

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations

Item 1 Names of the Parties to the Transaction

Vortex Metals Inc. (formerly Victory Capital Corp.) (the “**Company**” or the “**Resulting Issuer**”) and Acapulco Gold Corp. (“**Acapulco**”).

Item 2 Description of the Transaction

On April 27, 2022, the Company completed its qualifying transaction (the “**Qualifying Transaction**”) pursuant to which Acapulco completed a reverse triangular merger under the *Business Corporations Act* (British Columbia) with 1287878 B.C. Ltd., a wholly owned subsidiary of the Company, and all of the issued and outstanding securities of Acapulco were exchanged for securities (the “**Securities Exchange**”) of the Resulting Issuer on a one-to-one basis, pursuant to the terms and conditions of a merger and amalgamation agreement dated February 5, 2021 as amended by the amendment agreements dated December 23, 2021 and March 31, 2022.

In connection with the closing of the Qualifying Transaction (the “**Closing**”):

- The Company filed its Filing Statement dated as at March 31, 2022 (the “**Filing Statement**”) with the TSXV;
- The Company changed its name from “Victory Capital Corp.” to “Vortex Metals Inc.”;
- Concurrent with the Qualifying Transaction, the Company raised aggregate gross proceeds in the amount of approximately \$289,000 through the issuance of an aggregate of 1,445,000 subscription receipts (“**Victory Subscription Receipts**”) of Victory (the “**Victory QT Financing**”). Additionally, simultaneous with the Victory QT Financing, Acapulco raised aggregate gross proceeds in the amount of approximately \$4,043,000 through the issuance of an aggregate of 20,215,000 subscription receipts of Acapulco (“**Acapulco Subscription Receipts**” and together with the Victory Subscription Receipts, the “**Subscription Receipts**”). Concurrent with the closing of the Qualifying Transaction, the Subscription Receipts were converted into an aggregate of 21,660,000 common shares in the capital of the Resulting Issuer (“**Resulting Issuer Shares**”).
- The directors and officers of the Company are as follows: (a) Vikas Ranjan – Director and Chief Executive Officer; (b) Roger He – Chief Financial Officer; (c) Sheryl Dhillon – Corporate Secretary; (d) Michael Williams – Chairman and Director; and (e) John Larson – Director.

It is anticipated that the common shares of the Resulting Issuer will commence trading on the Exchange under the ticker symbol “VMS” on or about May 10, 2022.

Item 3 Effective Date of the Transaction

April 27, 2022

Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

Not Applicable.

Item 5 Date of the Reporting Issuer’s First Financial Year-End after the Transaction, if applicable

Not Applicable.

Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer’s First Financial Year after the Transaction, if applicable

Not Applicable.

Item 7. Documents filed under NI 51-102 that describe the Transaction

On February 8, 2021, the Company disseminated a news release announcing the entering into of a definitive agreement to complete the Qualifying Transaction with Acapulco.

On October 14, 2021, the Company disseminated and filed on SEDAR a news release announcing the completion of a private placement of Subscription Receipts.

On November 8, 2021, the Company disseminated and filed on SEDAR a news release providing an update on the Qualifying Transaction.

On April 4, 2022, the Company filed on SEDAR its Filing Statement dated as at March 31, 2022 in connection with the Transaction.

On April 4, 2022, the Company disseminated and filed on SEDAR a news release announcing the conditional approval of the proposed business combination between Acapulco and the Company.

On April 27, 2022, the Company disseminated and filed on SEDAR a news release announcing the completion of the Qualifying Transaction.

On May 5, 2022, the Company filed on SEDAR a material change report describing the filing of its filing statement and the completion of the Qualifying Transaction.

DATED: May 5, 2022