

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 7, 2015

Item 3 News Release

Date of dissemination – August 7, 2015
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer granted 3,250,000 stock options to directors, officers and consultants under its stock option plan. The options may be exercised at a price of \$0.10 for up to five years, subject to vesting restrictions and percentage limits imposed by regulatory requirements or the plan.

Item 5 Full Description of Material Change

See attached news release dated August 7, 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 11th day of August, 2015.

"Roger Frost"

Roger Frost, Director



NEWS RELEASE

August 7, 2015

Symbol:-TSX-V:VR

VICTORY ANNOUNCES PRIVATE PLACEMENT

Vancouver, BC – VICTORY RESOURCES CORPORATION (the “Company”) announces that further to our May 11, 2015 news release, a non-brokered private placement for gross proceeds of \$136,040 has been arranged. The Company will issue 2,267,335 units (“Units”), each Unit shall consist of one common share issued at \$0.06 per share, and one common share purchase warrant (a “Warrant”). Each 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 will be paid.

All securities issued will be subject to a four-month hold period from closing.

The Company has also granted 3,250,000 stock options to directors, officers and consultants under its stock option plan. The options may be exercised at a price of \$0.10 cents for up to five years, subject to vesting restrictions and percentage limits imposed by regulatory requirements or the plan.

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.