

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address

Victory Resources Corporation (the “Company”)
734-1055 Dunsmuir Street
Vancouver, BC
V7X 1B1

Item 2. Date of Material Change

June 7, 2019

Item 3. News Release

The news release describing the material change was disseminated on June 5, 2019 through FSC newswire services and filed on SEDAR.

Item 4. Summary of Material Change

The Company is undertaking the split of its issued and outstanding Common shares (“Shares”) on the basis of four (4) Shares for each existing Share held. Each shareholder of record of the Company as of the close of business on the Record Date will receive three additional Shares for each Share held on such date and the Company will use the “push out” method. The Record Date is June 7, 2019. On the Effective Date, Victory’s Shares will begin trading on a split basis (ex-distribution) which will be the trading day before the Record Date. The “mailing/payable” date will be 3 business days following the Record Date, currently targeted to be June 12, 2019.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company is undertaking the split of its issued and outstanding Common shares (“Shares”) on the basis of four (4) Shares for each existing Share held. Each shareholder of record of the Company as of the close of business on the Record Date will receive three additional Shares for each Share held on such date and the Company will use the “push out” method. The Record Date is June 7, 2019. On the Effective Date, Victory’s Shares will begin trading on a split basis (ex-distribution) which will be the trading day before the Record Date. The “mailing/payable” date will be 3 business days following the Record Date, currently targeted to be June 12, 2019. Upon completion of the split, there will be approximately 97,060,936 shares issued and outstanding. All convertible securities will be adjusted for the split as at the Effective Date. The Company will not be changing its name, Cusip or its current trading symbol in connection with the split. The number of authorized shares of common stock and the par value per share will remain unchanged..

5.2 *Disclosure for Restructuring Transactions*

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information has been omitted in respect of this material change.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

David Lane, President
Telephone: (236) 317 2822

Item 9. Date of Report

June 5, 2019.