Form 45-106F1 Report of Exempt Distribution

ITEM 1 – REPORT TYPE							
X New report Amended report If a	mended, provide filing o	date of report that is being	amended.	(YYYY-MM-DD)			
ITEM 2 - PARTY CERTIFYING THE REPORT							
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106. Investment fund issuer X Issuer (other than an investment fund) Underwriter							
ITEM 3 – ISSUER NAME A	ND OTHER IDENT	TFIERS					
Provide the following information abou			he fund.				
Previous full legal name	Victory Resources C	Corporation					
Website		ide most recent previous legal atterymetals.com (if a	pplicable)				
If the issuer has a legal entity identifier, Legal entity identifie		1	definition of "legal entity identi	ler".			
If two or more issuers distributed a sing	le security, provide the full	legal name(s) of the co-issuer(s) other than the issuer named	above.			
Full legal name(s) of co-issuer(s) n/a	(if a	pplicable)				
ITEM 4 - UNDERWRITER	INFORMATION						
If an underwriter is completing the repo		s full legal name and firm NRI	D number.				
Full legal name]			
Firm NRD number		(if applicable)					
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.							
Street address]			
Municipality		Province/State		_			
Country		Postal code/Zip code		_			
Telephone number		Website		(if applicable)			

ITEM 5 – ISSUER INFORMATION							
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.							
a) Primary industry							
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.							
NAICS industry code 2 1 2 2 2 0							
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. X Exploration Development Production							
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.							
Mortgages Real estate Commercial/business debt Consumer debt Private companies							
Cryptoassets							
b) Number of employees							
X 0 – 49 50 – 99 100 – 499 500 or more							
c) SEDAR profile number							
Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 0 5 8 4 1							
If the issuer does not have a SEDAR profile complete Item 5(d) – (h).							
d) Head office address							
Street address Province/State							
Municipality Postal code/Zip code							
Country Telephone number							
e) Date of formation and financial year-end							
Date of formation Financial year-end MM DD MM DD							
f) Reporting issuer status							
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes							
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.							
AII AB BC MB NB NL NT							
NS NU ON PE QC SK YT							
g) Public listing status							
If the issuer has a CUSIP number, provide below (first 6 digits only). CUSIP number							
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system. Exchange name							
h) Size of issuer's assets							
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date. \$0 to under \$5M \$5M to under \$25M \$100M to under \$500M \$500M to under \$1B							

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION								
If the issuer is an investment fund, provide the following information.								
a) Investment fund manager information								
Full legal name								
Firm NRD Number	(if applicable)							
If the investment fund manage								
Street Address	er does not have a firm NRD number, provide the head office contact information of the investment fund manager.							
Municipality	Province/State							
Country	Postal code/Zip code							
Telephone number	Website (if applicable)							
b) Type of investme								
Type of investment fund that r Money market	nost accurately identifies the issuer (select only one). Equity Fixed income Balanced							
Alternative strate								
	of the following apply to the investment fund. in other investment fund issuers							
Is a UCITs Fund								
	stment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow							
·	perate throughout the EU on a passport basis on authorization from one member state. and financial year-end of the investment fund							
	·							
Date of formation	YYYY MM DD Financial year-end MM DD							
d) Reporting issuer	status of the investment fund							
Is the investment fund a repor	ting issuer in any jurisdiction of Canada? No Yes							
	f Canada in which the investment fund is a reporting issuer.							
All	AB BC MB NB NL NT							
☐ NS ☐	NU ON PE QC SK YT							
e) Public listing state	us of the investment fund							
ļ .	USIP number, provide below (first 6 digits only).							
CUSIP number								
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.								
Exchange name								
f) Net asset value (NAV) of the investment fund								
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).								
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M							
\$100M to under \$500M	\$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD							

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Χ	Canadian dollar	US dollar	Euro	Othor	(describe)		
_^	Canadian dollar	US dollal	Euro	Other	(describe))	

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start date	2023	02	13	End date	2023	02	16
	YYYY	MM	DD		YYYY	MM	DD

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

							Canadian	\$
Security code		,	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	В	S		Issuance of units at a price of \$0.08 per unit. Each unit is comprised of one common share and one common share purchase warrant	10,150,000	\$0.08	\$0.08	812,000

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

	Convertible / xchangeable		Underlying security code		Exercise price (Canadian \$)		Expiry date	Conversion	Describe other terms (if applicable)	
se	curity c	ode	sec	unity c	oae	Lowest	Highest	(YYYY-MM-DD)	ratio	, , ,
W	N	Т	С	М	S	\$0.12	\$0.12	2025-02-13	1:1	Each warrant entitles the holder to subscribe for one additional share at \$0.12 per share for a period of 2 years, subject to Corporation's option to accelerate the expiry date if the stock trades at \$0.17 for 10 trading days.
W	N	Т	С	М	S	\$0.12	\$0.12	2025-02-16	1:1	Each warrant entitles the holder to subscribe for one additional share at \$0.12 per share for a period of 2 years, subject to Corporation's option to accelerate the expiry date if the stock trades at \$0.17 for 10 trading days.

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique purchasers ^{2a}	Total amount (Canadian \$)				
Alberta	Section 5A.2 Listed issuer financing exemption	2	60,000				
British Columbia	Section 5A.2 Listed issuer financing exemption	32	726,000				
Ontario	Section 5A.2 Listed issuer financing exemption	2	16,000				
Aruba	Section 5A.2 Listed issuer financing exemption	1	10,000				
	Total dollar amount of securities distributed						

	Total number of unique purchasers ^{2b}	37					
2a	n calculating the number of unique purchasers per row, count each purchaser only once. Joint purchase	rs may be counted as or	ne purchaser.				
2b 	In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed						
m	multiple types of securities to, and relied on multiple exemptions for, that purchaser.						

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

ITEM 8 - COMPENSATION INFORMATION							
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.							
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.							
No X Yes If yes, indicate number of persons compensated.	3						
a) Name of person compensated and registration status							
Indicate whether the person compensated is a registrant. No x Yes							
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individual Family name First given name	Secondary given names						
If the person compensated is not an individual, provide the following information.	eccondary given names						
Full legal name of non-individual Canaccord Genuity Corp.							
Firm NRD number 9 0 0 (if applica	able)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an X No Yes							
b) Business contact information							
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the pe	erson being compensated.						
Street address							
Municipality Province/State							
Country Postal code/Zip code							
Email address Telephone number							
c) Relationship to issuer or investment fund manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager							
X None of the above							
d) Compensation details Provide details of all compensation paid or to be paid to the person identified in Item 8(a) in connection.	ction with the distribution, Provide all						
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.							
Cash commissions paid 11,520							
Value of all securities distributed as compensation ⁴ O Security code 1 W N T	Security code 2 Security code 3						
Issuance of 144,000 finder's warrants. Each finder's warrant is exercisable to purchase one additional common share of the Issuer at a price of \$0.12 per share for a period of two years. Expiry date of finders' warrant is February 16, 2025							
Other compensation ⁵ Describe							
Total compensation paid 11,520							
Check box if the person will or may receive any deferred compensation (describe the terms below)							
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.							

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Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.							
a) Name of person compensated and registration status							
Indicate whether the person compensated is a registrant. No x Yes							
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individual							
Family name First given name Secondary given names							
If the person compensated is not an individual, provide the following information.							
Full legal name of non-individual Haywood Securities Inc.							
Firm NRD number 1 6 3 0 (if applicable)							
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes							
b) Business contact information							
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.							
Street address							
Municipality Province/State							
Country Postal code/Zip code							
Email address Telephone number							
c) Relationship to issuer or investment fund manager							
Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager X None of the above							
d) Compensation details							
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not repo payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid \$9,600 Value of all securities distributed as distributed a							
compensation.							
Issuance of 120,000 finder's warrants. Each finder's warrant is exercisable to purchase one additional common share of the Issuer at a price of \$0.12 per share for a period of two years. Expiry date of finders' warrant is February 16, 2025							
Other compensation ⁵ Describe							
Total compensation paid \$9,600							
Check box if the person will or may receive any deferred compensation (describe the terms below)							
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.							
⁵ Do not include deferred compensation.							

ITEM 8 - COMPENSATION INFORMATION							
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.							
a) Name of person compensated and registration status							
Indicate whether the person compensated is a registrant. No x Yes							
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individual							
Family name First given name Secondary given names							
If the person compensated is not an individual, provide the following information.							
Full legal name of non-individual Research Capital Corporation							
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. X No Yes							
b) Business contact information							
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.							
Street address							
Municipality Province/State							
Country Postal code/Zip code							
Email address Telephone number							
c) Relationship to issuer or investment fund manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager X None of the above							
d) Compensation details							
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.							
Cash commissions paid \$7,200							
Value of all securities distributed as compensation ⁴ O Security code 1 Security code 2 Security code 2 Security code 3 W N T							
Describe terms of warrants, options or other rights Issuance of 90,000 finder's warrants. Each finder's warrant is exercisable to purchase one additional common share of the Issuer at a price of \$0.12 per share for a period of two years. Expiry date of finders' warrant is February 16, 2025							
Other compensation ⁵ Describe							
Total compensation paid \$7,200							
Check box if the person will or may receive any deferred compensation (describe the terms below)							
⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.							
⁵ Do not include deferred compensation.							

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER										
If t	If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10.									
	ovide the following information for or ritory, otherwise state the country. If				ecutive (Officer, "P" - Business non-ind resic jurisdi indi		Rel	Relationship to issuer (select all that apply)	
L	h) Promotor information									
loc	b) Promoter information If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer. Organization or company name Family name First given name Secondary given I Residential jurisdiction of individual Relationship to promoter (select one or both if applicable)									
			name	names		vince or ountry	D		0	
	c) Residential address of e	each individual								

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and

attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	Victory Battery Metals Corp.						
Full legal name	Ireton	Mark					
	Family name	First given name	Э	Secondary given names			
Title	President						
Telephone number	604-761-9994	Email address	mark@v	mark@victorybatterymetals.com			
Signature	(signed) "Mark Ireton"	Date 2023 02		21			
			YYYY	MM	DD		

ITEM 11 – CONTACT PERSON									
Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.									
X Same as individual certifying the report									
Full legal name				Title					
-	Family name	First given name	Secondary given names						
Name of company									
Telephone number		E	mail address						

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.