

**EARLY WARNING REPORT**  
**PURSUANT TO NATIONAL INSTRUMENT 62-103 – THE EARLY WARNING SYSTEM**  
**AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES**

*State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.*

**1. Security and Reporting Issuer**

1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Common shares (“**Common Shares**”) and warrants to purchase Common Shares (“**Warrants**”) of Victory Square Technologies Inc. (the “**Corporation**”)

Victory Square Technologies Inc.  
300 - 128 West Hastings Street  
Vancouver, BC  
V6B 1G8

1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

The transactions described in this Early Warning Report were effected through a private agreement with the Corporation.

**2. Identity of the Acquiror**

2.1 *State the name and address of the acquiror.*

Mehdi Khimji  
545 E. John Carpenter Fwy.  
Suite 1400  
Irving, Texas USA 75062

(the “**Offeror**”)

2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On November 17, 2017, the Offeror entered into a subscription agreement to acquire an aggregate of 6,666,667 Common Shares and Warrants to purchase 3,333,334 Common Shares.

2.3 *State the names of any joint actors.*

Not applicable.

### **3. Interest in Securities of the Reporting Issuer**

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.*

Following completion of the private placement, the Offeror will hold 6,666,667 Common Shares and 3,333,334 Warrants to purchase an aggregate of 6,666,667 Common Shares. The acquired Common Shares will represent approximately 10.7% of the issued and outstanding Common Shares following completion of the placement. Assuming full exercise of the Warrants, the Offeror would hold 10,000,001 Common Shares, representing approximately 15.2% of the then issued and outstanding Common Shares.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.*

See Item 3.1.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

Prior to the transactions described herein, the Offeror held no securities of the Corporation.

Following completion of the private placement, the Offeror will hold 6,666,667 Common Shares and 3,333,334 Warrants to purchase an aggregate of 6,666,667 Common Shares. The acquired Common Shares will represent approximately 10.7% of the issued and outstanding Common Shares following completion of the placement. Assuming full exercise of the Warrants, the Offeror would hold 10,000,001 Common Shares, representing approximately 15.2% of the then issued and outstanding Common Shares.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

- (a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

See Item 3.4.

- (b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not applicable.

- (c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

*State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.*

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

See Item 2.2.

#### **4. Consideration Paid**

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

Each unit (consisting of one Common Share and one half of a Warrant) was acquired for a purchase price of \$0.75 per unit, representing aggregate consideration of C\$5,000,000.

See Item 2.2.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Item 4.1.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

See Item 2.2.

## **5. Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:*

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) a material change in the reporting issuer's business or corporate structure;*
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) a solicitation of proxies from securityholders;*
- (k) an action similar to any of those enumerated above.*

The Offeror has purchased the securities for investment purposes and may or may not purchase or sell securities of the Corporation, or exercise his Warrants to purchase Common Shares, in the future on the open market or in private transactions, depending on market conditions and other factors. The Offeror currently has no other plans or intentions that relate to his investment in the Corporation. Depending on market conditions, general economic and industry conditions, the Corporation's business and financial condition and/or other relevant factors, the Offeror may develop other plans or intentions in the future relating to one or more of the above items.

## **6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which*

*would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

See Item 2.2 and Item 5.

In connection with the transaction, the subscription agreement provides the Offeror with the right to participate in certain equity financings of the Corporation.

**7. Change in material fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

**8. Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable.

***[Signature page follows]***

**9. Certification**

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

November 20, 2017

Date

By: “Mehdi Khimji”

Mehdi Khimji