



# Victory Square Technologies Announces Completion of Investment in Renewable Energy Company – Stardust Solar

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VANCOUVER, British Columbia, June 08, 2021 (GLOBE NEWSWIRE) -- Victory Square Technologies Inc. ("Victory Square" or the "Company") (CSE:VST) (OTC:VSQTF) (FWB:6F6), a company that provides investors access to a diverse portfolio of next generation companies in key sectors including: digital health, gaming, blockchain, AR/VR, cybersecurity, the circular economy and cloud computing, is pleased to announce that it has completed the investment (the "Investment") in the renewable energy company Stardust Solar ("Stardust"), a leading renewable energy company operating in the United States and Canada pursuant to a share purchase agreement dated June 8, 2021 between the Company and Stardust (the "SPA").

Victory Square CEO Shafin Diamond Tejani said, "We are very excited to be investing in Stardust Solar." "This strategic investment aligns with our Company's vision of working with technology and sustainability influencers as we endeavour to eradicate damage to our environment and create a more sustainable and eco-friendly footprint." Tejani continued "And, it's not just an environmental issue, it's an economic issue. The estimates going forward in terms of the size of the prize for companies that are in this game early, developing technologies and deploying technologies that address some of the carbon-related issues, is enormous." "Victory Square continuously looks for returns to its stakeholders and the Company is very bullish with this investment in Stardust Solar," said Tejani.

Founded in 2017, Stardust Solar is a leader in renewable energy education in Canada, providing CSA/NABCEP approved design and installation training with hands-on experience. Stardust Solar is also one of the first companies in North America to offer a franchise opportunity dedicated to the installation of solar PV systems.

## Highlights About Stardust Solar:

- | Solar Network of over 2000+ trained professionals in Canada and USA (all trained and certified in renewable energies) – source: Stardust's financial
- | One of the Biggest Renewable Energy Education provider in Canada
- | Recently Acquired the Canadian Solar Institute
- | Training Courses in Solar PV Installation, EV Charger Installation, Solar Hot Water, Wind Energy, and Wave Energy
- | CSA and NABCEP accredited training for those entering the renewable energy industry.
- | Solar PV Installation Franchise Model (developed Dale & Lessmann LLP, a leading franchise law firm)
- | Franchise Territories sold or reserved: Vancouver BC, Kamloops, BC, Prince George, BC, Edmonton, AB, Barrie/Muskoka, ON, and Halifax, NS
- | SUNPOWER National Residential Dealer Agreement in Canada
- | Future Proprietary Products in research and development
  - | Environmental Panels (Generate Energy from Sun and Rain Drops)
  - | Clothing made from Solar Cells
- | Environmental Pledge - 10 trees planted in a country affected by deforestation for every solar panel installed, and 25 trees planted for every solar student certified

Today more than ever before, there is growing demand for qualified workers in the renewable energies industry. Stardust Solar's intensive training curriculum has been reviewed and approved by CSA and NABCEP as qualified training to achieve the Solar Photovoltaic (PV) Systems Certified (SPVC) Certification (NOC 7241) as well as the NABCEP Associates Degree. Our renewable energy training infrastructure transitioned perfectly to the deployment of our franchise model, allowing us to offer solar PV franchise licenses to our best students. With over 2,000 certified solar installers in our network and 100+ requests for franchisee licenses across Canada, Stardust Solar is poised for growth as one of the only renewable energy franchise players in North America.

"I am so happy to once again be collaborating with Shafin Diamond Tejani and his Team at VST," Stardust Solar Founder and CEO Mark Tadros said. "It was over six years ago when our paths first crossed and I feel that we have come full circle with the announcement of this strategic investment by the Company. Stardust Solar is strategically positioned to grab hold of market share in this \$100 Billion sector and our strategic alignment with VST will get us to our end goal in record time," he added.

## Terms of the Investment

Pursuant to the SPA, the aggregate purchase price paid for the Investment was CAD\$600,000, the terms of the Investment are as follows:

- | In consideration for 20% of the issued and outstanding shares of Stardust, the Company has agreed to issue to Stardust, the number of common shares of the Company ("VST Shares") as is equal to CAD\$600,000 divided by a price of \$0.89 per share for a total of 674,157 VST Shares.
- | At the closing of the Investment (the "Closing") the VST Shares will be subject to a contractual holding period released in accordance with the following schedule:
  - | 168,541 shares released 4 months and one day after the Closing Date;
  - | 126,404 shares released 5 months after the Closing Date;
  - | 126,404 shares released 6 months after the Closing Date;
  - | 126,404 shares released 7 months after the Closing Date; and
  - | 126,404 shares released 8 months after the Closing Date.
- | In addition to the purchase price, the Company has agreed to provide up to \$100,000 to Stardust in exchange for the issuance of convertible notes with a maturity of 12 months. These convertible notes are secured against the resale of the VST Shares.
- | Further, Stardust agreed that the Company may at its sole discretion assign or dividend, upon the listing of Stardust on an exchange, up to 15% of its interest in Stardust to shareholders of VST.

- Finally, Stardust has agreed to grant a right of first refusal to the Company with respect to any future financings or listings contemplated by Stardust.

Check out VictorySquare.com and sign up to VST's official newsletter at [www.VictorySquare.com/newsletter](http://www.VictorySquare.com/newsletter).

On behalf of the Board of Directors

“Shafin Diamond Tejani”  
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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 for fast-track growth. VST's sweet spot is cutting-edge tech that's shaping the 4th Industrial Revolution. Our corporate 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 your ordinary 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](http://www.victorysquare.com).

**ABOUT THE CANADIAN SECURITIES EXCHANGE (CSE)**

The Canadian Securities Exchange, or CSE, is operated by CNSX Markets Inc. Recognized as a stock exchange in 2004, the CSE began operations in 2003 to provide a modern and efficient alternative for companies looking to access the Canadian public capital markets.

**FORWARD-LOOKING INFORMATION**

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 future performance, execution of business strategy, future growth, business prospects and opportunities of Victory Square and its related subsidiaries 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. 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.

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