

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

November 27, 2017

Item 3 News Release

Date of dissemination – November 27, 2017
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer announced the appointment of Ms. Tatiana Kovaleva as Chief Financial Officer.

Item 5 Full Description of Material Change

See attached news release dated November 27, 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 28th day of November, 2017.

"Glen D. Harder"

Glen D. Harder, Director

NEWS RELEASE

November 27, 2017

Symbol:-TSX-V:VR

**VICTORY ANNOUNCES PRIVATE PLACEMENT - APPOINTMENT OF
CFO**

Vancouver, BC – Victory Resources Corporation (the “Company”) is pleased to announce a private placement whereby the Company will raise up to \$2,000,000 by issuing flow-through and non-flow-through units.

\$1,000,000 in flow-through units will be issued at a deemed value of \$0.20 per flow-through unit; each flow-through unit will consist of one common share and one non-flow-through common share purchase warrant, each of which may be exercised for two years at a price of \$0.21.

\$1,000,000 in non-flow-through units will be issued at a deemed value of \$0.16 per unit; each non-flow-through unit will consist of one common share and one common share purchase warrant, each of which may be exercised for two years at a price of \$0.21.

This private placement remains subject to TSX-V approval.

The Company is also pleased to announce the appointment of Ms. Tatiana Kovaleva as Chief Financial Officer. Ms. Kovaleva is a Vancouver-based finance executive with international and trans-border expertise. She has extensive experience in capital markets where for over twenty years she has served in multiple capacities. She has acted as the Chief Financial Officer for publicly traded companies which include M Pharmaceutical Inc., Supreme Pharmaceutical Inc. and 360 Blockchain Inc. Ms. Kovaleva has utilized her specialized executive management experience in numerous public company financial matters, and she has a track record of timely and accurate financial forecasting, budgeting, reporting, using IFRS and GAAP accounting standards.

Management welcomes Ms. Kovaleva to the Victory team.

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. We are presently exploring our copper properties located in British Columbia, Canada and our lithium project in Ontario.

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

We value engagement with all stakeholders and are committed to sustainable development with minimal impact on the environment.

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 Corporation 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.

CANADA
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