

**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

October 4, 2017

Item 3 News Release

Date of dissemination – September 29, 2017  
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer announced the results of its Annual General and Special Meeting held on September 29, 2017. Messrs. Glen Harder, Alphonse Ruggiero and Dave Cross were re-elected to the Board; Roger Frost chose not to stand for re-election for personal reasons. Mr. Warren Lowe was nominated from the floor and elected as a fourth director.

Item 5 Full Description of Material Change

See attached news release dated October 4, 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

Glen D. Harder, a director of the Company, is knowledgeable about the material change and this report. His business telephone no. is: (604) 696-0056

Item 9 Dated the 5th day of October, 2017.

*"Glen D. Harder"*

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Glen D. Harder, Director

**NEWS RELEASE**

**October 4, 2017**

**Symbol:-TSX-V:VR**

**VICTORY ANNOUNCES RESULTS OF  
ANNUAL GENERAL AND SPECIAL MEETING**

*Vancouver, BC – VICTORY RESOURCES CORPORATION (the “Company”)* is pleased to report on the Annual and Special General Meeting held on Friday, September 29, 2017.

All matters were passed by the requisite majorities and we thank shareholders for their continuing support.

Messrs. Glen Harder, Alphonse Ruggiero and Dave Cross were re-elected to the Board; Roger Frost chose not to stand for re-election for personal reasons.

The Board thanks Mr. Frost for his past assistance and wishes him success.

Mr. Warren Lowe was nominated from the floor and elected as a fourth director.

Mr. Lowe has a business management background spanning more than 40 years, including participating in the creation of several successful start-up companies. His formal qualifications and acquired experience span engineering, industrial process design & materials handling, information technology and clinical information systems. As skilled negotiator and business strategist with a genuine desire to enhance shareholder value, Mr. Lowe will use his talents to help chart new and lucrative directions for the Company. He co-founded Nucleus Labs Information Technologies Inc. in 2000 and continues to serve as its President.

The Board subsequently made the following appointments:

**Officers**

Glen D. Harder - President & Chief Executive Officer

Alphonse Ruggiero - Chief Financial Officer

Kristine Frost - Secretary

**Audit Committee**

Alphonse Ruggiero

Dave Cross

Warren Lowe



The Company intends to proceed with a share consolidation immediately on up to a 25:1 basis and the exact ratio will be announced in association with regulatory approval.

*On behalf of The Board of Directors of Victory Resources Corporation*

Glen D. Harder

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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