

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

August 11, 2014

Item 3 News Release

Date of dissemination – August 11, 2014
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer announced the appointment of Mr. John Ingham to its Board of Directors and Audit Committee. The Issuer also advise that Mr. Wally Boguski has stepped down from his role as President and Chief Executive Officer, and announced that Mr. Roger Frost will assume this role. Mr. Boguski will remain on as a Director and as the Chairman of the Company.

Following the appointments, the Company's Audit Committee will be comprised of Messrs. Sookochoff, Ruggiero and Ingham.

Item 5 Full Description of Material Change

See attached news release dated August 11, 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 11th day of August, 2014

"Wally Boguski"

Wally Boguski, Director



NEWS RELEASE

August 11, 2014

Symbol:-TSX-V:VR

VICTORY ANNOUNCES APPOINTMENT OF NEW DIRECTOR AND OFFICER

Vancouver, BC – VICTORY RESOURCES CORPORATION (the “Company”) is pleased to announce the appointment of Mr. John Ingham to its Board of Directors and Audit Committee. Mr. Ingham is a retired accountant that brings over 40 years of experience in corporate finance and business strategy. He has extensive experience in the structuring and execution of complex financial transactions and capital raising activities. His insight will make him a valuable asset to the Management of the Company.

The Company also wishes to advise that Mr. Wally Boguski has stepped down from his role as President and Chief Executive Officer, and is pleased to announce that Mr. Roger Frost will assume this role. Mr. Frost has over 30 years of experience as a prospector, project manager and logistics consultant in construction and mineral extraction. Mr. Frost is a business builder with strong managerial skills; his focus will be on the development and growth of the Company.

Mr. Boguski will remain on as a Director and as the Chairman of the Company.

Following the appointments, the Company’s Audit Committee will be comprised of Messrs. Sookochoff, Ruggiero and Ingham.

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

Roger Frost
President & CEO

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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