



**Notice of Availability of Proxy Materials
For Victory Square Technologies Inc. Annual General and Special Meeting (the “Meeting”)**

Meeting Date and Time: Friday, October 4, 2024 at 10:00 A.M. (Pacific Time)

Location: Register in advance to the Meeting at

<https://us06web.zoom.us/meeting/register/tZ0oduipqDkiGtWvwFf9zPX-RPTidVMJ5xgc>

After registering, you will receive a confirmation email containing information about joining the meeting. In order to assist with the attendance, Shareholders are asked to log into the Meeting with their First and Last Names.

Please be advised that the proxy materials for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

<https://victorysquare.com/investors>

OR

www.sedarplus.ca

Obtaining Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by **September 24, 2024** in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the Materials for up to one year from the date the Materials were filed on www.sedarplus.ca.

For more information regarding notice-and-access or to obtain a paper copy of the Materials you may contact our transfer agent, Odyssey Trust Company, via <https://odysseytrust.com/ca-en/help/> or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

Notice of Meeting

The resolutions to be voted on at the meeting, described in detail in the Management Information Circular, are as follows:

1. to receive the audited consolidated financial statements of the Company for the financial years ended December 31, 2023, and December 31, 2022, together with the report of the auditor thereon;
2. to fix the number of directors of the Company to be elected at four (4);

3. to elect directors of the Company for the ensuing year;
4. to appoint MNP LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the stock option plan of the Company as set forth in the Management Information Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Voting

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by **10:00 A.M. (Pacific Time) on Wednesday, October 2, 2024.**

Stratification

The Issuer is providing paper copies of its Management Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

Annual Financial Statements

The Issuer is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.

We value your opinion and participation in the Meeting as a Shareholder of the Company.

DATED at Vancouver, British Columbia, this 13th day of August, 2024.

By Order of the Board of Directors "Shafin Diamond Tejani" Shafin Diamond Tejani
Chief Executive Officer, President and Director