FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities[1])

Please complete the following:

Name of Listed Issuer: **Victory Square Technologies Inc. (the "Issuer")**

Trading Symbol: **VST**

Date: **June 30, 2017**

Is this an updating or amending Notice: ☐ Yes ☑ No

If yes provide date(s) of prior Notices: **not applicable**

Issued and Outstanding Securities of Issuer Prior to Issuance: **50,301,256**

Date of News Release Announcing Private Placement: **not applicable**

Closing Market Price on Day Preceding the Issuance of the News Release: **not applicable; Issuer relying on closing Market Price of $0.90 on each of June 29, 2017, and June 30, 2017**

1. Private Placement

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relation-ship to Issuer (2)
not applicable							

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

[1]An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: **not applicable**

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **not applicable**

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **not applicable**

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. **not applicable**

5. Description of securities to be issued:

   (a) Class: **not applicable**

   (b) Number: **not applicable**

   (c) Price per security: **not applicable**

   (d) Voting rights: **not applicable**

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

   (a) Number: **not applicable**

   (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **not applicable**

   (c) Exercise price: **not applicable**

   (d) Expiry date: **not applicable**

7. Provide the following information if debt securities are to be issued:

   (a) Aggregate principal amount: **not applicable**

   (b) Maturity date: **not applicable**

   (c) Interest rate: **not applicable**

(d) Conversion terms: **not applicable**

(e) Default provisions: **not applicable**

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **not applicable**

(b) Cash: **not applicable**

(c) Securities: **not applicable**

(d) Other: **not applicable**

(e) Expiry date of any options, warrants, etc.: **not applicable**

(f) Exercise price of any options, warrants, etc.: **not applicable**

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship: **not applicable**

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
not applicable

11. State whether the private placement will result in a change of control.
not applicable

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.
not applicable

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer intends to execute an assignment and assumption agreement with Interlock Capital Ltd. ("Interlock") (the "Assignment and Assumption Agreement"), pursuant to which the Issuer will assume all of Interlock's rights and obligations under an investment agreement executed December 2016 between Interlock and United Film Fund II, LLC ("UFFII") (the "UFFII Agreement"). The UFFII Agreement called for Interlock to invest US$3.5 million to finance the development, production, distribution, or marketing of a slate of motion pictures in exchange for a 40% membership interest in UFFII. The effect of the Assignment and Assumption Agreement will be that Interlock's 40% membership interest in UFFII will be transferred to the Issuer.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg. sale, option, license, etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

Pursuant to the Assignment and Assumption Agreement, the Issuer shall pay to Interlock, an unrelated person, an aggregate of CDN$4,250,000 (the "Purchase Price"), which shall be paid and satisfied by issuing a total of 5,000,000 common shares in the capital of the Issuer (the "Consideration Shares") to Interlock at a deemed issue price of $0.85 per common share, representing the Market Price of the common shares of the Issuer on the Canadian Securities Exchange at the end of the trading days of June 29, 2017, and June 30, 2017, less a discount of approximately 5.5%. The Consideration Shares shall be subject to both a statutory hold of four months and a Stock Restriction Agreement that provides for the timed release on a quarterly basis of 8% of the Consideration Shares under restriction. The effect of the hold period and the Stock Restriction Agreement is that the first 8% of the Consideration Shares shall not be released until four months have passed from closing of the transaction and the last 8% shall not be released until October 2020.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: **CDN$4,250,000**

(b) Cash: **none**

(c) Securities (including options, warrants etc.) and dollar value: **$5,000,000 common shares of the Issuer at a deemed price of CDN$0.85**

(d) Other: **not applicable**

(e) Expiry date of options, warrants, etc., if any: **not applicable**

(f) Exercise price of options, warrants, etc., if any: **not applicable**

(g) Work commitments: **not applicable**

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation, etc). **The purchase price was determined by the board of directors of the Issuer as a result of arm's-length negotiation with Interlock.**

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **not applicable**

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Interlock shall receive 5,000,000 common shares in the capital of the Issuer. Full details to be provided in amended Form 9 to be posted.

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

The Issuer has reviewed the terms and conditions of the UFFII Agreement and has received written consent from UFFII that it will grant Interlock the right to assign the UFFII Agreement and that, upon assignment to the Issuer, all ownership equity interest in UFFII held by Interlock will transfer to the Issuer.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

not applicable

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

not applicable

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

not applicable

Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.

2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).

4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated June 30, 2017

Sheri Rempel
Name of Director or Senior Officer

/s/ Sheri Rempel
Signature

Chief Financial Officer, Director
Official Capacity