

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 29, 2016

Item 3 News Release

Date of dissemination – August 29, 2016
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer announced that Wally Boguski and Laurence Sookochoff have resigned from the Board of Directors with immediate effect. Mr. Glen Harder has been appointed to its Board of Directors and audit committee. Alphonse Ruggiero has been appointed by the Board of Directors as the Chief Financial Officer (CFO). Following the appointment the Company's audit committee consists of Harder, Ruggiero & Cross.

Item 5 Full Description of Material Change

See attached news release dated August 29, 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 30th day of August, 2016.

"Roger Frost"

Roger Frost, Director



NEWS RELEASE

August 29, 2016

Symbol:-TSX-V:VR

VICTORY ANNOUNCES BOARD RESTRUCTURE

Vancouver, BC – VICTORY RESOURCES CORPORATION (the “Company”) announces that director’s Wally Boguski and Laurence Sookochoff have resigned from the board with immediate effect. Both directors left to pursue other business interests. Roger Frost, CEO, said “On behalf of the Board and Management of Victory Resources Corporation, we want to thank Wally and Laurence for their many contributions and dedication to the company, and wish them well on their future endeavors.”

Victory Resources is pleased to announce the appointment of Mr. Glen Harder to its Board of Directors and audit committee. Mr. Harder is a corporate finance lawyer who possesses extensive experience and industry knowledge relating to local and international mining and finance, particularly in relation to issues of relevance to junior or venture issuers. Mr. Harder has been a member of the British Columbia Law Society since 1986 and has practiced primarily in the area of securities law and mining since that time.

Alphonse Ruggiero has been appointed by the Board of Directors as Chief Financial Officer (CFO).

Following the appointment the Company’s audit committee consists of Harder, Ruggiero & Cross.

About the Company

Victory is a mineral exploration company focused on creating value through the exploration and development of its British Columbia and Ontario mineral properties.

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

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VR VICTORY RESOURCES c o r p o r a t i o n

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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