



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

A special meeting (the "**Meeting**") of the shareholders of Victory Resources Corporation (the "**Company**") will be held at the offices of Norton Rose Fulbright Canada LLP at 3700, 400 3 Avenue SW, Calgary, Alberta T2P 4H2, on Thursday, June 28, 2018, at 10:00 a.m. (Calgary time), for the following purposes (the "**Notice**"):

1. To consider, and if deemed advisable, approve, with or without variation, a special resolution to alter and amend the Articles of the Company, as more particularly set out in the section of the information circular entitled "Amendment to Articles"; and
2. 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 May, 2018.

By Order of the Board of Directors of Victory Resources Corporation

"David Lane"

David Lane

President, Chief Executive Officer, director