

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Victory Resources Corporation (the "Issuer").

Trading Symbol: VR

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

For the 3-month period ended November 30, 2021 related party transactions were limited to management contracts for services provided by certain officers and Directors as further defined in the Financial Statements.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
---------------	--	--	--------	-------	----------------	--	--	-----------------

Nov 4, 2021	Units (one common share and one warrant)	Private Placement	19,240,816	\$0.055	\$1,058,245	Cash	N/A	\$54,464 Cash 990,254 Finders Warrants
Nov 16, 2021	Common shares	Stock Option exercised	500,000	\$0.055	\$27,500	Cash	Director and CFO	N/A

Nov 18, 2021	Common shares	Warrants exercised	267,142	\$0.10	\$26,714	Cash	N/A	N/A
Nov 22, 2021	Common shares	Warrants exercised	28,927	\$0.10	\$2,893	Cash	N/A	N/A
Nov 22, 2021	Common shares	Warrants exercised	44,800	\$0.08	\$3,584	Cash	N/A	N/A
Nov 29, 2021	Common shares	Stock Option exercised	250,000	\$0.055	\$13,750	Cash	Director	N/A

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
November 4, 2021	400,000	George Tsafalas	Consultants	\$0.07	November 4, 2026	\$0.07
November 4, 2021	700,000	Mark Ireton	CEO	\$0.07	November 4, 2026	\$0.07
November 4, 2021	700,000	David Stadnyk	Consultants	\$0.07	November 4, 2026	\$0.07
November 4, 2021	200,000	David Lane	Director	\$0.07	November 4, 2026	\$0.07
November 4, 2021	100,000	Allan Levien	Director	\$0.07	November 4, 2026	\$0.07
November 4, 2021	100,000	Anthony Abrahams	Consultants	\$0.07	November 4, 2026	\$0.07
November 4, 2021	200,000	Tatiana Kovaleva	CFO	\$0.07	November 4, 2026	\$0.07

FORM 5 – QUARTERLY LISTING STATEMENT

November 4, 2021	100,000	Yini Lu	Consultants	\$0.07	November 4, 2026	\$0.07
November 4, 2021	200,000	Helgi Sigurgeirson	Consultants	\$0.07	November 4, 2026	\$0.07
Total:	2,700,000					

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

See financial statements for the 3-month period ended November 30, 2021 as filed on SEDAR and the CSE site January 11, 2022.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name of Director/Officer	Position Held
Mark Ireton	Director, President, CEO
David Lane	Director
Allan Levien	Director
Tatiana Kovaleva	Chief Financial Officer

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

The MD&A for the 3-month period ended November 30, 2021 as filed on SEDAR and the CSE site January 11, 2022.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated January 11, 2022.

Tatiana Kovaleva
Name of Director or Senior Officer

Signature

CFO
Official Capacity

Issuer Details		For Quarter Ended	Date of Report
Name of Issuer		May 31, 2021	YY/MM/D
Victory Resources Corporation			21/07/21
Issuer Address			
Suite 1780, 355 Burrard Street			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Vancouver, British Columbia V6C 2G8		(604) 428-0512	(604) 761-9994
Contact Name		Contact Position	Contact Telephone No.
Mark Ireton		President	(604) 761-9994
Contact Email Address		Web Site Address	
mark@victoryresourcescorp.com		www.victoryresourcescorp.com	