
VICTORY MINES LIMITED

ABN 39 151 900 855

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 10.00am WST

DATE: Wednesday 29 November 2017

PLACE: Level 11, London House
216 St Georges Terrace,
PERTH WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00 pm (WST) on Monday, 27 November 2017.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9481 0389.

BUSINESS OF THE ANNUAL GENERAL MEETING

AGENDA

1. REPORTS AND ACCOUNTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017, together with the declaration of the directors, the Directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017."

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DR JAMES ELLINGFORD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 11.1 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, James Ellingford, a Director, retires by rotation and, being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES AND OPTIONS TO DR JAMES ELLINGFORD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Shares and 500,000 Options to Dr James Ellingford (or his nominee), on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Dr James Ellingford (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by James Ellingford (or his nominee(s) and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form.

In addition, the Company will disregard any votes cast on this Resolution by James Ellingford or his nominee(s) (or any of their Closely Related Parties) as proxy where the appointment does not specify the way the proxy is to vote.

5. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES AND OPTIONS TO MR PETER PEEBLES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 100,000 Shares and 100,000 Options to Mr Peter Peebles (or his nominee), on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Peter Peebles (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by Peter Peebles (or his nominee(s) and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form.

In addition, the Company will disregard any votes cast on this Resolution by Peter Peebles or his nominee(s) (or any of their Closely Related Parties) as proxy where the appointment does not specify the way the proxy is to vote.

6. RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES AND OPTIONS TO MR TERENCE CLEE

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Shares and 500,000 Options to Mr Terence Clee (or his nominee), on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Terence Clee (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by Terence Clee (or his nominee(s) and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form.

In addition, the Company will disregard any votes cast on this Resolution by Terence Clee or his nominee(s) (or any of their Closely Related Parties) as proxy where the appointment does not specify the way the proxy is to vote.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 20,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 9,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 8 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula

prescribed in ASX Listing Rule 7.1A2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person (and any associates of such a person) who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the Resolution is passed. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. RESOLUTION 9 – ISSUE OF SHARES AND OPTIONS (FACILITATION OF BONAPARTE ACQUISITION)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up 40,000,000 Shares and 30,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. RESOLUTION 10 – ISSUE OF SHARES (LOAN CONVERSION)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up 6,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

12. RESOLUTION 11 – ISSUE OF SHARES (STOCK ASSIST)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up 36,560,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except

a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

13. RESOLUTION 12 – ISSUE OF SHARES (STOCKS DIGITAL)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up 11,600,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

14. RESOLUTION 13 – PLACEMENT OF SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares which, when multiplied by the issue price, will raise up to \$2,500,000 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 10 October 2017

By order of the Board

**ELIZABETH HUNT
COMPANY SECRETARY
VICTORY MINES LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

The following table sets out a summary of the Resolutions in this Notice and their effect on the Company's capital structure.

| | Shares | Options |
|--|----------------------|--------------------|
| As at the date of this Notice | 433,656,247 | 218,505,825 |
| Resolution 1 - Adoption of remuneration report | - | - |
| Resolution 2 - Re-election of James Ellingford | - | - |
| Resolution 3 – Approval of Issue of Shares and Options to Dr James Ellingford | 250,000 | 500,000 |
| Resolution 4 – Approval of issue of Shares and Options to Mr Peter Peebles | 100,000 | 100,000 |
| Resolution 5 – Approval of Issue of Shares and Options to Mr Terence Clee | 250,000 | 500,000 |
| Resolution 6 – Ratification of Issue of Shares | - | - |
| Resolution 7 – Ratification of Issue of Options | - | - |
| Resolution 8 – Approval for additional 10% placement capacity | - | - |
| Resolution 9 – Issue of Shares and Options (Facilitation of Bonaparte Acquisition) | 40,000,000 | 30,000,000 |
| Resolution 10 – Issue of Shares (Loan Conversion) | 6,000,000 | Nil |
| Resolution 11 – Issue of Shares (Stock Assist) | 36,560,000 | Nil |
| Resolution 12 – Issue of Shares (Stocks Digital) | 11,600,000 | Nil |
| Resolution 13 – Placement of Shares* | 500,000,000 | Nil |
| Assuming the issue of all securities | 1,028,416,247 | 249,605,825 |

* Assumes the maximum number of Shares issued under the capacity, at the current share price of \$0.005.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's 2017 Annual Report to Shareholders unless specifically requested to do so. The Company's 2017 Annual Report is available on its website at www.victorymines.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting Consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, ***you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DR JAMES ELLINGFORD

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 11.1 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more (except the Managing Director) must retire from office;
- (b) a Director who retires by rotation under clause 11.1 of the Constitution is eligible for re-election; and

The Company currently has three Directors subject to rotation and accordingly one must retire.

Pursuant to Resolution 2, James Ellingford is retiring by rotation under Clause 11.1 of the Constitution and being eligible for re-election, offers himself for re-election at the Meeting.

Details regarding James Ellingford are set out in the 2017 Annual Report. The Board considers James Ellingford to be an independent director.

3.2 Qualifications and other material directorships

Dr Ellingford's professional life culminated in being President of an international publicly listed billion dollar business with its headquarters in Geneva, Switzerland and New York, USA. He has vast experience in the international arena and has successfully developed close ties with both financial institutions as well as governments throughout the world.

Dr Ellingford holds a Post Graduate in Corporate Management, a Masters in Business Administration as well as a Doctorate in Management. Dr Ellingford also lectures MBA students in Corporate Governance at a leading Sydney University and has a keen interest in ethics and governance.

Dr Ellingford was appointed as a Director on 8 November 2011 and also a director of ASX listed companies Elysium Resources Limited, Creso Pharma Limited and Manalfo Limited.

The Directors, other than James Ellingford, recommend the re-election of James Ellingford.

4. RESOLUTIONS 3, 4, & 5 – APPROVAL OF ISSUE OF SHARES AND OPTIONS TO RELATED PARTIES

4.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue:

- 250,000 Shares and 500,000 Options to James Ellingford (or his nominee);

- 100,000 Shares and 100,000 Options to Peter Peebles (or his nominee); and
- 250,000 Share and 500,000 Options to Terence Clee (or his nominee)

(**Related Party Securities**) on the terms and conditions set out below.

4.2 Sections 210 to 216 of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Securities constitutes giving a financial benefit and Messrs Ellingford and Peebles are related parties of the Company by virtue of being Directors (**Related Parties**).

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Related Party Securities to the Related Parties.

4.3 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in respect of the proposed issue of the Related Party Securities:

- (a) the related parties to whom a financial benefit will be given are James Ellingford and Peter Peebles, who are related parties by virtue of being Directors;
- (b) the maximum number of Related Party Securities (being the nature of the financial benefit being provided) to be issued to the Related Parties is:
 - 250,000 Shares and 500,000 Options to James Ellingford (or his nominee);
 - 100,000 Shares and 100,000 Options to Peter Peebles (or his nominee); and
 - 250,000 Share and 500,000 Options to Terence Clee (or his nominee);
- (c) the Related Party Securities will be issued to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that the Related Party Securities will be issued on one date;

- (d) the Related Party Securities will be issued for nil cash consideration, and accordingly no funds will be raised;
- (e) the terms and condition of the Options are set out in Schedule 2;
- (f) the value of the Options and the pricing methodology is set out in Schedule 3;
- (g) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (h) the value of the Shares to be issued as Related Party Securities is determinant upon the trading price of the Company's Shares at any one point in time. The closing price recorded on ASX on 29 September 2017 was \$0.005. Accordingly, the deemed value of the Shares to be issued to the Related Parties (or their respective nominees), would be as follows:

| Related Party | Deemed value of Shares |
|----------------------|-------------------------------|
| James Ellingford | \$1,250 |
| Peter Peebles | \$500 |
| Terence Clee | \$1,250 |

- (i) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

| Related Party | Current Financial Year | Previous Financial Year |
|----------------------|-------------------------------|--------------------------------|
| James Ellingford | \$142,350 ¹ | \$162,350 ³ |
| Peter Peebles | \$56,560 ² | \$45,323 |
| Terence Clee | \$84,000 | \$96,500 ³ |

Notes

1. Dr Ellingford's annual remuneration is \$142,350 (including superannuation) for Director's duties.
2. Mr Peebles' annual remuneration is \$52,560 (including superannuation) for Director's duties. Mr Peebles is also entitled to a daily rate of \$1,500 for consulting services provided to the Company.
3. Includes additional payment for services in excess of director role.

- (j) as at the date of this Notice the relevant interests of the Related Parties in securities of the Company are as follows.

| Related Party | Shares | Options (exercisable at \$0.45 on or before 30 November 2018) | Options (exercisable at \$0.05 on or before 25 November 2019) |
|----------------------|---------------|--|--|
| James Ellingford | 219,146 | 33,334 | 500,000 |
| Peter Peebles | 328,609 | 6,667 | 100,000 |

| | | | |
|--------------|-----|-----|-----|
| Terence Clee | Nil | Nil | Nil |
|--------------|-----|-----|-----|

- (k) the issue of the Related Party Securities will increase the number of Shares on issue from 433,656,247 to 434,256,247, assuming that no Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by of 0.138%;
- (l) if the Options granted to the Related Parties are exercised, a total of 1,100,000 Shares would be issued. This will increase the number of Shares on issue from 433,656,247 to 434,756,247, assuming that no other Options are exercised and no other Shares are issued other than as provided for pursuant to this Notice) with the effect that the shareholding of existing Shareholders would be diluted by 0.254%.
- (m) The market price for Shares during the term of Options would normally determine whether or not the Options are exercised. If, at any time, any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company;
- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below.

| | Price |
|---------|--|
| Highest | 2.1 cents on 20 March 2017 |
| Lowest | 0.5 cents on numerous dates, most recently 29 September 2017 |
| Last | 0.5 cents on 29 September 2017 |

- (o) the Board has considered Principle 8 of The Corporate Governance Principles and Recommendations with 2013 Amendments (3rd Edition) as published by The ASX Corporate Governance Council when agreeing, subject to Shareholder approval, the grant of the Related Party Securities to the Related Parties. The Board considers the issue of Related Party Securities to James Ellingford and Peter Peebles reasonable in the circumstances and does not conflict with their obligation to bring independent judgement to matters before the Board;
- (p) the primary purpose of the issue of the Related Party Securities to James Ellingford, Peter Peebles and Terence Clee is to preserve cash reserves while providing an incentive for future performance in their roles as Directors;
- (q) James Ellingford declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Related Party Securities in the Company, should Resolution 3 be passed. The directors, other than James Ellingford, recommend that Shareholders vote in favour of Resolution 3 for the following reasons:
- (i) the issue of the Related Party Securities to the Related Party will align the interests of the Related Parties with those of Shareholders;
 - (ii) the issue of the Related Party Securities is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would

- if alternative cash forms of remuneration were given to the Related Parties; and
- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Securities upon the terms proposed;
- (r) Peter Peebles declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Related Party Securities in the Company, should Resolution 4 be passed. The directors, other than Peter Peebles, recommend that Shareholders vote in favour of Resolutions 4 for the following reasons:
- (i) the issue of the Related Party Securities to the Related Party will align the interests of the Related Parties with those of Shareholders;
 - (ii) the issue of the Related Party Securities is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Securities upon the terms proposed;
- (s) Terence Clee declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Related Party Securities in the Company, should Resolution 5 be passed. The directors, other than Terence Clee, recommend that Shareholders vote in favour of Resolution 5 for the following reasons:
- (i) the issue of the Related Party Securities to the Related Party will align the interests of the Related Parties with those of Shareholders;
 - (ii) the issue of the Related Party Securities is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Securities upon the terms proposed;
- (t) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Shares and Options to be granted as well as the exercise price and expiry date of those Options; and
- (u) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 3, 4 and 5.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Securities to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Securities to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES

5.1 General

On 4 August 2017 and 21 August 2017, the Company issued 10,000,000 Shares and 10,000,000 Shares respectively, being the total consideration for the acquisition of the Bonaparte Project in Western Australian.

The Bonaparte Project was acquired from Lowrie Hearn Pty Ltd as trustee of the Lowrie Family trust and Perrot Gordon Pty Ltd as trustee of the Perrot Family Trust (together, the **Vendors**).

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

5.2 ASX Listing Rule 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 20,000,000 Shares were issued to the Vendors;
- (b) The Shares were issued to the Vendors as consideration for the Bonaparte Project;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to the Vendors, neither of which is a related party of the Company; and
- (e) no funds were raised from this issue.

6. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – OPTIONS

6.1 General

On 26 May 2017, the Company completed a placement of 59,000,000 Options. Of these, 50,000,000 Options were issued pursuant to the Shareholder approval received 28 April 2017.

This Resolution seeks Shareholder ratification of the additional 9,000,000 Options pursuant to ASX Listing Rule 7.4 for the issue of those Options (**Ratification**).

6.2 ASX Listing Rule 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 5.2 above.

6.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 9,000,000 Options were issued to placement subscribers;
- (b) the issue price for the Options was \$0.0001;
- (c) the terms and condition of the Options are set out in Schedule 1;
- (d) the Options were issued to placement subscribers, none of which were a related party of the Company; and
- (e) a total of \$5,900 was raised from this issue. These funds have been used for general working capital.

7. RESOLUTION 8 – APPROVAL OF 10% PLACEMENT FACILITY

7.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued ordinary share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the eligible entity's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$2,168,281 (based on the number of Shares on issue and the closing price of Shares on the ASX on 29 September 2017).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has two classes of quoted Equity Securities on issue, being the Shares (ASX Code: VIC) and Options (ASX Code: VICOA).

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

If Shareholders approve this Resolution, the exact number of Equity Securities which may be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

7.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 7.2(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the number of Equity Securities on issue as at 6 October 2017 and the issue price of \$0.00375 which is the lowest price at which the Placement can be conducted at.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

| Variable "A" in formula in Listing Rule 7.1A.2 | | Issue Price | | |
|---|---------------------|---|--------------------------|--|
| | | \$0.001875 50% decrease in issue price | \$0.00375 issue price | \$0.0075 100% increase in issue price |
| Current Variable "A" 433,656,247 shares | 10% voting dilution | 43,365,624 shares | 43,365,624 shares | 43,365,624 shares |
| | Funds raised | \$81,310 | \$162,621 | \$325,242 |
| 50% Increase in current Variable "A" 650,484,370 shares | 10% voting dilution | 65,048,437 shares | 65,048,437 shares | 65,048,437 shares |
| | Funds raised | \$121,965 | \$243,931 | \$487,863 |
| 100% Increase in current Variable "A" 867,312,494 Shares | 10% voting dilution | 86,731,249 shares | 86,731,249 shares | 86,731,249 shares |
| | Funds raised | \$162,621 | \$325,242 | \$650,484 |

The table has been prepared on the following assumptions:

1. There are currently 433,656,247 Shares on issue comprising
2. The issue price set out above is \$0.00375 which is the lowest price at which the Placement can be conducted at.
2. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
3. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
4. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised towards an acquisition of new assets or investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets and/or general working capital; or
- (ii) as non-cash consideration for the acquisition of new assets and investments in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 25 November 2016 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 25 November 2016 the Company otherwise issued a total of 396,352,703 Shares and 218,459,157 Options which represents approximately 951% of the total diluted number of Equity Securities on issue in the Company on 25 November 2016, which was 41,670,210.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in the following table.

| Issue date | Equity Securities | Persons issued to or basis of issue | Price, discount, amount raised and use of funds or value of non-cash consideration |
|-------------------|--|---|---|
| 11 November 2016 | 65,500,000 fully paid ordinary shares | Settlement of outstanding creditors | Price \$0.0018 Discount: 10% Use of funds: settlement of creditors Value of non-cash consideration: \$117,900 (to settle creditors) |
| 23 December 2016 | 5,866,667 fully paid ordinary shares | Settlement of outstanding creditors | Price \$0.015 Discount: 14% Use of funds: settlement of creditors Value of non-cash consideration: \$88,000 (to settle creditors) |
| 23 December 2016 | 350,000 fully paid ordinary shares and 600,000 options exercisable at \$0.05 on or before 25 November 2019 | Directors pursuant to shareholder approval 25 November 2016 | Shares issued at a deemed issue price of \$0.00172 each and options for nil consideration as approved by shareholders at the 2016 annual general meeting |
| 16 January 2017 | 161,536,786 fully paid ordinary shares | Placement to private investors | Price \$0.01155 Discount: 75% 15 day VWAP (calculated 13 January 2017) Amount raised: \$1,159,250 cash Use of funds: working capital and Bolivia exploration costs Value of non-cash consideration: \$706,500 (to settle creditors) |
| 16 January 2017 | 49,974,026 fully paid ordinary shares | Issued on conversion of convertible notes and settlement of creditors | Price \$0.01155 Discount: 75% 15 day VWAP (calculated 13 January 2017) Use of funds: conversion of convertible notes and settlement of creditors Value of non-cash consideration: \$577,200 |
| 17 January 2017 | 33,246,747 fully paid ordinary shares | Placement to private investors | Price \$0.01155 Discount: 2020% Amount raised: \$384,000 cash Use of funds: working capital and exploration and development of Bolivian mining projects |
| 18 January 2017 | 7,202,338 fully paid ordinary shares | Placement to private investors | Price \$0.01155 Discount: 2020% |

| | | | |
|------------------|---|---|---|
| | | | Amount raised: \$83,187 cash Use of funds: working capital and exploration and development of Bolivian mining projects |
| 19 January 2017 | 17,792,208 fully paid ordinary shares | Placement to private investors | Price \$0.01155 Discount: 20% Amount raised: \$205,500 cash Use of funds: working capital and exploration and development of Bolivian mining projects |
| 20 January 2017 | 1,125,536 fully paid ordinary shares | Placement to private investors | Price \$0.01155 Discount: not less than 20% Amount raised: \$13,000 cash Use of funds: working capital |
| 28 February 2017 | 88,398,223 fully paid ordinary shares | Share Purchase Plan ("SPP") | Price \$0.01155 Discount: 14% (per announcement 25 January 2017) Amount raised: \$1,021,000 cash Use of funds: to be used for working capital development of Bolivian Projects |
| 26 May 2017 | 138,426,267 options exercisable at \$0.02 on or before 28 December 2020 | Attaching to placement shares and SPP shares to private investors on 16, 17, 18, 19, 20 January 2017 and 28 February 2017 | Price – nil consideration Free attaching to placement shares and SPP shares to private investors on 16, 17, 18, 19, 20 January 2017 and 28 February 2017 |
| 26 May 2017 | 59,000,000 options exercisable at \$0.02 on or before 28 December 2020 | Placement options issued to private investors on 26 May 2017 | On the terms set out in Resolution 7 of this Notice |
| 13 June 2017 | 6,493,506 fully paid ordinary shares | Interest and fee component on conversion of convertible notes | Deemed price \$0.01155 Value of non-cash consideration: \$75,000 Approved at general meeting held 28 April 2017 |
| 4 August 2017 | 10,000,000 fully paid ordinary shares | Total consideration for the acquisition of Bonaparte project in Western Australia | On the terms set out in Resolution 6 of this Notice |
| 21 August 2017 | 10,000,000 fully paid ordinary shares | Total consideration for the acquisition of Bonaparte project in Western Australia | On the terms set out in Resolution 6 of this Notice |
| 11 August 2017 | 20,432,890 options exercisable at \$0.02 on or before 28 December 2020 | Attaching to Share Purchase Plan shares to private investors | Price – nil consideration Free attaching to Share Purchase Plan shares to private investors on 28 February 2017 |

| | | | |
|--|--|------------------------|--|
| | | on 28 February 2017 | |
|--|--|------------------------|--|

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

7.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

7.4 Directors recommendations

None of the Directors have material personal interest in the subject matter of Resolution 8. The Board recommends Shareholders vote in favour of Resolution 10 as it will preserve the Company's cash and provides the Company with the flexibility to issue further Securities representing up to 10%, in addition to using the Company's 15% placement capacity under Listing Rule 7.1, of the Company's share capital during the next 12 months without shareholder approval.

8. RESOLUTION 9 – ISSUE OF SHARES AND OPTIONS (FACILITATION OF BONAPARTE ACQUISITION)

8.1 General

This Resolution seeks Shareholder approval for the issue of 40,000,000 Shares and 30,000,000 Options to the facilitators of the acquisition of the Bonaparte Project. Refer section 5.1 for details of the acquisition.

The Company agreed to issue the facilitators 20,000,000 Shares and 15,000,000 Options on execution of the acquisition agreement and an additional 20,000,000 Shares and 15,000,000 Options on receipt of two or more assays results that confirm cobalt mineralisation or at least 0.5% or zinc mineralisation of at least 10%. The agreement was signed on 18 July 2017 and the assay results announced on 24 July 2017.

A summary of ASX Listing Rule 7.1 is set out in section 5.1 above.

The effect of this Resolution will be to allow the Company to issue the Shares during the period of 3 months after the Meeting, without using the Company's 15% placement capacity.

8.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this issue:

- (a) the maximum number of Shares to be issued is 40,000,000;
- (b) the maximum number of Options to be issued is 30,000,000;
- (c) the Shares and Options will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Shares and Options will occur on a single date;
- (d) the issue price will be nil as they represent consideration for the facilitation of the Bonaparte Project acquisition;
- (e) the Shares and Options will be issued to the facilitators of the Bonaparte Project acquisition, none of which are related parties of the Company;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the terms of the Options are set out in Schedule 1; and
- (h) no funds will be raised by the issue of these Shares or Options.

8.3 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to issue the Shares and Options without utilising the Company's 15% placement capacity.

9. RESOLUTION 10 – ISSUE OF SHARES (LOAN CONVERSION)

9.1 General

This Resolution seeks Shareholder approval for the issue of 6,000,000 Shares to Six Degrees Group Holdings Pty Ltd (or their nominee) to settle a loan of \$30,000 made to the Company's subsidiary, South American Tin Pty Ltd.

A summary of ASX Listing Rule 7.1 is set out in section 5.1 above.

The effect of this Resolution will be to allow the Company to issue the Shares during the period of 3 months after the Meeting, without using the Company's 15% placement capacity.

9.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this issue:

- (a) the maximum number of Shares to be issued is 6,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Shares will occur on a single date;
- (c) the deemed issue price will be \$0.005 which represents the value of the loan;

- (d) the Shares will be issued to Six Degrees Group Holdings Pty Ltd (or their nominee), which is not a related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised by the issue of these Shares.

9.3 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to issue the Shares without utilising the Company's 15% placement capacity.

10. RESOLUTION 11 – ISSUE OF SHARES (STOCK ASSIST)

10.1 General

This Resolution seeks Shareholder approval for the issue of 36,560,000 Shares to Stock Assist Group Pty Ltd (or their nominee).

The Company entered into an arrangement with Stock Assist Group Pty Ltd to provide mining, geological consulting, marketing, business development and referral services.

A summary of ASX Listing Rule 7.1 is set out in section 5.1 above.

The effect of this Resolution will be to allow the Company to issue the Shares during the period of 3 months after the Meeting, without using the Company's 15% placement capacity.

10.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this issue:

- (a) the maximum number of Shares to be issued is 36,560,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Shares will occur on a single date;
- (c) the issue price will be nil;
- (d) the Shares will be issued to Stock Assist Group Pty Ltd (or their nominee), which is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised by the issue of these Shares.

10.3 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to issue the Shares without utilising the Company's 15% placement capacity.

11. RESOLUTION 12 – ISSUE OF SHARES (STOCKS DIGITAL)

11.1 General

This Resolution seeks Shareholder approval for the issue of 11,600,000 Shares to StocksDigital (or their nominee) as consideration for marketing services.

A summary of ASX Listing Rule 7.1 is set out in section 5.1 above.

The effect of this Resolution will be to allow the Company to issue the Shares during the period of 3 months after the Meeting, without using the Company's 15% placement capacity.

11.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this issue:

- (a) the maximum number of Shares to be issued is 11,600,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Shares will occur on a single date;
- (c) the issue price will be nil;
- (d) the Shares will be issued to StocksDigital (or their nominee), which is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised by the issue of these Shares.

11.3 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to issue the Shares without utilising the Company's 15% placement capacity.

12. RESOLUTION 13 – PLACEMENT OF SHARES

12.1 General

This Resolution seeks Shareholder approval for the issue of that number of Shares which, when multiplied by the issued price, will raise up to \$2,500,000 (**Placement**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of this Resolution will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

The purpose of this Placement will primarily be to fund activities at the Company's Bolivian Projects.

Exploration activities planned by the Company have taken longer to commence than anticipated and accordingly exploration expenditure has been delayed. However, in the September 2017 quarter, the Company has spent approximately \$340k on exploration activities.

Expenditure is expected to increase as results of the current exploration program in Bolivia are received and the Company commences the planned feasibility study.

The Company is currently undertaking a drilling and sampling program in Bolivia (1,128 samples from 137 drill holes) and is confident this work will generate sufficient information to enable estimation of volume and tonnage of each of the tailings areas and the content of tin, silver and other valuable metals, such as tantalum, throughout the deposits. Results are expected in December.

As announced on 16 August 2017, once the feasibility study has been finalised, it is expected that the Company will then finalise its environmental study and social study and, as such, be able to complete the requirements to enter into a production contract with COMIBOL. The environmental and social studies are expected to take six to nine months. It is expected that the production contract with the Company will be passed by the Bolivian Government within eighteen months from completion of drilling.

In addition, the Company intends to allocate Placement funds to further exploration of its recently acquired Laverton and Bonaparte Projects. As announced 18 September 2017, this includes a gravity survey at Bonaparte in November (weather permitting) followed by a drilling campaign (subject to results).

The Board believes it is prudent of the Company to seek to raise funds for its activities to cover a budgeted period of 12 to 24 months.

12.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (i) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$2,500,000;
- (ii) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur progressively;
- (iii) the issue price will be not less than 80% of the average market price for Shares calculated over the 5 days on which sales in the Shares were recorded before the date on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (iv) the persons to whom, the Shares will be issued are not, as yet, identifiable, but will be subscribers to be identified by the Company and any brokers appointed by the Company to manage the Placement. The persons will not be related parties of the Company;
- (v) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

- (vi) the Company intends to use the funds raised from the Placement per the following table. The majority of funds will be directed to exploration activities and existing funds used for working capital.

| Use of Funds | \$ |
|--|------------------|
| Bolivian exploration operations, including feasibility study | 1,500,000 |
| Laverton exploration expenditure | 50,000 |
| Bonaparte exploration expenditure | 400,000 |
| Evaluation of additional exploration acquisition opportunities | 2000,000 |
| Working capital | 350,000 |
| Total | 2,500,000 |

12.3 Voting Dilution

Any issue of Shares under the Placement will dilute the interests of Shareholders who do not receive any Shares under the Placement.

The volume weighted average price (**VWAP**) for Shares on the 5 days on which sales in Shares were recorded before 6 October 2017 was \$0.0057 (0.57 cents). The lowest issue price (i.e. maximum discount) of not less than 80% of this volume weighted average price would be \$0.0045 (0.45 cents) per Share.

Accordingly, set out below is a worked example of the number of Shares that may be issued under the Resolution based on an assumed issue price of \$0.0057 (being the Share price as at 29 September 2017), and \$0.0045 and \$0.0051 (being 80% and 90% of the VWAP for Shares on the 5 days on which sales in Shares were recorded before 6 October 2017, respectively).

| Assumed issue price | Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to this Resolution | Current Shares on issue as at the date of this Notice | Increased number of Shares on issue assuming the Company issued the maximum amount pursuant to this Resolution | Dilution effect on existing Shareholders |
|----------------------------|--|--|---|---|
| \$0.0057 | 438,596,491 | 433,656,247 | 872,252,738 | 101% |
| \$0.0051 | 490,196,078 | 433,656,247 | 923,852,325 | 113% |
| \$0.0045 | 555,555,555 | 433,656,247 | 989,211,802 | 128% |

The table above uses the following assumptions:

- The total number of Shares on issue is 433,656,247
- The Company issues the maximum possible number of Shares under the Placement.
- Figures have been rounded up to the nearest whole number.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Assuming no Options are exercised or other Shares are issued and the maximum number of Shares as set out in the worked example above are issued, the number of Shares on issue would increase from 433,656,247 (being the number of Shares on issue as at the date of this Notice) to 989,211,802 and the shareholding of existing Shareholders would be diluted by 128%.

The Company notes that the above workings are examples only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

12.4 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to fund its ongoing operations and commitments.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) send the Proxy Form by post to Victory Mines Limited, GPO Box 2517, Perth WA 6831;
- (b) send the Proxy Form by e-mail to info@victorymines.com; or
- (c) send the Proxy Form by facsimile to the Company on facsimile number (08) 9463 6103,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all 'directed' proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

GLOSSARY

2017 Annual Report means the Company's annual report including the reports of the Directors and auditor and the financial statements of the Company for the year ended 30 June 2017, which can be downloaded from the Company's website at www.victorymines.com.

Annual General Meeting or **Meeting** means the Annual General Meeting of the Company convened by this Notice of Meeting.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Business Day means Monday to Wednesday inclusive, except New Year's Day, Good Wednesday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **Victory Mines** means Victory Mines Limited (ABN 39 151 900 855).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this Notice of the Annual General Meeting including the Explanatory Statement and Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement means the issue of that number of Shares which, when multiplied by the issued price, will raise up to \$2,500,000.

Proxy Form means the proxy form accompanying the Notice.

Related Party Securities has the meaning given in section 4.1 of the Explanatory Statement.

Related Party Shares has the meaning given in section 4.1 of the Explanatory Statement.

Remuneration Report means that section of the Directors' report under the heading "Remuneration Report" set out in the 2017 Annual Report.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time, as observed in Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF \$0.02, 28 DECEMBER 2020 OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (WST) on 28 December 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the

Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Schedule 1(g)(v) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **ASX Quotation**

The Company intends to apply for quotation of the Options on ASX.

(n) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF \$0.05, 27 NOVEMBER 2020 OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (d), the amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (WST) on 27 November 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (iv) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (v) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the

Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (vi) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(v) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(b) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(c) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(d) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(e) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(f) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(g) **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(h) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – VALUATION OF OPTIONS ISSUED TO RELATED PARTIES

The Options to be issued to the Related Parties pursuant to Resolution 3, and 5 have been valued by internal management.

Using the Black & Scholes model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

| | |
|--|------------------------------|
| Assumptions: | |
| | |
| Valuation date | 6 October 2017 |
| Market price of Shares | 0.5 cents |
| Exercise price | 5.0 cents |
| Expiry date (length of time from issue) | 27 November 2020, 1,095 days |
| Risk free interest rate | 1.5% |
| Volatility (discount) | 100% |
| | |
| Indicative value per Related Party Option | 0.1 cents |
| | |
| Total Value of Related Party Options | \$1,100 |
| | |
| - James Ellingford | \$500 |
| - Peter Peebles | \$100 |
| - Terence Clee | \$500 |

Note: The valuation noted above is not necessarily the market price that the Related Party Options could be traded at and is not automatically the market price for taxation purposes.

APPOINTMENT OF PROXY FORM

VICTORY MINES LIMITED
ABN 39 151 900 855

ANNUAL GENERAL MEETING

I /We

of:

being a Shareholder of Victory Mines Limited entitled to attend and vote at the Annual General Meeting, hereby appoint:

Name:

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit at the Annual General Meeting to be held at Level 11, London House, 216 St Georges Terrace, Perth WA 6000 at 10.00am WST on Wednesday, 29 November 2017 and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions (other than Resolutions 3, 4 & 5). In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on Business of the Annual General Meeting

| | | FOR | AGAINST | ABSTAIN |
|---------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-Election of Dr James Ellingford | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval for Issue of Shares and Options to Dr James Ellingford | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval for Issue of Shares and Options to Mr Peter Peebles | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Approval for Issue of Shares and Options to Mr Terence Clee | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Ratification of Prior Issue of Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 | Ratification of Prior Issue of Options | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 | Approval of 10% Placement Facility | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 9 | Issue of Shares & Options (Facilitation of Bonaparte Acquisition) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 10 | Issue of Shares (Loan Conversion) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 11 | Issue of Shares (Stock Assist) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 12 | Issue of Shares (Stocks Digital) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 13 | Placement of Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact telephone
(daytime):

E-mail address:

Consent for contact by e-mail
in relation to this Proxy Form:

YES NO

VICTORY MINES LIMITED
ABN 39 151 900 855
Instructions for Completing "Appointment of Proxy" Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) send the Proxy Form by post to Victory Mines Limited, GPO Box 2517, PERTH WA 6831;
 - (b) send the Proxy Form by e-mail to info@victorymines.com; or
 - (c) send the Proxy Form by facsimile to the Company on facsimile number (08) 9463 6103,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.