

VICTORY RESOURCES CORPORATION

C206 – 9801 King George Highway, Surrey, British Columbia, Canada, V3T 5H5

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

The 2013 annual general and special meeting (the “Meeting”) of the shareholders of **Victory Resources Corporation** (the “Company”) will be held at Suite 2760 – 200 Granville Street, Vancouver BC V6C 1S4, on Monday, March 18, 2013, at 10:00 a.m., local time, for the following purposes (the “Notice”):

1. To receive the annual report of the directors of the Company.
2. To consider the audited financial statements of the Company for the year ended February 28, 2012, together with the auditor’s report thereon.
3. To appoint auditors for the Company and to authorize the board of directors to fix the remuneration to be paid to the auditors.
4. To fix the number of directors at four.
5. To elect directors for the ensuing year.
6. To ratify, confirm and approve all acts, deeds and proceedings of the directors and officers of the Company acting in good faith, since the last Annual General Meeting.
7. To consider, and if thought fitting, approve the renewal of the Company’s Stock Option Plan, as noted in the accompanying Information Circular.
8. To consider, and if thought fitting, authorize the amendment of the Company’s constating documents to increase the Company’s authorized share capital from 100,000,000 common shares without par value to an unlimited number of common shares without par value. and
9. To transact such other business as may properly come before the Meeting, or at any adjournment thereof.

An Information Circular is attached to this Notice. The Information Circular contains details of the Company and matters to be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that their shares will be voted at the Meeting.

Dated at Vancouver, British Columbia, Canada, on this 8th day of February, 2013.

By Order of the Board of Directors of Victory Resources Corporation

“Wally E. Boguski”

Wally E. Boguski

President, Chief Executive Officer and a director