

**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

December 20, 2017

Item 3 News Release

Date of dissemination – December 20, 2017  
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer announced the appointment of Mr. David Lane as a director and as the new Chief Executive Officer of the Company. Mr. Glen Harder has resigned as the interim CEO to allow Mr. Lane to assume primary executive responsibility. Mr. Harder will remain as a director.

Item 5 Full Description of Material Change

See attached news release dated December 20, 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 20th day of December, 2017.

*"Glen D. Harder"*

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Glen D. Harder, Director

**NEWS RELEASE**

**December 20, 2017**

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

**VICTORY ANNOUNCES APPOINTMENT OF DIRECTOR AND NEW CEO –  
1<sup>ST</sup> TRANCHE OF PRIVATE PLACEMENT FULLY SUBSCRIBED**

*Vancouver, BC – Victory Resources Corporation (the “Company”)* is pleased to announce the appointment of Mr. David Lane as a director and as the new Chief Executive Officer of the Company. Mr. Glen Harder has resigned as the interim CEO to allow Mr. Lane to assume primary executive responsibility. Mr. Harder will remain a director.

Mr. Lane has held leadership positions including President/CEO of M-Pharmaceutical now Callitas Therapeutics and as President/CEO of Quikflo Health Inc., which evolved into Friday Night Inc., a publicly traded company in the cannabis sector.

The Board thanks Mr. Harder for his leadership and initiatives in the Company’s recent capital reorganization and for his assistance in strengthening its management - this has established a new foundation to allow the Company to move forward productively.

The Company is also pleased to announce that the \$1,000,000 non-flow-through tranche of the financing announced on November 27, 2017 has been fully subscribed and the funds have been tendered by the places.

\$1,000,000 in non-flow-through units will be issued at \$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. Finder’s fees are payable at allowable rates on a portion of the financing.



The announced private placements remain subject to TSX-V approval.

### **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.

*On behalf of the Board of Directors of Victory Resources Corporation.*

Glen D. Harder

Director

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.

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