

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 28, 2012

Item 3 News Release

Date of dissemination – March 28, 2012
Method of dissemination - SEDAR, CNW, Company website

Item 4 Summary of Material Change

The Company announced an initial exploration program on the Company's 100% owned Toni property located in British Columbia, Canada. The first stage of the exploration program would be an airborne ZTEM survey that will cover the Toni property, the historically known mineral porphyry deposits, and the potential mineral prospects in the area.

The company also granted 300,000 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 28, 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 28th day of March, 2012

"Paul Lee"

Paul Lee, Director

NEWS RELEASE

March 28, 2012

**Symbol:-TSX-V:VR
OTCQX:VRCFF**

Exploration Program on the Toni Property to Commence

Vancouver, BC - Victory Resources Corp (Symbol VR-TSXV) (the “Company”) is pleased to announce an initial exploration program on the Company’s 100% owned Toni property located in British Columbia, Canada. The first stage of the exploration program would be an airborne ZTEM survey that will cover the Toni property, the historically known mineral porphyry deposits, and the potential mineral prospects in the area.

The resulting ZTEM data is closely related to resistivity/conductivity mapping of the subsurface and will provide excellent resistivity discrimination and detection of weak anomalies to an exploration depth of over 2,000 meters. The ZTEM survey could also provide geological information as to the depth and extension of the WEN mineral prospect located within the western portion of the Toni property and which was initially explored in the early 1990’s by three adits driven on a high grade copper zone extending over 150 meters in length and over a 75 meters in elevation.

The Toni property is located 30 kilometers southeast of Merritt and 8 kilometers east of the historic Aspen Grove mining camp in south-central British Columbia, Canada. The Property is comprised of 91 mineral claims covering an area of 34,200 hectares. The area covered is up to 39 kilometres long and up to 21 kilometres wide. The region has had considerable exploration, development, and production since the early 1900’s and has again become a focus of exploration; most recently with the option by Xstrata (formerly Falconbridge Limited) of the Big Kidd property which is located three kilometers west of the Toni property.

“We are very pleased to begin the exploration program at the Toni property and to have two ongoing mining exploration projects for our company,” stated Wally Boguski, President/CEO, “our Toni property in British Columbia, Canada and our La Reforma property in Mexico are both located in known geological areas that have attracted a lot of industry activity. We feel very fortunate to offer shareholders the potential development of these mining properties.”

Stock Options

The company has granted 300,000 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

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About Victory Resources Corporation

The Company's main focus is on 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. Laurence Sookochoff, 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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