**") through the issuance of common shares in the capital of 1362795 B.C. Ltd. ("**AssetCo**"), a wholly-owned subsidiary of VST; (ii) the completion of the consolidation of common shares of PCL on a 6.46805 pre-consolidation share for one post consolidation share basis; (iii) the completion of the transfer of all equity interest in Hydreight from VST to AssetCo; and (iv) the receipt of all requisite regulatory, stock exchange, or governmental authorizations and consents, including the Exchange.

Subject to satisfaction or waiver of the conditions precedent referred to herein and in the Merger Agreement, PCL and Hydreight anticipate that the Proposed Transaction will be completed no later than December 15, 2022. There can be no assurance that the Proposed Transaction, the Consolidation or Concurrent Financing will be completed on the terms proposed above or at all.

The Proposed Transaction will result in PCL acquiring all of the issued and outstanding securities of AssetCo, which will be the sole shareholder of Hydreight prior to the effective time of the closing of the Merger Agreement, in exchange for the issuance of securities of PCL by way of a three cornered amalgamation between a fully owned subsidiary of PCL ("**PCL AcquisitionCo**"), AssetCo and PCL, which will result in the entity resulting from the amalgamation of PCL AcquisitionCo and AssetCo becoming a wholly-owned subsidiary of PCL. The existing shareholders of AssetCo, which includes VST, are expected to own a majority of the outstanding PCL Common Shares after completion of the Proposed Transaction and PCL will be renamed to such name as mutually agreed to by PCL and Hydreight. It is anticipated that PCL immediately after the completion of the Proposed Transaction will be a Tier 2 technology issuer listed on the Exchange. In August 2021 and April 2022, PCL completed non-brokered private placements to raise aggregate gross proceeds of \$3,081,158.88.

For additional information regarding the Proposed Transaction, please see the press release of PCL dated July 13, 2022, available on the SEDAR profile of PCL at [www.sedar.com](http://www.sedar.com).

Previous Hydreight updates can be viewed below:

[Victory Square's Subsidiary, IV Hydreight Announces Potential Qualifying Transaction With Perihelion Capital Ltd.](#)

[Victory Square Technologies Announces Completion of Acquisition of IV Hydreight, An On-Demand & On-Site Mobile Health, Pharmaceutical & Wellness Service Provider Across the USA](#)

For more, please visit [www.victorysquare.com](http://www.victorysquare.com)

**ON BEHALF OF THE BOARD OF DIRECTORS**

*Shafin Tejani*

*Director and Chief Executive Officer*

## About Victory Square Technologies Inc.

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 fourth 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.

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***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.***

*This press release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.*

*Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to TSXV acceptance, completion of the conditions precedent thereto including any financing requirements, and, if applicable pursuant to the TSXV requirements, majority of the minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.*

*Neither the TSX Venture Exchange (the "TSXV") nor Canadian Securities Exchange has in any way passed upon the merits of the Proposed Transaction and has not approved or disapproved of the contents of this news release.*

### **Cautionary Note Regarding Forward-Looking Information**

*This press release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities and operating performance. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding: expectations regarding whether the Proposed Transaction will be consummated, whether the conditions precedent to the Proposed Transaction will be completed, including whether conditions to the consummation of the conditions precedent to the Proposed Transaction will be satisfied, or the timing for completing the Proposed Transaction and the conditions precedent to the Proposed Transaction.*

*Investors are cautioned that forward-looking information is not based on historical facts but instead reflect the Company's management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the combined company. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the ability to consummate the Proposed Transaction and/or the conditions precedent to the Proposed Transaction; the ability to obtain requisite regulatory and other approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction and/or the conditions precedent to the Proposed Transaction on the proposed terms and schedule; the potential impact of the announcement or consummation of the Proposed Transaction and/or the conditions precedent to the Proposed Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation; and the diversion of management time on the Proposed Transaction and/or the conditions precedent to the Proposed Transaction. This*

*forward-looking information may be affected by risks and uncertainties in the business of the Company, PCL and Hydreight and market conditions.*

*Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.*