

FILED BY SEDAR

September 28, 2022

British Columbia Securities Commission (Principal Regulator)
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

**Re: Victory Opportunities 1 Corp. (the “Company”)
Final Prospectus dated September 28, 2022 (the “Prospectus”)**

We, as counsel to the Company, hereby consent to the use of and reference to our firm opinion under the heading “Eligibility for Investment” and under the heading “Relationship between the Issuer and Professional Persons”.

We confirm that we have read the Prospectus and that we have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinion referred to above or that is within our knowledge as a result of the services we performed in connection with such opinion.

Yours truly,

“AFG LAW LLP”