

**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

December 10, 2014

Item 3 News Release

Date of dissemination – December 10, 2014  
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer announced the appointment of Mr. David Cross to its Board of Directors. Following the appointment, the Company's audit committee will be comprised of Messrs. Sookochoff, Ruggiero and Cross

Item 5 Full Description of Material Change

See attached news release dated December 10, 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

Roger Frost, a director of the Company, is knowledgeable about the material change and this report. His business telephone no. is: (250) 766-1517

Item 9 Dated the 10<sup>th</sup> day of December, 2014

*"Roger Frost"*

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Roger Frost, Director



<b>NEWS RELEASE</b>	
<b>December 10, 2014</b>	<b>Symbol:-TSX-V:VR</b>
<b>Victory Restructures Management Team</b>	

*Vancouver, BC – VICTORY RESOURCES CORPORATION (the “Company”)* is pleased to announce the appointment of Mr. David Cross to its Board of Directors. Mr. Cross started his accounting career in 1997 at a Chartered Accountant firm and obtained his Certified General Accountant designation in 2004. He has a wealth of experience in the corporate and financial sector and many years of insight relating directly to public companies. His extensive experience will make him a valuable asset to the management of the Company.

Following the appointment, the Company’s audit committee will be comprised of Messrs. Sookochoff, Ruggiero and Cross.

*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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