

Victory Square Technologies Announces Completion of Acquisition of IV Hydreight, An On-Demand & On-Site Mobile Health, Pharmaceutical & Wellness Service Provider Across the USA.

Hydreight provides a unique, custom built, proprietary telemedicine service that allows users to book confidential health & wellness and/or medical services at their home, hotel, office or wherever they may need discreet assistance.

VANCOUVER, British Columbia, February 4, 2021 -- 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, and cloud computing, is pleased to announce that it has executed a binding share purchase agreement (the "**SPA**") dated January 29, 2021 with the shareholders of IV Hydreight Inc. ("**Hydreight**"), a mobile health and wellness service provider operating in the United States, pursuant to a share purchase agreement to acquire all of the shares of Hydreight (the "**Acquisition**"). Closing of the Acquisition is expected to occur on or about February 5, 2021.

Founded in 2018, Hydreight provides a unique, custom built, proprietary telemedicine service that allows users to book confidential health & wellness and/or medical services at their home, hotel, office or wherever they may need discreet assistance. The business model of Hydreight leverages decentralized healthcare to bring quality telehealth, medical, health and wellness services to the masses in an efficient, scalable and cost effective way.

Hydreight Highlights

- Hydreight provides a completely compliant turnkey business model for health professionals to offer fully licensed medical, health & wellness services through an on-demand and on-site platform.
- Hydreight's proprietary technology, mobile compliant medical inventory and integrated HIPPA compliant management tools make it the gold standard for USA state-certified mobile medicine protocols.
- In addition to providing telehealth services, Hydreight also provides a diverse suite of health & wellness protocols that include IV drip, Botox, COVID-19 testing, and other medical and medspa treatments.
- Hydreight is a USA certified e-script and telemedicine provider, allowing Hydreight to offer a wide array of health and medical services in all 50 states.
- Hydreight provides full pharmaceutical offerings across the United States (Hydreight has full 503B Pharmaceutical supply capabilities).

- Hydreight has established key relationships and supply network chains with major vendors including: Medline, Mckesson, Allergan (Botox), Galderma and numerous pharmacies.
- Customers can book an appointment anytime, anywhere, and with the same ease and convenience as booking ride sharing or ordering on demand food delivery services.
- To learn more about Hydreight offerings and technology, you can visit <https://www.youtube.com/watch?v=m1jLk4VVRi8>

Victory Square plans to adopt this Acquisition in its planned global VSH growth strategy for the emerging lucrative tele-health platform. Hydreight’s proprietary technology and existing licenses in the USA enables the Company to access and expand upon the Hydreight model with an additional focus on mental health and wellness, discrete care, and other services. The Company plans to expand the current Hydreight offerings combined with the VST Health options in existing jurisdictions across the USA and in the global marketplace including Canada, Brazil, and Europe.

“This acquisition enables our combined teams to unite and prepare for critical expansion and new offerings in the current marketplace and in great new jurisdictions globally,” said Victory Square CEO, Shafin Diamond Tejani.

Terms of the Acquisition

Pursuant to the SPA, the aggregate purchase price for Hydreight will be USD \$1,600,000. The terms of the Acquisition will be as follows:

- In consideration for 100% of the shares of Hydreight, the Company has agreed to issue to the shareholder(s) of Hydreight, that number of common shares of the Company (“**VST Shares**”) as is equal to USD\$1,600,000 converted into Canadian dollars at the Bank of Canada for the date of the SPA exchange rate divided by the VWAP¹ of the VST Shares on the Canadian Securities Exchange (the “**CSE**”) for the month of January, with a floor price per VST Share of \$0.60.
- At the closing of the Acquisition (the “**Closing**”), the VST Shares will be subject to a contractual escrow released in accordance with the following schedule:
 - 12.5% of the VST Shares issued to the shareholders of Hydreight will vest on each 120th day anniversary after the Closing with the first tranche vesting on the 120th day anniversary of the Closing and the last tranche vesting on the 960th day anniversary of the Closing.
- In addition to the purchase price, the Company has agreed to pay the vendor up to \$1,000,000 USD in earn-out payments over a period of two years, to be paid in VST Shares and subject to the realization of such business objectives (referred to as “**Milestones**”) as determined by the Company and set out in the SPA.

¹ For the purposes of the Transaction, “VWAP” means, for any security as of any date, the daily dollar volume-weighted average price for such security on the CSE reported by the Canadian Securities Exchange.

In connection with the Acquisition, the Company has agreed to pay to certain finders that number of VST Shares as is equal to 5% of the total number of VST Shares issuable under the terms of the SPA.

Check out VictorySquare.com and sign up to VST's official newsletter at www.VictorySquare.com/newsletter.

On behalf of the board,

Shafin Diamond Tejani
Chief Executive Officer
Victory Square Technologies

For further information about the Company, please contact:

Investor Relations Contact – Edge Communications Group
Email: ir@victorysquare.com
Telephone: 604 283-9166

Media Relations Contact – Howard Blank, Director
Email: howard@victorysquare.com
Telephone: 604-928-6066

ABOUT HYDREIGHT – THE FUTURE OF HEALTHCARE SERVICES

The Hydreight mobile service is simple. To begin, customers easily download the Hydreight app onto their mobile phone and fill out a confidential health questionnaire. After that, they are able to book a private session with a medical professional who is close to their current location at any time. With a click of a mobile phone, a medical professional from Hydreight will go to a customer and administer the treatment discreetly, safely and conveniently. This unique process is all ordered exclusively through the Hydreight app (available for Apple users and Android users). The company employs medical professionals including doctors, nurses and paramedics to administer the medical services, all of whom undergo rigorous training and background checks.

Hydreight has created the solution for many new medical doctors and healthcare professionals including naturopaths, pharmacists, private nurses, and EMT professionals, by enabling the professional to provide his or her service through a centralized booking system. This proprietary turnkey operation instantly provides the medical professional with unlimited clients and marketing capabilities for their services, while enabling the professional to forgo the costly expense of operating a walk-in business that includes rental fees, staffing, marketing, and all the other costs associated with launching a business. These start-up costs can often be over six figures for new health professionals trying to kick-start their businesses. The Hydreight model is compliant and licensed in all 50 US States and provides the end user with the comfort of knowing that all Hydreight medical professionals are licensed, bonded and insured to practice their chosen profession through Hydreight's product and service offerings.

Hydreight provides all medical and service professionals and end users with:

- a Registered Medical Director located in all 50 US States;
- full pharmaceutical capabilities in every state;
- complete liability insurance, malpractice insurance, inventory and auto insurance for participants;
- full compliance with individual state laws and US federal regulations;
- guaranteed compliance with HIPPA;
- insurance billing capabilities through private insurance carriers; and
- 100% confidentiality through confidential record keeping and protection of Doctor-Patient relationships.

ABOUT VICTORY SQUARE TECHNOLOGIES INC.

Victory Square (VST) builds, acquires and invests in promising startups, then provides the senior leadership and resources needed to fast-track growth. The result: rapid scale-up and monetization, with a solid track record of public and private exits.

VST's sweet spot is the cutting-edge tech that's shaping the 4th Industrial Revolution. Our 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 just another 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.

Cautionary Disclaimers

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction. Any securities referred to herein have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to a U.S. Person absent

registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities, nor shall there be any sale of the securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities to be offered have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or under any U.S. state securities laws, and may not be offered, sold, directly or indirectly, or delivered within the United States except in certain transactions exempt from the registration requirements of the U.S. Securities Act and all applicable U.S. state securities laws. This release does not constitute an offer to sell or a solicitation of an offer to buy such securities in the United States, Canada or in any other jurisdiction where such offer, solicitation or sale is unlawful.

Forward Looking Statement

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 completion of the Acquisition, Hydreight and its business, execution of business strategy, future performance and future growth, business prospects and opportunities of Victory Square and its related subsidiaries, including VS Digital Health Inc., 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, including, but not limited to, the CSE approving the Acquisition, the Company being able to capitalize on the services and business of Hydreight, the ability of Hydreight to maintain its business as presently contemplated, the ability of Hydreight to continue to retain service providers and customers, the ability of Hydreight to provide services in accordance with applicable laws and regulations, the business and future business of Hydreight, and such other assumptions presented in the Company's disclosure record. 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.

The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.