

## **VICTORY RESOURCES CORPORATION**

13236 Cliffstone Court, Lake Country, British Columbia, Canada V4V 2R1

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

The 2017 annual general and special meeting (the “**Meeting**”) of the shareholders of Victory Resources Corporation (the “**Company**”) will be held at Suite 1400 – 1125 Howe Street, Vancouver BC V6Z 2K8, on Friday, September 29, 2017, at 11:00 a.m., local time, for the following purposes (the “**Notice**”):

1. To receive the annual report of the directors of the Company.
2. To consider the audited financial statements of the Company for the year ended February 28, 2017, together with the auditor’s report thereon.
3. To appoint auditors for the Company and to authorize the board of directors to fix the remuneration to be paid to the auditors.
4. To fix the number of directors at 4.
5. To elect directors for the ensuing year.
6. To ratify, confirm and approve all acts, deeds and proceedings of the directors and officers of the Company acting in good faith, since the last Annual General Meeting.
7. To consider, and if thought fitting, approve the renewal of the Company’s Stock Option Plan, as noted in the accompanying Information Circular.
8. To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving the share consolidation of the Company’s issued and outstanding Common Shares on up to a twenty five (25) old shares for one (1) new share basis.
9. To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving an amendment to the Company’s constating documents to change the name of the Company to “Victory Organix Corp.” or such other name as the board of directors deem appropriate in their absolute discretion and as is acceptable to regulators having jurisdiction over the Company.
10. To consider, and if thought fitting, approve the Shareholder’s Rights Plan, as noted in the accompanying Information Circular.
11. To transact such other business as may properly come before the Meeting, or at any adjournment thereof.

An Information Circular is attached to this Notice. The Information Circular contains details of the Company and matters to be considered at the Meeting.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of Proxy and in the Information Circular.**

**Shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that their shares will be voted at the Meeting.**

**Dated** at Vancouver, British Columbia, Canada, on this 25th day of August, 2017.

**By Order of the Board of Directors of Victory Resources Corporation**

*“Roger Frost”*

Roger Frost

President, Chief Executive Officer, director