

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

September 8, 2015

Item 3 News Release

Date of dissemination – September 11, 2015
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer announced the results of the annual general and special meeting of shareholders that was held on September 8, 2015. At the Meeting, Company shareholders elected as directors Messrs. Wally Boguski, Laurence Sookochoff, Roger Frost, Alphonse Ruggiero and Dave Cross. Mackay LLP, Chartered Accountants, was re-appointed as the auditor and the Company's stock option plan was renewed.

Item 5 Full Description of Material Change

See attached news release dated September 11, 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 September, 2015.

"Roger Frost"

Roger Frost, Director



NEWS RELEASE

September 11, 2015

Symbol:-TSX-V:VR

OTCQX:VRCFF

Results of Annual General Meeting

Vancouver, BC – VICTORY RESOURCES CORPORATION (the “Company”) is pleased to announce the results of the annual general and special meeting (the “Meeting”) of shareholders that was held on September 8, 2015.

At the Meeting, Company shareholders elected as directors Messrs. Wally Boguski, Laurence Sookochoff, Roger Frost, Alphonse Ruggiero and Dave Cross. Mackay LLP, Chartered Accountants, was re-appointed as the auditor and the Company’s stock option plan was renewed.

Following the meeting Mr. Frost was re-appointed as Chief Executive Officer and President and Mr. Sookochoff was reappointed as the Chief Financial Officer and Secretary. The Company’s Audit Committee is 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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