

VICTORY RESOURCES CORPORATION

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS To be held on July 5, 2021 at 10:00 a.m. (Vancouver time) via Zoom

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of Victory Resources Corporation (the “**Corporation**”) will be held via Zoom on Monday, the 5th day of July, 2021 at 10:00 a.m. (Vancouver Time) for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended February 28, 2020, together with the report of the auditors thereon;
2. To fix the number of directors and elect directors of the Corporation for the ensuing year, as described in the Information Circular accompanying this Notice.
3. To appoint auditors of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditors' remuneration, as described in the Information Circular accompanying this Notice.
4. 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 meeting is the Circular and a form of proxy which should be read in conjunction with this notice of annual general meeting.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Odyssey Trust Company, 1230, 300 5th Avenue SW, Calgary, Alberta T2P 3C4, 1-800-517-4553 not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Shareholders may attend the meeting through this Zoom link:

<https://zoom.us/j/97859230237?pwd=TkRTc3VMTUJJDQ3NjYzFiSG9ja3hUQT09>

Meeting ID: 978 5923 0237 •Passcode: 187243

One tap mobile

+13017158592,,97859230237#,,,,*187243# US (Washington DC)

+13126266799,,97859230237#,,,,*187243# US (Chicago)

Dial by your location

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 346 248 7799 US (Houston)

+1 408 638 0968 US (San Jose)

+1 646 876 9923 US (New York)

+1 669 900 6833 US (San Jose)

+1 253 215 8782 US (Tacoma)

Meeting ID: 978 5923 0237

Passcode: 187243

Find your local number: <https://zoom.us/u/ad0G6zvDPd>

Voting will take place by proxy only, which proxy must be received 48 hours prior to the meeting. Only Shareholders of record on May 28, 2021 are entitled to receive notice of and vote at the Meeting.

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 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 meeting.

DATED at Vancouver, British Columbia, this 28th day of May, 2021.

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

(signed) "Mark Ireton" _____

Mark Ireton

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.