

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 "Issuer")
13236 Cliffstone Court, Lake Country, BC V4V 2R1

Item 2 Date of Material Change

February 18, 2014

Item 3 News Release

Date of dissemination – February 18, 2014
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Company website

Item 4 Summary of Material Change

The Issuer announced that it has appointed Roger Frost to its board of directors, and Paul Lee has resigned effective immediately.

Item 5 Full Description of Material Change

See attached news release dated February 18, 2014

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

Wally Boguski, a director of the Company, is knowledgeable about the material change and this report. His business telephone no. is: (623) 251-4443.

Item 9 Dated the 18th day of February, 2014

"Wally Boguski"

Wally Boguski, Director

NEWS RELEASE

February 18 , 2014

Symbol:-TSX-V:VR

OTCQX:VRCFF

New Director Appointed

VANCOUVER, BC – Victory Resources Corp. (the "Company") is pleased to announce the appointment of Mr. Roger Frost to the Board of Directors of Victory Resources Corp.

Roger Frost is a multi talented Kelowna, BC businessman who has engaged in the mining industry for over 20 years, as a Project Manager, Prospector and a Logistics Consultant contractor for various publicly trading companies.

Roger served 3 years as President of the KSC (Kelowna Snowmobile Club), then 4 years as President of the BCSF (British Columbia Snowmobile Federation).

Roger is respected throughout Canada for his work with Government Ministries and the CCSO (Canadian Council of Snowmobile Organizations), serving 4 years on the Board of Directors.

In addition, Mr. Frost has been a tireless volunteer since his teens, helping numerous charity organizations, including Rotary International, receiving a Paul Harris Fellow recognizing Roger for his exceptional service and generous contributions to the Rotary Foundation

Mr. Paul Lee has resigned from the Board of Directors for personal reasons. The company recognizes Mr. Lee past contributions and wishes him the best in his future endeavors.

For more information contact Corey Safran, at 609-228-0595, or by email at: [Corey Safran
corey@moutroyalconsultants.com](mailto:Corey.Safran@moutroyalconsultants.com)

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

Wally Boguski,
President/CEO

is 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.