



VICTORY SQUARE ACQUIRES 40% INTEREST IN MAJOR MOTION PICTURE FILM FUND

*...Unified Film Fund II producing three-film set including “What They Had”
starring two-time Oscar winner Hilary Swank*

VANCOUVER, BRITISH COLUMBIA, CANADA (July 19, 2017) – In a move designed to strengthen its presence in film and entertainment, Victory Square Technologies Inc. (“**Victory Square**” or the “**Company**”) (CSE:VST)(OTC:VSQTF)(FWB:6F6) has executed an agreement with Interlock Capital Ltd. (“**Interlock**”) to acquire its 40% equity stake in Unified Film Fund II, LLC (the “**Film Fund**”). In exchange for the equity stake, the Company has issued 5,000,000 common shares in its capital to Interlock, at a deemed value of \$0.85 per share, for a transaction value of CAD\$4,250,000.

The Film Fund will be producing three major motion pictures in 2017 and 2018, including “*What They Had*” starring two-time Academy Award winner Hilary Swank and “*Ride*” starring Bella Thorne, Jessie T. Usher and Will Brill. The third feature film packaged in the deal is yet to be announced.

“We are thrilled to have acquired this interest in Unified Film Fund II, LLC and to have the chance to collaborate with Keith Kjarval and the team at Unified Pictures,” said Shafin Diamond Tejani, CEO of Victory Square. “This kind of investment in entertainment and film represents a major plank for our Company going forward and we consider ourselves fortunate to have the opportunity to acquire this 40% stake in the Film Fund. We believe it’s another strong initiative in film production for us and our stakeholders.”

The latest William Morris Endeavor Entertainment, LLC (“WME”) projections for “*Ride*” and the Bloom Media sales reports for “*What They Had*”, in combination with other supporting information including the securing of North American distribution rights to “*What They Had*” by Bleecker Street, put worldwide distribution rights sales estimates at approximately CAD\$14,400,000 for the two films combined, with significant foreign territories sales outstanding.

“We are very proud of this three-picture line-up and are confident in the great return the Film Fund will provide for our stakeholders, including Victory Square Technologies, Inc.,” said Kjarval, the founder of Northridge, California-based Unified Pictures and manager of the Film Fund. “We welcome Victory Square to these projects and look forward to many more opportunities to work with Shafin Tejani and his team in the months and years to come.”

A drama from writer-director Elizabeth Chomko, “*What They Had*” stars Swank, Michael Shannon, Robert Forster and Blythe Danner. The story follows a woman (Swank) who must fly back to her hometown when her Alzheimer-stricken mother wanders into a blizzard. The film is the big-screen directorial debut for Chomko, a highly-touted actress and playwright.

Marking the directorial debut of Jeremy Ungar, “*Ride*” invokes the dangers of a technology-obsessed society, and features Usher as a ride-share driver, Thorne as his passenger, and Brill as a manipulative passenger who turns a normal night in Los Angeles into a psychological battle for survival.

The three-picture deal incorporates North American and International sales and distribution revenue income to the Film Fund.

TERMS OF THE ACQUISITION

Pursuant to an Assignment and Assumption Agreement executed between the Company and Interlock on July 6, 2017 (the “**Assignment and Assumption Agreement**”), the Company has acquired Interlock’s 40% membership interest in the Film Fund. The purchase price of an aggregate of \$4,250,000 has been paid and satisfied by the Company through the issuance of 5,000,000 common shares in the capital of the Company (the “**Consideration Shares**”) to Interlock at a deemed issue price of \$0.85 per Consideration Share. The deemed issue price represents the closing price of the common shares of the Company on the Canadian Securities Exchange at the end of trading on both June 29, 2017, less a discount of approximately 5.5%. In accordance with the terms of the Assignment and Assumption Agreement, the Consideration Shares are subject to not only a statutory hold period of four months but also a share restriction agreement, which calls for the timed release on a quarterly basis of 8% of the Consideration Shares under restriction. The combined 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. The Assignment and Assumption Agreement also contains standard representations, warranties and covenants for transactions of this nature.

ABOUT VICTORY SQUARE TECHNOLOGIES INC.

Victory Square is a technology company focused on leading-edge ideas in sports, personalized health and entertainment, including gaming and film. It holds established core competencies in Virtual Reality, Augmented Reality, Mixed Reality, Artificial Intelligence and Blockchain technology. As a technology innovator, incubator and accelerator, Victory Square invests in game-changing entrepreneurs who are provided access to education programs, global mentorship networks, distribution partners, creative workspaces, resources and other forms of operational support to help them scale internationally. For more information, please visit 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. The CSE has not reviewed, nor approved or disapproved the content of this news release.

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FORWARD-LOOKING INFORMATION

This news release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of Victory Square. Forward-looking information is based on certain key expectations and assumptions made by the management of Victory Square, including future plans for acquisitions. 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 the forward-looking information because Victory Square can give no assurance that they will prove to be correct. Forward-looking 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.