

**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

March 3, 2015

Item 3 News Release

Date of dissemination – March 3, 2015  
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer has closed the private placement previously announced on February 19, 2015, and has issued 1,083,333 units for proceeds of \$65,000. Each unit consists of one common issued at \$0.06 per share, and one common share purchase warrant. Each common share purchase warrant may be exercised by the holder to purchase an additional common share at a price of \$0.15 for 24-months from closing. All securities issued have a hold period expiring on June 27, 2015.

Item 5 Full Description of Material Change

See attached news release dated March 3, 2015.

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 3<sup>rd</sup> day of March, 2015.

*"Roger Frost"*

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Roger Frost, Director



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|--|-------------------------|
| <b>NEWS RELEASE</b>                      |                         |
| <b>March 3, 2015</b>                     | <b>Symbol:-TSX-V:VR</b> |
| <b>VICTORY CLOSSES PRIVATE PLACEMENT</b> |                         |

*Vancouver, BC – VICTORY RESOURCES CORPORATION (the “Company”)* is pleased to announce that it has closed the non-brokered private placement previously announced on February 19, 2015. The Company has issued 1,083,333 units (“Units”) for gross proceeds of \$65,000. Each Unit consists of one common share issued at \$0.06 per share, and one common share purchase warrant. Each common share purchase warrant may be exercised by the holder to purchase an additional common share at a price of \$0.15 for 24-months from closing.

The proceeds from this private placement will be used for exploration and geological work on the Merritt property and for general working capital

No Finder’s fees were paid.

All securities issued have a hold period expiring June 27, 2015.

***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.*