

**VICTORY RESOURCES CORPORATION  
NOTICE OF CHANGE OF AUDITOR**

**TO: BDO Dunwoody LLP, Chartered Accountants**

**AND TO: MacKay LLP, Chartered Accountants**

**TAKE NOTICE THAT:**

(a) BDO Dunwoody LLP, Chartered Accountants, the former auditors (the "Former Auditors") of VICTORY RESOURCES CORPORATION (the "Corporation") have tendered their resignation as the auditors of the Corporation effective February 6, 2012 and the directors of the Corporation on February 6, 2012 appointed MacKay LLP, Chartered Accountants (the "Successor"), as the Corporation's successor auditors;

(b) the Former Auditors were requested to resign by the Corporation;

(c) the resignation of the Former Auditors and the appointment of the Successor has been approved by the audit committee and confirmed by the board of directors of the Corporation;

(d) there have been no reservations contained in the Former Auditor's reports on any of the previous financial statements of the Corporation; and

(e) there are no reportable events (as defined in National Instrument 51-102).

**DATED** at Vancouver, British Columbia, Canada this 6<sup>th</sup> day of February, 2012.

**BY ORDER OF THE BOARD**

*"Wally Boguski"*

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Wally Boguski, President & CEO