

VICTORY CAPITAL CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Victory Capital Corp. (the “**Company**”) will be held virtually on June 29, 2021 at 2:00 p.m. (Toronto time) via WebEx:

Event No.: 132 498 9842

Password: VCAPCORP2021

Event Link: <https://mcmillan.webex.com/mcmillan/onstage/g.php?MTID=ec832d0363aa42f3a1129c5f5be0e2294>

for the following purposes:

1. To receive and consider the consolidated audited financial statements of the Company, together with the auditor’s report thereon, for the fiscal years ended December 31, 2020 and December 31, 2019;
2. To appoint the auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
3. To set the number of directors at four and to elect the directors of the Company until the next annual general shareholders meeting of the Company;
4. To consider and, if deemed advisable, to approve, with or without variation, a special resolution to change the name of the Company, the full text of which is set forth in the accompanying management information circular of the Company (the “**Management Information Circular**”);
5. To consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution of disinterested Shareholders, the full text of which is set forth in the Management Information Circular, approving the following matters of business required to give effect to certain amendments to the TSX Venture Exchange’s Policy 2.4 – *Capital Pool Companies* (the “**New CPC Policy**”): authorizing the Company to approve certain amendments to its current stock option plan (“**Stock Option Plan Amendments**”) pursuant to which the total number of common shares of the Company reserved for issuance both before and after completion of a Qualifying Transaction is 10% of the issued and outstanding common shares of the Company as at the date of grant, rather than at the closing date of the initial public offering;
6. To consider and, if deemed advisable, to pass, an ordinary resolution by disinterested Shareholders to adopt a 10% rolling incentive stock option plan (the “**New Stock Option Plan**”), a summary of the material terms of the New Stock Option Plan is set forth in the accompanying Management Information Circular. The adoption of the New Stock Option Plan is subject to the approval of the Stock Option Plan Amendments pursuant to the New CPC Policy;
7. To consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution by disinterested Shareholders, the full text of which is set forth in the Management Information Circular, approving the following matters of business required to give effect to certain amendments to the New CPC Policy: approving the removal of the consequences associated with the Company not completing a Qualifying Transaction (as such term is defined in the New CPC Policy) within 24 months of its listing date in accordance with the New CPC Policy;
8. To consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution of disinterested Shareholders, the full text of which is set forth in the Management Information Circular, approving the following matters of business required to give effect to certain amendments to the New CPC Policy: authorizing the Company to make certain amendments to the Company’s escrow agreement to effect certain changes contemplated under the New CPC Policy;
9. To consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution of disinterested Shareholders, the full text of which is set forth in the Management Information Circular,

approving the following matters of business required to give effect to certain amendments to the New CPC Policy: authorizing and permitting the Company to pay any finders' fee or commission to a Non-Arm's Length Party (as such term is defined in the New CPC Policy) to the Company upon completion of a Qualifying Transaction, in accordance with the terms of the New CPC Policy; and

10. To transact such other business as may properly come before the Meeting or any adjournment or postponements thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting, which is supplemental to and expressly made part of this Notice.

Out of an abundance of caution and to proactively deal with the impact of the coronavirus (COVID-19) pandemic, and to mitigate risks to the health and safety of our Shareholders, employees and other stakeholders, we will hold our Meeting in a virtual only format. In order to join the Meeting, please register through the link provided on or before Friday, June 25, 2021 at 2:00 p.m. (Toronto time) at:

[\(\(https://mcmillan.webex.com/mcmillan/onstage/g.php?MTID=ec832d0363aa42f3a1129c5f5be0e2294\)\)](https://mcmillan.webex.com/mcmillan/onstage/g.php?MTID=ec832d0363aa42f3a1129c5f5be0e2294).

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting.

Shareholders are invited to virtually attend the Meeting. Registered Shareholders who are unable to attend the Meeting are requested to read the Management Information Circular and the form of proxy which accompanies this Notice of Meeting and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company's transfer agent, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Facsimile (within North America) 1-866-249-7775 (outside North America) (416) 263-9524, by fax, hand or by mail or to the Company's head office at the address listed on the cover page of this Management Information Circular, not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the scheduled time of the Meeting or any adjournment.

DATED at Toronto, Ontario, this 31st day of May, 2021.

By Order Of The Board of Directors

/s/ "Roger He"

Roger He, Director