

**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 21, 2017

Item 3 News Release

Date of dissemination – March 21, 2017  
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer announced that it has closed the non-brokered private placement previously announced on March 7, 2017. 1,200,000 units have been issued at \$0.05 per unit for gross proceeds of \$60,000. Each unit consists of one common share and one warrant. Each warrant entitles the holder to purchase one additional common share at a price of \$0.10 per share, with an expiry date which is 24 months from closing.

No finders' fees were paid on this transaction. All securities issued have a hold period expiring on July 21, 2017

Item 5 Full Description of Material Change

See attached news release dated March 21, 2017

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 21st day of March, 2017.

*"Roger Frost"*

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Roger Frost, Director



## NEWS RELEASE

March 21, 2017

Symbol:-TSX-V: VR

### VICTORY ANNOUNCES CLOSE OF PRIVATE PLACEMENT

*Vancouver, BC – VICTORY RESOURCES CORPORATION (the “Company”)* is pleased to announce that it has closed the non-brokered private placement previously announced on March 7, 2017. The Company has issued 1,200,000 units (“Units”) at \$0.05 per Unit for gross proceeds of \$60,000. Each Unit consists of one common share and one warrant (a “Warrant”). Each Warrant entitles the holder to purchase one additional common share at a price of \$0.10 per share, with an expiry date which is 24 months from closing.

No finders’ fees were paid on this transaction. All securities issued have a hold period expiring on July 21, 2017.

#### **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 is committed to enhancing the quality of life for communities which are impacted by our mining activities. We uphold our values through policies and environmental programs that foster employee commitment to sustainable development. We encourage respect for 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. Supported by our corporate values, we strive to create a positive work environment, a pillar for the success of our company.

*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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