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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General and Special Meeting of holders of common shares of **Victory Ventures Inc.** (the "Company") will be held at **Suite 1400, 1111 West Georgia Street, Vancouver, BC V6E 4M3** on **August 18, 2017 at 10:00 a.m.**, for the following purposes:

1. Receive the audited financial statements of the Company for the year ended September 30, 2016;
2. Appoint DMCL, LLP, Chartered Accountants as the auditors of the Company for the ensuing year and to authorize the board of directors to fix their remuneration;
3. Fix the number of directors at five (5) and elect the board of directors for the ensuing year;
4. Approve the Company's Stock Option Plan;
5. To consider and, if thought fit, approve a special resolution to adopt new articles for the Company (the "New Articles") which would replace the Company's current Articles (the "Existing Articles"), as described in the accompanying Information Circular;
6. To consider, and if thought fit, approve a special resolution to include certain advance notice provisions for the nomination of directors by shareholders in certain circumstances to the New Articles or the Existing Articles (as applicable), as described in the accompanying Information Circular; and
7. Transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

DATED this 24th day of July, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"Jeffrey Cocks"

Jeffrey Cocks, President & CEO