

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

February 22, 2016

Item 3 News Release

Date of dissemination – February 22, 2016
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer announced that it closed the first tranche of the private placement re-announced on February 12, 2016. The Company has issued 520,000 units for gross proceeds of \$26,000. Each unit consists of one common share issued at \$0.05 per share and one warrant. Each warrant may be exercised by the holder to purchase one additional common share at a price of \$0.10 per share, for 24 months from closing. All securities issued will be subject to a four-month hold period expiring June 17, 2016.

Item 5 Full Description of Material Change

See attached news release dated February 22, 2016.

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 22nd day of February, 2016.

"Roger Frost"

Roger Frost, Director



NEWS RELEASE

February 22, 2016

Symbol:-TSX-V:VR

VICTORY CLOSES FIRST TRANCHE OF PRIVATE PLACEMENT

Vancouver, BC – VICTORY RESOURCES CORPORATION (the “Company”) announces that it has closed the first tranche of the private placement re-announced on February 12, 2016. The Company has issued 520,000 units (“Units”) for gross proceeds of \$26,000. Each Unit consists of one common share issued at \$0.05 per share and one warrant (a “Warrant”). Each Warrant may be exercised by the holder to purchase one additional common share at a price of \$0.10 per share, for 24 months from closing.

The proceeds of this private placement will be used for general working capital purposes.

No finder’s fees were paid.

All securities issued will be subject to a four-month hold period expiring June 17, 2016.

About the Company

Victory is a mineral exploration company focused on creating value through the exploration and development of its British Columbia mineral properties. Victory has received all permits and studies required to complete a drill program on the Queen Zone of its Merritt Property, with work to commence in the spring of 2016.

Corporate Responsibility

Victory Resources Corporation has a stated commitment of neighboring communities through dedicated programs with a goal to improve the quality of life for all of its local citizens. Supported by our corporate values, our corporate philosophy promotes creation of a positive work environment, which is crucial to the success of our company. We uphold our values through policies and environmental programs that foster employee commitment to sustainable development. We strive to create an environment that promotes mutual respect for our employees, subcontractors, neighboring communities, host governments and the general population. In keeping with our commitment to promote the development of the communities neighboring our properties, our recruitment initiatives focus on hiring local employees. We believe in the importance providing training to local employees so they can eventually benefit from positions of greater responsibility.

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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