

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: VST

Date: July 28, 2021

1. New Options Granted:

Date of Grant: July 28, 2021

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
North Equities Corp.	Consultant	No	75,000	\$0.53	July 28, 2023	Nil

Total Number of optioned shares proposed for acceptance: 75,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Mehdi Khimji	2,500,000	\$0.15	March 17, 2020	March 17, 2025
Vahid Shababi	712,500	\$0.15	March 17, 2020	March 17, 2025
Sheri Rempel	250,000	\$0.15	March 17, 2020	March 17, 2025
Tom Mayenknecht	250,000	\$0.15	March 17, 2020	March 17, 2025
Peter Smyrniotis	250,000	\$0.15	March 17, 2020	March 17, 2025
Howard Blank	150,000	\$0.15	March 17, 2020	March 17, 2025
James Graham	25,000	\$0.15	March 17, 2020	March 17, 2025
Natalia Lysova	25,000	\$0.15	March 17, 2020	March 17, 2025
Thirty Six Financial	1,000,000	\$0.60	Jan 11, 2021	Jan 11, 2024
Vahid Shababi	700,000	\$0.60	Jan 11, 2021	Jan 11, 2024
Octagon Media Corp.	500,000	\$0.60	Jan 11, 2021	Jan 11, 2024

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Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Binu Koshy	100,000	\$0.60	Jan 11, 2021	Jan 11, 2024
Howard Blank	100,000	\$0.60	Jan 11, 2021	Jan 11, 2024
Felipe Peixoto	100,000	\$0.60	Jan 11, 2021	Jan 11, 2024
Darius Eghdami	100,000	\$0.60	Jan 11, 2021	Jan 11, 2024
West Bioventures	75,000	\$0.60	Jan 11, 2021	Jan 11, 2024
Matt Bailey	50,000	\$0.60	Jan 11, 2021	Jan 11, 2024
Abbey Vogt	20,000	\$0.60	Jan 11, 2021	Jan 11, 2024
Stefanie Chapman	20,000	\$0.60	Jan 11, 2021	Jan 11, 2024
Octagon Media Corp.	150,000	\$0.94	Feb 24, 2021	Feb 24, 2023
1208975 B.C. Ltd.	100,000	\$0.80	April 23, 2021	April 23, 2024
Green Code Consulting Ltd.	200,000	\$0.80	April 23, 2021	April 23, 2024
Crystal Research Associates, LLC	150,000	\$0.51	July 22, 2021	July 22, 2024
Shane Madden	75,000	\$0.51	July 22, 2021	July 22, 2024
Shane Connell	25,000	\$0.51	July 22, 2021	July 22, 2024

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. **Not applicable.**
- (b) State the date of the news release announcing the grant of options. **Not applicable.**
- (c) State the total issued and outstanding share capital at the date of grant or amendment. **97,492,700**
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. **7.901%**
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. **2,046,770**

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.
N/A
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. **N/A**

4. 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.
2. As of the date hereof there is no 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 CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated July 28, 2021.

Shafin Diamond Tejani
Name of Director or Senior
Officer

/s/ "Shafin Diamond Tejani"
Signature

Director and CEO
Official Capacity