

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES¹⁾ **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

Name of CNSX Issuer: VICTORY GOLD MINES INC. (the "Issuer").

Trading Symbol: VGO

Date: December 22, 2011.

Is this an updating or amending Notice: ☒ **Yes** ☐ **No**

If yes provide date(s) of prior Notices: September 22, 2011, October 14, 2011

Issued and Outstanding Securities of Issuer Prior to Issuance: 29,356,429
common shares.

Date of News Release Announcing Private Placement: October 14, 2011.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.20

1. **Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer(2)
Canaccord Genuity Corp ITF Sheldon Inwentash 130 King St W Suite 2500 Toronto ON M5X 1A9	1,136,364 Flow-through shares	\$0.22	N/A	NI45-106 s 2.3	Nil	Oct. 6, 2011	N/A

Nesbitt Burns ITF Pinetree Resource Partnership 2500-130 King St W Toronto ON M5X 1A9	1,136,364 Units consisting of one common share and ½ warrant	\$0.22	\$0.35 (Warrants)	NI45-106 s 2.3	1,000,000 shares 500,000 warrants	Oct. 4, 2011	N/A
Pavillion Flow-Through L.P. (2011)1 370 King St W Suite 804 Toronto ON M5V 1J9	454,546 Flow-through shares	\$0.22	N/A	NI45-106 s 2.3	934,000	Sept. 29 2011	N/A
Max Berketa 88 Thirteenth St Etobicoke ON M8V 3H6	34,091 Flow-through shares	\$0.22	N/A	NI45-106 s 2.3	Nil	Oct 4, 2011	N/A
Roytor & Co. A/C T13155201 Ref: Fund ID# H67R 1 Adelaide St. East, 29 th Flr. Toronto, ON M5C 2V9	2,427,000 Flow-through shares	\$0.22	N/A	NI45-106 s 2.3	Nil	Oct 11, 2011	N/A
Roytor & Co. A/C T13155201 Ref: Fund ID# H66V 1 Adelaide St. East, 29 th Flr. Toronto, ON M5C 2V9	300,000 Flow-through shares	\$0.22	N/A	NI45-106 s 2.3	Nil	Oct 11, 2011	N/A
2242257 Ontario Inc. 2 Lombard St., Suite 202 Toronto, ON M5C 1M1	31,818 common shares	\$0.22	N/A	NI45-106 s 2.3	Nil	Oct 4, 2011	N/A
	45,455 Finder Warrants	Finders Fee	\$0.35 (Warrants)	NI45-106 s 2.3	Nil	Oct 4, 2011	N/A
NBCN Inc, ITF Fraser Mackenzie Limited 48 Yonge St., Suite 1100 Toronto, ON M5E 1G5	499,972 Finder Warrants	Finders Fee	N/A	NI45-106 s 2.3	Nil	Oct 11, 2011	N/A

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LISTED SECURITIES**

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John Kontak 88 Charles Street East, Suite 205 Toronto, ON M4Y 2W7	100,000 Flow-through shares	\$0.22	N/A	NI45-106 s 2.3	1,666,667 Shares 283,333 Warrants 1,000,000 options	Dec 20, 2011	President
Thomas W. Meredith 65 Queen St W, Suite 520 Toronto, ON M5H 2M5	113,674 Units	\$0.22	\$0.35 (Warrants)	NI45-106 s 2.14	1,866,667 Shares 83,333 Warrants	Dec 20, 2011	N/A
Matachewan Consolidated Mines, Limited 120 Adelaide Street West Suite 1214 Toronto, ON., M5H 1T1	100,000 Common Shares	\$0.1250	N/A	NI45-106 s 2.13	100,000 Shares	Dec 20, 2011	N/A

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: 1,229,440.
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

Gross proceeds from the issuance will be used for exploration on the Issuer's properties located in Ontario and for working capital.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. Please see attached Convertible Promissory Note between Richard S. Meredith and Victory Gold Mines Inc. (formerly Batavia Energy Corp.) and related letter agreements.

5. Description of securities to be issued:
- (a) Class Flow-Through Common Shares / Units.
 - (b) Number 4,452,001 / 1,250,038.
 - (c) Price per security \$0.22 / \$0.22.
 - (d) Voting rights Yes / Yes
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number 1,170,446 non-flow-through share purchase warrants.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 1,170,446 common shares.
 - (c) Exercise price \$0.35 .
 - (d) Expiry date Eighteen (18) months.
7. Provide the following information if debt securities are to be issued: N/A
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
- 2242257 Ontario Inc.
2 Lombard St., Suite 202
Toronto, ON M5C 1M1.

NBCN Inc, ITF Fraser Mackenzie Limited
48 Yonge St., Suite 1100
Toronto, ON M5E 1G5

- (b) Cash Qualified finders will receive a cash finder's fee equal to 7% of Gross Proceeds.
 - (c) Securities Qualified finders will also receive finder's fee Warrants equal to 10% of the number of flow-through common shares or Units subscribed for; each finder's Warrant will be exercisable into one common share at an exercise price of \$0.35 per share.
 - (d) Other N/A.
 - (e) Expiry date of any options, warrants etc. Eighteen (18) Months.
 - (f) Exercise price of any options, warrants etc. \$0.35.
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship. No
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- The flow-through common shares are Flow-Through Shares, however the Units and finder's fee Warrants are non-flow-through.
11. State whether the private placement will result in a change of control. No.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____.
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____.
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____.
 - (b) Cash: _____.
 - (c) Securities (including options, warrants etc.) and dollar value: _____.
 - (d) Other: _____.
 - (e) Expiry date of options, warrants, etc. if any: _____.
 - (f) Exercise price of options, warrants, etc. if any: _____.
 - (g) Work commitments: _____.
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____.
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____
 - (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

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 Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated December 22 2011

John Kontak

Name of Director or Senior
Officer



Signature

President

Official Capacity

CONVERTIBLE PROMISSORY NOTE

CS750,000

FOR VALUE RECEIVED, the undersigned **Batavia Energy Corp. ("Batavia")** does hereby promise to pay on the 31st of December, 2012 to the order of **Richard S Meredith ("RSM")**, the principal sum of seven hundred and fifty thousand dollars (C\$750,000) (the "Principal"), in lawful money of Canada, together with interest thereon at the rate of 5% per annum, calculated and payable quarterly, that is to say, nine thousand three hundred and seventy-five dollars (C\$9,375) per quarter, with interest on overdue interest at the same rate as the Principal.

At his sole option, RSM has the right of retraction at any time, within the amount of the Principal, of 10% of the value of the cash funds raised by Batavia, plus any accumulated interest, immediately upon receipt of a written notice to this effect.

At the sole option of RSM, the Principal only shall be convertible at any time in whole or in part, into shares of Batavia, at a rate of C\$.20 per share, to a maximum number of shares such that, throughout the duration of this contract, RSM agrees that he will not become the owner of 10% or more of the shares issued and outstanding upon the conclusion of such an exercise. To exercise all or part of this option, RSM shall notify Batavia in writing. Shares issued will bear legends, if required by the securities laws and /or stock exchange policies.


This Convertible Promissory Note shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

The undersigned hereby waives presentment, demand, notice, protest, notice of protest and notice of dishonour and all other demands and notices in connection with the delivery, acceptance, performance, default or enforcement of this Convertible Promissory Note.

MADE at Toronto, Ontario, this 30th day of September, 2010.



Richard S Meredith



Batavia Energy Corp.
Per: John Kontak, President

VICTORY GOLD MINES INC.

December 20, 2011

Richard S Meredith

Dear Sir:

Re: Indebtedness of Victory Gold Mines Inc.

This letter will confirm our agreement that Victory Gold Mines Inc. (the "**Company**") will issue 113,674 common share units ("Units") at \$0.22 per Unit from its treasury to Thomas W. Meredith in full payment of the Company's indebtedness of \$25,008.47 to you. Each Unit shall consist of one common share and ½ common share warrant exercisable at \$0.35 for 18 months. The shares to be issued are being issued pursuant to Section 2.14 of National Instrument 45-106. As required by the policies of National Instrument 45-102, the common shares and warrants issued cannot be resold or transferred for a period of four (4) months and one day from the date of issuance.

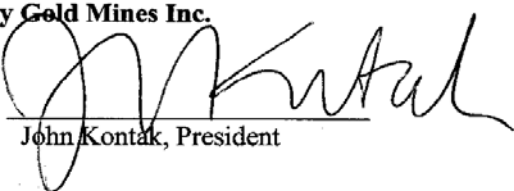
Upon acceptance by you of the terms and conditions described herein, this letter agreement will constitute an irrevocable subscription for the common shares described above.

If the foregoing terms are acceptable, please sign at the bottom of this letter and retain one copy for your records.

Yours very truly,

Victory Gold Mines Inc.

Per:


John Kontak, President

The undersigned hereby agrees with and accepts the foregoing terms and conditions.

Per:


Richard S Meredith

Richard S. Meredith

Direction

December 20, 2011

Victory Gold Mines Inc.
65 Queen Street West
Suite 520
Toronto, Ontario
M5H 2M5

Dear Sir/Madame;

Re: Direction of Interest Due on Convertible Debenture

Please convert interest owing pursuant to the Convertible Debenture dated September 30, 2010 between Richard S. Meredith and Victory Gold Mines Inc. to common share units ("Units") at \$0.22, with each Unit consisting of one common share and a half warrant with each full warrant being exercisable at \$0.35 per share for 18 months from the date of closing.

Interest amount: \$25,008.47 equal to 113,674 common shares and 56,837 warrants.

Apply the above issued payments against outstanding debt.

Yours truly,



R S Meredith