

**VICTORY CAPITAL CORP.**  
**(the "Corporation")**

**Voting Results for the Annual General and Special Meeting of  
Shareholders held on Friday, September 4, 2020  
(the "Meeting")**

**Report of Voting Results**

Common Shares represented at the Meeting:	1,749,000
Total issued and outstanding Common Shares as at the Record Date:	5,088,750
Percentage of Issued and Outstanding Common Shares represented:	34.37%

1. Appointment of Auditors

According to votes cast by the shareholders of the Corporation (the "**Shareholders**") present in person or by proxy, the Shareholders re-appointed MNP LLP, Chartered Professional Accountants as the Corporation's auditors for the ensuing year and authorized the directors of the Corporation to fix their remuneration. A total of 1,749,000 common shares or 100% of the votes represented by the Shareholders were voted in favor of this resolution.

2. Approving the Change in Management

According to votes cast by the Shareholders present in person or by proxy, the Shareholders authorized a change in management of the Corporation, which resulted in the appointment of Roger (Zelong) He as President, Chief Executive Officer and Chief Financial Officer of the Corporation and Rajeev Dewan as Corporate Secretary of the Corporation (the "**Change of Management**"). A total of 799,000\* common shares or 100% of the votes represented by the Shareholders were voted in favor of this special resolution.

\*Excludes 950,000 common shares voted by certain Shareholders who held a material interest in the Change of Management. For additional information, please see the Corporation's management information circular, which was filed in connection with the Meeting and is available on SEDAR.

3. Election of Directors

According to votes cast by the Shareholders present in person or by proxy, the Shareholders elected Justin Blanchet, Rajeev Dewan, Roger Geisthardt and Roger (Zelong) He as directors of the Corporation for the ensuing year. The following is a summary of the voting results for all of the Corporation's four directors:

<b>Nominee</b>	<b>Votes For</b>	<b>% For</b>	<b>Votes Withheld</b>	<b>% Withheld</b>
<b>Justin Blanchet</b>	1,749,000	100%	0	0%
<b>Rajeev Dewan</b>	1,749,000	100%	0	0%
<b>Roger Geisthardt</b>	1,749,000	100%	0	0%
<b>Roger (Zelong) He</b>	1,749,000	100%	0	0%

4. Corporation's Stock Option Plan

According to votes cast by the Shareholders present in person or by proxy, the Shareholders passed an ordinary resolution to approve the Corporation's 10% rolling stock option plan as required by the TSX Venture Exchange, as follows:

<b>Votes For</b>	<b>% For</b>	<b>Votes Against</b>	<b>% Against</b>
1,688,500	96.54%	60,500	3.46%

DATED at Toronto, Ontario, this 22 day of September, 2020.

**VICTORY CAPITAL CORP.**

Per: "*Chris Frostad*"

Chris Frostad, President