

Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Securities: Common shares in the capital of Victory Metals Inc. (the “**Common Shares**”)

Issuer: Victory Metals Inc. (the “**Issuer**”)

PO Box 48264

Bentall Centre

Vancouver, British Columbia

Canada V7X 1A1

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The Acquiror purchased a total 145,000 Common Shares through the facilities of the TSX Venture Exchange and participated in a private placement offering of the Issuer (the “**Offering**”) acquiring a further 2,600,000 Common Shares for an aggregate acquisition of 2,745,000 Common Shares, thereby increasing its holdings of Common Shares by more than 2% of the Issuer’s now current outstanding Common Shares.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Palisades Goldcorp Ltd. (“**Palisades**” or the “**Acquiror**”)

25th Floor, 700 West Georgia Street

Vancouver, British Columbia

Canada V7Y 1B3

Palisades is a merchant bank incorporated in the Province of British Columbia, Canada.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

During the period May 15, 2020, to June 8, 2020, the Acquiror purchased a total 145,000 Common Shares through the facilities of the TSX Venture Exchange and, on October 8, 2020, acquired a further 2,600,000 Common Shares in connection with the Offering for an aggregate of 2,745,000 Common Shares (the “**Acquisition**”).

Prior to the Acquisition, the Acquiror directly held an aggregate of 43,787,681 Common Shares representing approximately 48.05% of the then issued and outstanding Common Shares on an undiluted basis or approximately 43.72% on a then fully diluted basis. Subsequent to the Acquisition, the Acquiror now holds 46,532,681 Common Shares representing approximately 48.40% of the current issued and outstanding Common Shares on an undiluted basis or approximately 44.25% on a current fully diluted basis.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's security holding percentage in the class of securities.

Immediately prior to the Acquisition detailed in Item 2.2 above, the Acquiror held an aggregate of 43,787,681 Common Shares representing approximately 48.05% of the then issued and outstanding Common Shares on an undiluted basis or approximately 43.72% on a then fully diluted basis. Subsequent to the Acquisition, the Acquiror holds 46,532,681 Common Shares representing approximately 48.40% of the current issued and outstanding Common Shares on an undiluted basis or approximately 44.25% on a current fully diluted basis.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The Acquiror acquired direct ownership of Common Shares and such acquisition increased the Acquiror's aggregate holdings of the Issuer by an amount greater than 2%, specifically 2.86%, of the current issued and outstanding Common Shares, thereby triggering the requirement to file this report. See Items 2.2 and 3.1.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's security holding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately prior to the Acquisition detailed in Item 2.2 above, the Acquiror held an aggregate of 43,787,681 Common Shares representing approximately 48.05% of the then issued and outstanding Common Shares on an undiluted basis or approximately 43.72% on a then fully diluted basis. Subsequent to the Acquisition, the Acquiror holds 46,532,681 Common Shares representing approximately 48.40% of the current issued and outstanding Common Shares on an undiluted basis or approximately 44.25% on a current fully diluted basis.

3.5 State the designation and number or principal amount of securities and the acquiror's security holding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.4 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's security holdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

An aggregate of 145,000 Common Shares were acquired at prices between \$0.245 and \$0.30 per Common Share for total consideration of \$42,422.50. The Common Shares acquired in connection with the Offering were purchased at a price of \$0.40 per Common Share for aggregate consideration of \$1,040,000.00.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer’s business or corporate structure;**
- (g) a change in the reporting issuer’s charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The acquisition was completed for investment purposes. Palisades may, in future, increase or decrease its ownership, control or direction over the Issuer’s securities through market transactions, private agreements, or otherwise.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable

Item 9 – Certification

Certificate

I, as the Acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 8th day of October, 2020.

PALISADES GOLDCORP LTD.

/s/ Collin Kettell _____
Collin Kettell
Director