



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual general meeting (the “**Meeting**”) of the holders common shares (the “**Shareholders**”) of Victory Square Technologies Inc. (the “**Company**”) will be held virtually on Friday, December 10, 2021 at 11:30 A.M. (Pacific Time). To be admitted to the Meeting use the following link:

<https://us06web.zoom.us/j/89620068031?pwd=UE01aWREMWIFYVBaOTBFejMzYkw4UT09>

or go to <https://zoom.us> and use Meeting ID: 896 2006 8031 | Passcode: 248813

In order to assist with the attendance, Shareholders are asked to log into the Meeting with their *First* and *Last Names*.

The Meeting is called for the following purposes

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2020, together with the report of the auditor thereon;
2. to fix the number of directors at four (4);
3. to elect four (4) directors for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year;
5. to approve the adoption of the Company’s Long-Term Incentive Plan; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by a management information circular (the “**Information Circular**”), either a form of proxy for registered Shareholders or a voting instruction form for beneficial (non-registered) Shareholders, and a financial statement request form. Please review the accompanying Information Circular before voting as it contains important information about the Meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the Meeting in person are requested to read the information on the enclosed form of proxy or voting instruction form and vote by telephone, on the internet or by completing and returning the enclosed form of proxy or voting instruction form in accordance with the instructions set out therein.

A registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit a duly executed form of proxy with the Company’s transfer agent and registrar, Computershare Investor Services Inc., by 11:30 a.m. (Pacific Time) on December 8, 2021, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

If you are a beneficial (non-registered) Shareholder receiving these materials through your broker or through another Intermediary (as such term is defined in the Information Circular), please complete and return the materials in accordance with the instructions provided to you by your broker or by the other Intermediary.

The record date for the determination of those Shareholders entitled to receive the notice of, and to vote at, the Meeting and any adjournment or postponement, is the close of business on October 29, 2021.

In light of the ongoing COVID-19 pandemic and in order to protect the health and safety of Shareholders and the broader community, we strongly encourage you to vote by proxy in advance of the Meeting and note that it is not advisable to hold the Meeting in person. Should the circumstances change, we will announce alternative arrangements for the Meeting by press release as promptly as practicable.

Registered Shareholders who are unable to attend the Meeting and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their common shares will be voted at the Meeting. If you hold your common shares in a brokerage account, you are not a registered Shareholder.

We value your opinion and participation in the Meeting as a Shareholder of Victory Square Technologies Inc.

DATED at Vancouver, British Columbia, this 29th day of October 2021.

By Order of the Board of Directors

"Shafin Diamond Tejani"

Shafin Diamond Tejani

Chief Executive Officer, President and Director