
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF VICTORY RESOURCES CORPORATION.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting of shareholders of Victory Resources Corporation (the "**Corporation**") will be held at the offices of Dentons Canada LLP, 15th Floor Bankers Court, 850 – 2 Street SW, Calgary, Alberta, on June 25, 2019 at 1:00 p.m. (Calgary time) (the "**Meeting**") for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended February 28, 2018, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation for the ensuing year at 4;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint Wolrige Mahon LLP an auditor of the Corporation for the ensuing year authorizing the directors of the Corporation to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, substantially in the form of the resolution set forth at Schedule "A" to the accompanying Information Circular of the Corporation (the "**Circular**"), approving a change of business of the Corporation from a junior mineral resource company to an "investment company" pursuant to the policies of the Canadian Securities Exchange, as more particularly described in the Circular;
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this notice of annual general and special meeting is the Circular and a form of proxy which should be read in conjunction with this notice of annual general and special meeting.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the Circular accompanying this notice of annual general and special meeting. A proxy will not be valid unless it is deposited at the office of Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairperson of the Meeting has the discretion to accept proxies received after that time. Registered shareholders may also vote their proxies via telephone or the internet in accordance with the instructions set forth on the proxy.

The board of directors of the Corporation unanimously recommends that shareholders vote IN FAVOUR of the matters set forth in this notice of annual general and special meeting. In the absence of any instructions to the contrary, the common shares in the capital of the Corporation represented by proxies appointing the management designee(s) named in the accompanying form of proxy will be voted IN FAVOUR of the matters set forth in this notice of annual general and special meeting.

DATED at Vancouver, British Columbia, this 1st day of May, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
VICTORY RESOURCES CORPORATION**

(signed) "David Lane" _____

David Lane

President and Chief Executive Officer

If you are a beneficial shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.