

VICTORY SQUARE TECHNOLOGIES INC.



Form of Proxy – Annual General and Special Meeting to be held on Friday, October 4, 2024

I/We being the undersigned holder(s) of Insert Issuer Name hereby appoint Shafin Diamond Tejani or failing this person, Sheri Rempel or failing this person, Howard Blank OR						someone other than the Management Nominees listed herein:		
been given, as the proxyholder sees	fit) and all of	ther matter	s that may properly	come before th	ne Annual (e holder in accordance with the following directi General and Special Meeting of Victory Squar 0:00 A.M. (Pacific Time) on October 4, 2024 of	re Technologie	es Inc. to be
1. Number of Directors. To set th	ne number of	f directors t	o be elected at the l	Meeting to at fo	our (4).		For	Against
2. Election of Directors.	For \	Withhold			For	Withhold		
a. Shafin Diamond Tejani			b. Thomas Mayen	necht				
c. Peter Smyrniotis			d. Howard Blank					
3. Appointment of Auditors. 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								Withhold
4. Stock Option Plan. 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 dated August 13, 2024.							n of For	Against
Authorized Signature(s) – This section must be completed for your instructions to be executed. Signature(s): Date of the property of the pro							Date	
I/we authorize you to act in accordance wit revoke any proxy previously given with res								
indicated above, this Proxy will be voted as recommended by Management.								DD / YY

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:

This form of proxy is solicited by and on behalf of Management. Proxies must be received by 10:00 A.M., Pacific Time, on Wednesday, October 2, 2024.

Notes to Proxy

- Each holder has the right to appoint a person, who need not be a holder, to attend and
 represent them at the Meeting. If you wish to appoint a person other than the persons
 whose names are printed herein, please insert the name of your chosen proxyholder in the
 space provided on the reverse.
- If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
- 3. This proxy should be signed in the exact manner as the name appears 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.
- 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 or withheld from voting, 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.



To Vote Your Proxy Online please visit: https://vote.odysseytrust.com

You will require the CONTROL NUMBER printed with your address to the right.

If you vote by Internet, <u>do not mail</u> this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services, you may contact Odyssey Trust Company at https://odysseytrust.com/ca-en/help/.

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. A return envelope has been enclosed for voting by mail.