



27 September 2019

Dear Shareholder,

NON-RENOUNCEABLE RIGHTS ISSUE OFFER

On 30 August 2019, Victory Mines Limited (**Company**) announced that it would be offering shareholders the opportunity to participate in a rights issue of a one (1) Share for every one (1) Share held at an issue price of \$0.001 (**New Shares**) to raise up to \$1,479,000 before costs of the offer (**Offer**).

The Directors intend to apply the net proceeds from the Issue to provide funds for the purposes of:

- (a) Undertaking the previously announced exploration program on the Company's Husky and Malamute projects;
- (b) Undertake a site survey of its Peperill Hill tenement and its recently granted Galah Well tenement;
- (c) Exploration and evaluation of the Company's other projects in WA and pursuit of potential acquisitions in the resources sector that have the capacity to add significant long-term shareholder value; and
- (d) Corporate costs and working capital.

This letter is to inform you about the Offer and to explain why you will not be able to subscribe for New Shares. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares.

You are not required to do anything in response to this letter.

Information about the Offer

1. The Offer is being made to Eligible Shareholders on the basis of the number of fully paid ordinary shares in the Company (**Shares**) held at 5.00pm (AWST) on 1 October 2019 (**Record Date**). Under the Offer, Eligible Shareholders with a registered address in Australia or New Zealand will be able to subscribe for one (1) New Share for every one (1) Share held on the Record Date at an issue price of \$0.001 per New Share.
2. The Offer opens on 4 October 2019 and is expected to close at 5.00pm (AWST) on 16 October 2019.
3. The Offer is non-renounceable which means that Eligible Shareholders cannot sell their rights under the Offer.
4. A person is an Eligible Shareholder and is eligible to participate in the Offer if they are a registered holder of Shares on the Record Date and they have a registered address listed on the Company's share register in Australia, or New Zealand only;
5. The Offer is not extended to security holders who do not meet these criteria.



6. To the extent that a person holds Shares on behalf of another person resident outside Australia or New Zealand, it is that person's responsibility to ensure that any acceptance complies with all applicable foreign laws.
7. Up to 1,479,232,174 New Shares may be issued under the Offer (based on the current capital structure of the Company and assuming that no existing options are exercised, vest or are converted before the Record Date). New Shares issued under the Offer will rank equally with the Company's existing fully paid ordinary shares.
8. There is no minimum subscription under the Offer.
9. Eligible Shareholders who take up their Rights in full may also apply for additional New Shares under any shortfall.

Ineligible Shareholders

Security holders who are not eligible to participate in the Offer are "Ineligible Security Holders".

The restrictions upon eligibility to participate in the Offer arise because of the legal and regulatory requirements in countries other than Australia and, New Zealand and the potential costs to the Company of complying with these legal and regulatory requirements compared with the relatively small number of security holders in those countries, the relatively small number of existing Shares they hold and the relatively low value of New Shares to which they would otherwise be entitled.

The Company has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to make or extend offers to security holders in certain countries under the Offer.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for the Offer stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the Corporations Act, the Company wishes to advise you that it will not be extending the Offer to you and you will not be able to subscribe for New Shares under the Offer. You will not be sent the documents relating to the Offer.

For further information on the Offer, please see the Company's announcements on ASX (www.asx.com.au) or alternatively contact the Company on +61 8 9482 0500 from 9.00am to 5.00pm (AWST), Monday to Friday.

The board thanks you for your continued support of the Company.

Yours faithfully

Dane Etheridge
Company Secretary