
VICTORY MINES LIMITED

ACN 151 900 855

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Victory Mines Limited (ACN 151 900 855) (**Company**), gives notice to Shareholders that, in relation to the Notice of Annual General Meeting announced on the Company's ASX announcements platform on 27 October 2017 (**Notice of AGM**) in respect of an annual general meeting of Shareholders to be held at 10.00am (WST) on 29 November 2017 at Level 11, London House, 216 St Georges Terrace, Perth (**Meeting**), the Directors have determined to amend and supplement the information contained in the Notice of AGM provided to Shareholders by this addendum to the Notice of AGM (**Addendum**) for the purposes set out below.

Definitions in the Notice of AGM have the same meaning in this Addendum. In the event of any inconsistency the definitions used in this Addendum prevail.

This Addendum to the Notice of AGM is supplemental to the original Notice of AGM and should be read in conjunction with the original Notice of AGM. Save for the changes set out below, all other Resolutions proposed in the original Notice of AGM remain unchanged.

Background

Resolution 13 of the Notice of AGM was included to seek approval for the Company to be able to issue additional Shares following the Meeting for the purpose of raising up to \$2,500,000 to be used to advance the Company's exploration and project development activities and to identify and review potential new opportunities.

As announced on 14 November 2017, the Company subsequently entered into a binding agreement (**Agreement**) pursuant to which it has agreed, subject to satisfaction of certain conditions precedent, to acquire 100% of the shares in Cobalt Prospecting Pty Ltd (**Cobalt**) from Cobalt's current shareholders (**Vendors**) (**Acquisition**). Cobalt is the beneficial holder of certain tenements and tenement applications in New South Wales and Western Australia primarily prospective for cobalt.

Also announced on 14 November 2017, the Company intends to conduct a capital raising to raise up to \$2,100,000 through the issue of up to 300,000,000 Shares and 150,000,000 Options (in the Company's existing quoted class – exercisable at \$0.02 and expiring on 28 December 2020) (**Listed Options**) (**Placement**).

The Placement is being conducted in two tranches with 45,754,995 Shares issued under the Company's 7.1 and 7.1A placement capacity (**Tranche 1**) and the remaining 254,245,005 Shares (**Tranche 2**) being issued subject to Shareholder approval (refer to new Resolution 13). The issue of the Listed Options is also subject to Shareholder approval (refer to new Resolution 14).

Given the change in structure of the capital raising and the potential change in use of funds, this Addendum amends and supplements the Notice of AGM in order to give effect to the changes in the Company's circumstances.

Shareholder approvals required for completion of the Acquisition (e.g. issue of consideration securities) will be sought at a separate meeting with a notice of meeting to be sent to Shareholders in due course.

Proxy Form

The Company advises that there has been a change to the Proxy Form previously despatched to Shareholders and the replacement Proxy Form is annexed to this Addendum.

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form which was annexed to the original Notice of AGM and **you wish to change your original vote, or vote on Resolutions 13 and 14, you must complete and return the Proxy Form** annexed to this Addendum.
- (b) If you have already completed and returned the Proxy Form which was annexed to the original Notice of AGM and **you do not wish to change your original vote, or vote on Resolutions 13 and 14, you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company for Resolutions 1 to 12 unless you submit a new Proxy Form. However, completed Proxy Forms annexed to the Notice of AGM will not be accepted by the Company in relation to Resolutions 13 and 14 to be voted on by Shareholders at the Meeting.
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of AGM as supplemented by the Addendum, please complete and return the Proxy Form annexed to this Addendum.

To vote on Resolutions 13 and 14 by proxy **PLEASE COMPLETE AND RETURN THE REPLACEMENT PROXY FORM** annexed to this Addendum.

Proxy Forms annexed to the original Notice of AGM, whether duly completed or not, **WILL NOT** be accepted by the Company or counted in relation to Resolutions 13 and 14.

To vote in persons, please attend the Meeting at the time, date and place set out above.

Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 9481 0389 if they have any queries in respect of the matters set out in these documents.

SUPPLEMENTARY BUSINESS OF THE ANNUAL GENERAL MEETING

Resolution 13 is deleted and the following Resolutions 13 and 14 are added to the Agenda.

14. RESOLUTION 13 – APPROVAL TO ISSUE SHARES – TRANCHE 2

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 254,245,005 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.

15. RESOLUTION 14 – APPROVAL TO ISSUE LISTED 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 7.1 and for all other purposes, approval is given for the Company to issue up to 150,000,000 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.

SUPPLEMENTARY EXPLANATORY STATEMENT

Section 12 of the Explanatory Statement is deleted and new Sections 12 and 13 are added.

12. RESOLUTION 13 – APPROVAL TO ISSUE SHARES - TRANCHE 2

12.1 General

Resolution 13 seeks Shareholder approval for the issue of up to 254,245,005 Shares under Tranche 2 of the 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 Resolution 13 will be to allow the Company to issue the Shares pursuant to the Tranche 2 Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

12.2 Purpose of Placement

The purpose of the 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 \$340,000 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 2017.

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 CONMIBOL. The environmental and social studies are expected to take 6 to 9 months. It is expected that the production contract with the Company will be passed by the Bolivian Government within 18 months from completion of drilling.

In addition, the Company intends to allocate funds from the Placement to further exploration of its recently acquired Laverton and Bonaparte projects as well as, subject to completion of the Acquisition, the cobalt project being acquired by the Acquisition. As announced on 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.

12.3 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 Resolution 13:

- (a) the maximum number of Shares to be issued is 254,245,005;
- (b) 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 on the same date;
- (c) the Shares will be issued at an issue price of \$0.007;
- (d) the Shares to be issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing ordinary shares;
- (e) the Shares will be issued to sophisticated and professional investors who are clients of Everblu Capital Pty Ltd and Hartleys Limited to whom, under section 708 of the Corporations Act, a disclosure document under Chapter 6D of the Corporations Act is not required to be given, and none of whom is a related party of the Company; and
- (f) the funds raised from Tranche 2 (together with funds raised from Tranche 1) are intended to be used as follows:

Use of funds	\$
Exploration expenditure on existing projects (Bolivia, Laverton, Bonaparte)	450,000
Cobalt project exploration expenditure*	500,000
Costs of the Placement	126,000
Corporate and administration costs	1,024,000
TOTAL	2,100,000

** Acquisition of the cobalt project remains conditional on, amongst other things, Shareholder approval, which will be sought at a Shareholder meeting after the AGM. In the event completion of the Acquisition does not occur, funds allocated to cobalt project exploration activities will be reallocated to the exploration activities on the Company's existing projects.*

13. RESOLUTION 14 – APPROVAL TO ISSUE LISTED OPTIONS

13.1 Background

Resolution 14 seeks Shareholder approval for the issue of up to 150,000,000 Listed Options to be issued to subscribers of Shares under the Placement on a one for two basis.

A summary of ASX Listing Rule 7.1 is set out in Section 12.1.

The effect of Resolution 14 will be to allow the Company to issue the Listed Options 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% annual placement capacity.

13.2 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 Resolution 14:

- (a) the maximum number of Listed Options to be issued is 150,000,000;
 - (b) the Listed Options 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 New Options will occur on the same date;
 - (c) the Listed Options will be issued for nil cash consideration to the subscribers of Shares under the Placement on a one for two basis and therefore no funds will be raised from their issue; and
 - (d) the Listed Options will be issued on the terms and conditions set out in Schedule 1 of the Notice of AGM.
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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 of Issue of Shares and Options to Dr James Ellingford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of Shares and Options to Mr Peter Peebles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Shares and Options to Mr Terence Clew	<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 Capacity	<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	Approval to issue Shares – Tranche 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14	Approval to issue Listed Options	<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.