

**VICTORY OPPORTUNITIES 1 CORP.**

Financial Statements

For the years ended June 30, 2024 and 2023

(Expressed in Canadian dollars)

## Independent Auditor's Report

To the Shareholders of Victory Opportunities 1 Corp.

### Opinion

We have audited the financial statements of Victory Opportunities 1 Corp. (the "Company"), which comprise the statements of financial position as at June 30, 2024 and June 30, 2023 and the statements of net and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2024 and June 30, 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements which describes the material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Other than the matter described in the Material Uncertainty Related to Going Concern section, we have determined there are no key audit matters to be communicated in our report.

### Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information

identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Diana Huang.

*Crowe Mackay LLP*

**Chartered Professional Accountants  
Vancouver, Canada  
September 6, 2024**

**VICTORY OPPORTUNITIES 1 CORP.**Statements of financial position  
(Expressed in Canadian dollars)

As at	June 30, 2024	June 30, 2023
	\$	\$
<b>Assets</b>		
<b>Current assets</b>		
Cash	306,896	334,479
<b>Total assets</b>	306,896	334,479
<b>Liabilities and shareholders' equity</b>		
<b>Current liability</b>		
Accounts payable and accrued liabilities	30,267	10,000
<b>Total liabilities</b>	30,267	10,000
<b>Shareholders' equity</b>		
Share capital (Note 4)	421,364	421,364
Reserves (Note 4)	66,582	66,582
Deficit	(211,317)	(163,467)
<b>Total shareholders' equity</b>	276,629	324,479
<b>Total liabilities and shareholders' equity</b>	306,896	334,479

Nature of Operations and Going Concern (Note 1)  
Subsequent event (Note 8)

Approved and authorized for issuance on behalf of the Board of Directors on September 6, 2024 by:

/s/ Brian Shin

Director

/s/ Charanjit Hayre

Director

The accompanying notes are an integral part of these financial statements

**VICTORY OPPORTUNITIES 1 CORP.**Statements of net and comprehensive loss  
(Expressed in Canadian dollars)

	Year Ended June 30, 2024	Year Ended June 30, 2023
	\$	\$
<b>Expenses</b>		
Bank charges and other	213	460
Administrative expenses	3,122	-
Professional fees	43,822	58,448
Regulatory and filing fees	16,048	33,592
Stock-based compensation (Note 5)	-	48,282
	(63,205)	(140,782)
<b>Other item</b>		
Interest income	15,355	-
<b>Net and comprehensive loss for the year</b>	<b>(47,850)</b>	<b>(140,782)</b>
<b>Loss per share, basic and diluted</b>	<b>(0.02)</b>	<b>(0.09)</b>
Weighted average number of shares outstanding, basic and diluted	3,018,000	1,571,014

The accompanying notes are an integral part of these financial statements

**VICTORY OPPORTUNITIES 1 CORP.**Statements of changes in shareholders' equity  
(Expressed in Canadian dollars)

	Share capital			Deficit \$	Total shareholders' equity \$
	Number of shares	Amount \$	Reserves \$		
<b>Balance, June 30, 2022</b>	3,370,000	168,500	-	(22,685)	145,815
Initial public offering	3,018,000	301,800	-	-	301,800
Share issuance costs – cash	-	(30,636)	-	-	(30,636)
Share issuance costs – agent's options	-	(18,300)	18,300	-	-
Stock-based compensation	-	-	48,282	-	48,282
Net loss for the year	-	-	-	(140,782)	(140,782)
<b>Balance, June 30 2023</b>	6,388,000	421,364	66,582	(163,467)	324,479
Net loss for the year	-	-	-	(47,850)	(47,850)
<b>Balance, June 30 2024</b>	6,388,000	421,364	66,582	(211,317)	276,629

The accompanying notes are an integral part of these financial statements

**VICTORY OPPORTUNITIES 1 CORP.**

Statements of cash flows

(Expressed in Canadian dollars)

	Year Ended June 30, 2024	Year Ended June 30, 2023
	\$	\$
<b>Operating activities</b>		
<b>Net loss</b>	(47,850)	(140,782)
Stock-based compensation	-	48,282
<b>Adjustment for non-cash working capital items:</b>		
Prepaid	-	25,750
Accounts payable and accrued liabilities	20,267	(12,012)
<b>Net cash used in operating activities</b>	<b>(27,583)</b>	<b>(78,762)</b>
<b>Financing activities</b>		
Issuance of common shares	-	301,800
Share issue cost	-	(30,636)
Cancelled shares subscription repaid	-	(16,500)
<b>Net cash provided by financing activities</b>	<b>-</b>	<b>254,664</b>
(Decrease) increase in cash	(27,583)	175,902
Cash – beginning of the year	334,479	158,577
<b>Cash – end of the year</b>	<b>306,896</b>	<b>334,479</b>
<b>Supplemental cash flow information</b>		
Cash paid for interest	-	-
Cash paid for income taxes	-	-

The accompanying notes are an integral part of these financial statements

# VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements  
For the year ended June 30, 2024  
(Expressed in Canadian dollars)

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## 1. NATURE OF OPERATIONS AND GOING CONCERN

VICTORY OPPORTUNITIES 1 CORP. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on March 15, 2022. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (the “Exchange”) Policy 2.4. The principal business of the Company is the identification and evaluation of a Qualifying Transaction (“QT”) and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholders’ approval, if required, and acceptance by regulatory authorities. On December 22, 2022, the Company’s shares were listed on the Exchange under the symbol “VOC.P” and began trading on December 28, 2022.

The head office, principal address and registered office of the Company are located at Suite 228 – 1122 Mainland Street, Vancouver, B.C. V6B 5L1, Canada.

There is no assurance that the Company will identify a QT.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at June 30, 2024, the Company has not generated any revenues from operations and has an accumulated deficit of \$211,317. The Company expects to incur further losses in the development of its business. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company’s liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

The Company’s business financial condition and results of operations may be negatively affected by economic and other consequences from geopolitical events. While the Company expects any direct impacts of the geopolitical events to the business to be limited, the indirect impacts on the economy and on the industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future. The geopolitical events might affect the Company’s ability to raise capital or complete a QT as required by the Exchange’s Policies.

## 2. BASIS OF PRESENTATION

### Statement of Compliance

The financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

### Basis of Preparation

The financial statements are presented in Canadian dollars, which is the Company’s functional and presentation currency. The financial statements are prepared on a historical cost basis. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

## **VICTORY OPPORTUNITIES 1 CORP.**

Notes to the Financial Statements  
For the year ended June 30, 2024  
(Expressed in Canadian dollars)

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### **2. BASIS OF PRESENTATION (Cont'd)**

#### **Significant Accounting Judgments, Estimates and Assumptions**

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. There have been no significant judgments made by management in the application of IFRS other than the going concern assumption (Note 1) that have a significant effect on these financial statements.

### **3. MATERIAL ACCOUNTING POLICIES**

#### **Financial Instruments**

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction cost, respectively and subsequently carried at amortized cost less any impairment.

Cash and accounts payable and accrued liabilities are classified as held at amortized cost.

#### **Related parties**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

#### **Share issuance costs**

Costs directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing cost. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are no longer probable of being issued. Share issuance costs consist primarily of agent's commission, corporate finance fees, filing fees and legal fees.

#### **Earnings (loss) per share**

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. Once the common shares are placed in escrow, they are considered contingently issuable

## VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements  
For the year ended June 30, 2024  
(Expressed in Canadian dollars)

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### 3. MATERIAL ACCOUNTING POLICIES (Cont'd)

under IFRS until the Company completes a QT and will not be considered outstanding for purpose of the loss per share calculation.

#### Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is expensed over the vesting terms. Consideration paid for the shares on the exercise of stock options is credited to share capital. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in reserves remains in the same account. The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payments based on the fair market value of when the shares are issued. Otherwise, share-based payments are measured at the fair value of goods or services received.

#### Accounting standards adopted

Effective July 1, 2023, the Company adopted narrow scope amendments to IAS 1 – Presentation of Financial Statements and IFRS Practice Statement 2 – Disclosure of Accounting Policies, requiring companies to disclose “material” rather than “significant” accounting policies. The amendment reduced the Company’s disclosure of its accounting policies.

#### Accounting standards issued but not yet effective

The following is a listing of amendments, revisions and new IFRS issued but not yet effective. The Company is currently assessing the impact of adopting the following standards on the financial statements, as described below:

##### IFRS 18 - Presentation and Disclosure in Financial Statements

IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies’ financial performance for better investment decisions.

1. Three defined categories for income and expenses—operating, investing and financing—to improve the structure of the income statement, and require all companies to provide new defined subtotals, including operating profit.
2. Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement.
3. Enhanced guidance on how to organise information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027.

## VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements  
For the year ended June 30, 2024  
(Expressed in Canadian dollars)

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### 4. SHARE CAPITAL

#### Authorized share capital

Unlimited Class A Common Shares without par value; and  
Unlimited Class B Preferred Shares without par value

#### Share issuances

During the year ended June 30, 2024, the Company did not issue any common shares.

On December 22, 2022 the Company completed its Initial Public Offering ("IPO") by issuing 3,018,000 common shares at \$0.10 per share for proceeds of \$301,800. The Company paid \$30,636 in share issuance costs comprising of corporate finance fee and agents' costs, and issued 241,440 agent options exercisable into one common share of the Company at \$0.10 per share expiring December 22, 2027.

#### Escrowed Securities

Seed shares issued below the IPO price, shares acquired from treasury by non-arm's length parties to the CPC and CPC stock options and shares issued on exercise of stock options, which were granted before the IPO and at an exercise price less than the IPO price, are all subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 25% will be released on the dates 6, 12, and 18 months following the Initial Release. Shares acquired by the "Pro Group" as such term is defined in Exchange policies, at or above the IPO price and shares acquired by a "Control Person" as such term is defined in Exchange policies, in the secondary market are not subject to the CPC Escrow Agreement.

At June 30, 2024, 3,370,000 common shares (2023 – 3,370,000) and 637,000 stock options (2023 – 637,000) are held in escrow.

Once the common shares are placed in escrow, they are considered contingently issuable under IFRS until the Company completes a QT and will not be considered outstanding for purpose of the loss per share calculation.

#### Options

The Company has a stock option plan to grant incentive stock options to employees, directors, officers, consultants and eligible charitable organizations. However, for the time the Company is a CPC, options may only be granted to a director or officer of the CPC. The number of shares which may be issuable pursuant to the exercise of options granted under the plan, together with all the Company's previously established or proposed share compensation arrangements, shall be a maximum of 10% of the issued and outstanding from time to time on a non-diluted basis. Options granted may not exceed a term of 10 years. All options vest when granted unless they are otherwise specify by the Board of Directors.

Concurrent with the December 22, 2022 IPO, pursuant to the agreement with PI Financial Inc. (the "Agent") the Company granted 241,440 agent options to purchase common shares in the Company at a price of \$0.10 per common share. These options had a fair value of \$18,300 which has been measured using the Black-Scholes option pricing model with the following inputs i) exercise price: \$0.10; ii) share price: \$0.10; iii) term: 5 years; iv) volatility: 100%, based on comparable peer companies' volatilities; v) discount rate: 3.37%. As at June 30, 2024, these were the only agent options outstanding with a remaining life of 3.48 years (2023 – 4.48 years).

## **VICTORY OPPORTUNITIES 1 CORP.**

Notes to the Financial Statements  
For the year ended June 30, 2024  
(Expressed in Canadian dollars)

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### **4. SHARE CAPITAL (Cont'd)**

Concurrent with the December 22, 2022 IPO, the Company granted 637,000 stock options to officers and directors to purchase common shares in the Company at a price of \$0.10 per common share. These options had a fair value of \$48,282 using the Black-Scholes option pricing model with the following inputs: i) exercise price: \$0.10; ii) share price: \$0.10; iii) term: 5 years; iv) volatility: 100%, based on comparable peer companies' volatilities; v) discount rate: 3.37%. As at June 30, 2024, these were the only options outstanding with a remaining life of 3.48 years (2023 – 4.48 years).

### **5. TRANSACTIONS WITH RELATED PARTIES**

The Company's related parties include key management personal. Key management consist of the officers and directors who are responsible for planning, directing and controlling the activities of the Company.

During the year ended June 30, 2024, there were no transactions with related parties.

During the year ended June 30, 2023, the Company granted 637,000 stock options to the directors of the Company with a fair value of \$48,282 (Note 4). There was no further compensation to key management personnel beyond the grant of options for the year ended June 30, 2023.

### **6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

#### **Capital Management**

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the identification and evaluation of a QT and continue as a going concern. The Company considers capital to be all accounts in equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Additional funds may be required to finance the Company's QT. The Company is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which will apply following the completion of the IPO. These expenditure restrictions limit the Company's on-going expenditures to reasonable expenditures relating to the IPO, reasonable expenses relating to a proposed QT, assurance and audit fees, escrow agent and transfer agent fees, regulatory filing fees and a maximum of \$3,000 per month for other general and administrative costs. There were no changes to the Company's capital management approach during the year ended June 30, 2024.

#### **Risk Disclosures and Fair Values**

The Company's financial instruments, consisting of cash and accounts payable and accrued liabilities approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

#### **Liquidity Risk**

As at June 30, 2024, the Company had accounts payable and accrued liabilities of \$30,267 due within 12 months and had cash of \$306,896 to meet its current obligations. As a result, the Company has minimal liquidity risk.

#### **Credit Risk**

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with a major financial institution. The Company believes it has no significant credit risk.

## VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements  
For the year ended June 30, 2024  
(Expressed in Canadian dollars)

### 7. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2024	2023
	\$	\$
Loss before income taxes	(47,850)	(140,782)
Statutory income tax rates	27%	27%
Expected income recovery	(13,000)	(38,000)
Non-deductible differences	-	13,000
Unrecognized tax benefits	13,000	25,000
Total income tax recovery	-	-

The Company has the following unrecognized deductible temporary differences and unused tax losses:

	2024	Expiry	2023
	\$		\$
Non-capital losses carried forward	175,000	2042-2044	121,000
Share issuance cost	18,000	2024-2027	25,000
Unrecognized deductible temporary differences	193,000		146,000

### 8. SUBSEQUENT EVENT

On August 14, 2024, the Company announced that it has executed an arm's-length amalgamation agreement with Excalibur Metals Corp. ("Excalibur") regarding a proposed arm's-length qualifying transaction. The details are as follows:

#### The qualifying transaction

As set out in the definitive agreement, the Company will acquire all of the issued and outstanding common shares of Excalibur pursuant to a three-cornered amalgamation to be completed under the Business Corporations Act (British Columbia) (BCBCA) by the Company, Excalibur and a wholly-owned subsidiary of the Company incorporated for the purpose of completing the amalgamation. The amalgamation will result in the issuance, to each shareholder of Excalibur, of two common shares of the Company for each one Excalibur share held by such holder immediately prior to the closing of the qualifying transaction. As part of the amalgamation, all convertible securities of Excalibur outstanding immediately prior to the closing are expected to be replaced with or exchanged for equivalent convertible securities of the Company entitling the holders thereof to acquire common shares in lieu of Excalibur shares.

The amalgamation will result in the reverse takeover of the Company by Excalibur shareholders and will constitute the Company's qualifying transaction. Following the completion of the qualifying transaction, the Company, as the issuer resulting therefrom, is expected to carry on the current business of Excalibur under the name Excalibur Metals Corp. or such other name as may be determined by Excalibur and approved by the shareholders of the Company and be acceptable to the applicable regulatory authorities, including the TSX-V. The business of the resulting issuer will be primarily focused on mineral exploration and development of Excalibur's Bellehelen property located 70 kilometres east of Tonopah in central Nevada.

## **VICTORY OPPORTUNITIES 1 CORP.**

Notes to the Financial Statements  
For the year ended June 30, 2024  
(Expressed in Canadian dollars)

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### **8. SUBSEQUENT EVENT (Cont'd)**

#### Name change

As set out in the definitive agreement, the Company is expected to, prior to the closing, effect a change of its corporate name to Excalibur Metals Corp. or such other name as determined by Excalibur and is acceptable to the applicable regulatory authorities, including the TSX-V.

#### Preclosing capitalization of the Company

As of the date hereof, the Company's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares in the capital of the Company, issuable in series, of which 6,388,000 common shares and no preferred shares are issued and outstanding. In addition, the Company currently has 637,000 stock options and 241,440 broker warrants issued and outstanding. Prior to the closing of the qualifying transaction, it is expected that the Company's stock options will expire.