



## NEWS RELEASE

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**Victory Resources Corp. Adopts Shareholder Rights Plan**

**VANCOUVER, BC – Victory Resources Corp. (the "Company")** is pleased to announce that its Board of Directors has adopted a shareholder rights plan (a "Shareholder Rights Plan"), effective immediately, subject to shareholder and TSX-V approval.

The purpose of the Shareholder Rights Plan is to provide shareholders and the Board with adequate time to consider and evaluate any unsolicited bids made for the Company, to provide the Board with adequate time to identify, develop and negotiate value-enhancing alternatives if considered appropriate, to encourage the fair treatment of shareholders, and to ensure that any proposed transaction is in the best interests of the Company.

The rights issued under the Shareholder Rights Plan will become exercisable only if a person, together with its affiliates, associates and joint actors, acquires or announces its intention to acquire beneficial ownership of shares which, when aggregated with its current holdings, total 20% or more of the Company's outstanding common shares (determined in the manner set out in the Shareholder Rights Plan), other than by a permitted bid. Permitted bids must be made by way of a take-over bid circular prepared in compliance with applicable securities laws and, among other things, must remain open for 60 days. If a take-over bid does not meet the permitted bid requirements of the Shareholder Rights Plan, the rights will entitle shareholders, other than any shareholder or shareholders making the take-over bid, to purchase additional common shares of the Company at a discount to the market price of the common shares at that time.

The Company will seek shareholder approval of the Shareholder Rights Plan at its annual general meeting of shareholders scheduled for June 12, 2014.

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

**WALLY BOGUSKI, President & CEO**

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