

BC FORM 51-102F3

MATERIAL CHANGE REPORT

UNDER SUBSECTION 7.1(1) OF NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

VICTORY RESOURCES CORPORATION (the "Company")
C206 – 9801 King George Highway, Surrey, BC V3T 5H5

Item 2 Date of Material Change

March 1, 2012

Item 3 News Release

Date of dissemination – March 1, 2012
Method of dissemination - SEDAR, CNW, Company website

Item 4 Summary of Material Change

The Company announced that it has received assay results of preliminary sampling of material from the old tailings pond from the La Reforma mine located north of Choix, Sinaloa State, Mexico.

The company granted 1,241,560 stock options to directors, officers and consultants under the company's stock option plan. The options may be exercised at a price of \$0.45 cents for up to five years, subject to vesting restrictions and percentage limits imposed by regulatory requirements or the plan, as applicable.

Item 5 Full Description of Material Change

See attached news release dated March 1, 2012.

Item 6 Reliance on Section 7.1(2) OR (3) OF National Instrument 51-102

The Company is not relying on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

There is no omitted information.

Item 8 Senior Officers

Paul Lee, a director of the Company, is knowledgeable about the material change and this report. His business telephone no. is: (604) 580-9605

Item 9 Dated the 1st day of March, 2012

"Paul Lee"

Paul Lee, Director

NEWS RELEASE

March 1, 2012

Symbol:-TSXV.VR

Historical Tailings Hold Significant Value

VANCOUVER, BC – VICTORY RESOURCES CORPORATION (the “Company”) is pleased to announce that it has received assay results of preliminary sampling of material from the old tailings pond from the La Reforma mine located north of Choix, Sinaloa State, Mexico. The method of sampling the results are shown in Table 1.

Due to the elevated values of silver in the tailings ranging from 4.20 ppm to a high of 60.8 ppm as well as some high values of zinc, the company will evaluate the old tailings deposit to determine the feasibility of re-processing the material. The evaluation will include mineralogical and metallurgical studies. A grid-controlled detailed sampling on 10-metre centres using a sand-coring tool will commence upon completion of a topographic survey. The tailings deposit is loosely consolidated and would require only light equipment such as backhoes and front end loaders for material handling.

Table 1:

Sample ID	Au ppm	Ag ppm	% Cu	% Fe	% Zn	% Pb
638747	0.076	12.4	0.08	11.25	0.86	0.20
638748	0.059	17.6	0.09	8.56	0.73	0.36
638749	0.052	10.7	0.06	7.74	0.58	0.20
638750	0.152	26.6	0.35	12.55	2.43	0.44
638751	0.149	60.8	0.36	12.6	2.86	1.28
638752	0.057	17.9	0.15	8.08	1.33	0.34
638753	0.081	44.1	0.16	10.8	1.91	0.78
638754	0.108	19	0.17	11.85	2.33	0.32
638755	0.104	12.6	0.15	7.88	0.95	0.25
638756	0.067	12.5	0.15	8.48	1.43	0.32
638757	0.035	10.8	0.09	8.41	0.41	0.27
638758	0.031	4.2	0.03	7.49	0.29	0.14
638759	0.098	10.2	0.08	11.05	1.26	0.29

“We are very encouraged about the assay results from the old tailings pond and we look forward to confirmatory testing,” stated Wally Boguski, president and CEO. “The low cost and speed that this material can be processed has the potential to add significant value in the near term.”

C206 – 9801 King George Hwy, Surrey, BC, V3T 5H5

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www.victoryresourcescorp.com



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About Victory Resources Corporation

The Company's main focus is on the The Reforma property located at the common boundary of Sinaloa and Chihuahua States in west central Mexico. The concessions cover a total area of 7,226 hectares. Victory Resources will earn a 70% undivided interest in The Reforma property as part of an option agreement. Formerly owned by Penoles in Mexico, documentation showed that between the years 1968 to 1980, the Reforma mine processed 1.8 million tonnes grading an average of 91.62 grams per tonne Ag, 1.90 per cent Pb, 7.44 per cent Zn and 0.63 per cent Cu.

Mr. Ruben Verzosa, P. Eng., a Qualified Person (QP) as defined by NI 43-101 has approved the geological content of this Press Release.

On behalf of The Board of Directors of Victory Resources Corporation.

Paul Lee, Director

This news release contains certain forward looking statements which involve known and unknown risks, delays, and uncertainties not under the control of Victory Resources Corp. which may cause actual results, performance or achievements of Victory Resources Corporation to be materially different from the results, performance or expectation implied by these forward looking statements. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release, which has been prepared by management.

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