

CERTIFICATE OF ABRIDGMENT

Section 2.20(c) of National Instrument 54-101– *Communication with Beneficial Owners of Securities of a Reporting Issuer*

TO: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Securities Commission

RE: Annual General and Special Meeting of the Shareholders of Victory Capital Corp. (the “**Corporation**”) to be held on September 4, 2020 (the “**Meeting**”)

With reference to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the undersigned, Chris Frostad, Chief Executive Officer of the Corporation, in such capacity and not in his personal capacity, without any personal liability whatsoever, certifies for and on behalf of the Corporation that:

- (a) in accordance with the requirements set out in section 2.20(a) of NI 54-101, arrangements have been made to have the proxy-related materials for the Meeting sent in compliance with the applicable timing requirements in Section 2.9 and Section 2.12 of NI 54-101 applicable to the Meeting;
- (b) in accordance with the requirements set out in section 2.20(b) of NI 54-101, arrangements have been made to carry out all of the requirements of NI 54-101 applicable to the Meeting, in addition to those described in paragraph (a) above; and
- (c) the Corporation is relying on Section 2.20 of NI 54-101 to abridge the time periods prescribed in Section 2.2(1) and section 2.5(1) of NI 54-101 applicable to the Meeting.

DATED this 15th day of July, 2020

VICTORY CAPITAL CORP.

Per: “*Chris Frostad*”

Chris Frostad
Chief Executive Officer