



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e étage
20, rue queen ouest
Toronto ON M5H 3S8

RECEIPT

Victory Capital Corp.

This is the receipt of the **Ontario Securities Commission** for the **Preliminary CPC Prospectus** of the above Issuer dated **December 22, 2016** (the preliminary prospectus).

The preliminary prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **British Columbia, Alberta and Saskatchewan**. A receipt for the preliminary prospectus is deemed to be issued by the regulator in each of those jurisdictions, if the conditions of the Instrument have been satisfied.

December 28, 2016

Huston Loke

Huston Loke
Director, Corporate Finance

SEDAR Project # 2568902