

Form 51-102F3
Material Change Report

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

August 29, 2011

Item 3 News Release

Date of dissemination – August 29, 2011
Method of dissemination – SEDAR, CNW Group, Company website

Item 4 Summary of Material Change

The Company announced that highly anomalous copper, silver, zinc and lead geochemical results have returned from the samples taken from the Reforma Property. The results have provided the company with the optimal drill targets for the 2nd stage of the diamond drill program.

The company also announced that the 2nd stage of the diamond drilling program has commenced on the Reforma property.

Item 5

5.1 Full Description of Material Change

The Company announced that highly anomalous copper, silver, zinc and lead geochemical results have been returned from the samples taken from the Reforma Property. These results have provided the company with the optimal drill targets for the 2nd stage of the diamond drill program.

The company also announced that the 2nd stage of the diamond drilling program has already commenced on the Reforma property. The 2nd stage of the diamond drill program is expected to drill 2500 meters to determine the estimated depth of the structure from the historic 555 zone (established by Industrias Penoles SA de CV historic data) with the objective to build future resources that support an economically viable mining company.

5.2 Disclosure for Restructuring Transactions

n/a

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

n/a

Item 7 Omitted Information

n/a

Item 8 Executive Officer

Wally E. Boguski
604-580-9605

Item 9 Date of Report

August 29, 2011