

VICTORIA GOLD CORP.

UNDERTAKING

TO: Ontario Securities Commission, as Principal Regulator

AND TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Office of the Superintendent of Securities, Newfoundland and Labrador
Office of the Superintendent of Securities, Nunavut
Office of the Superintendent of Securities, Northwest Territories
Office of the Yukon Superintendent of Securities

RE: **Victoria Gold Corp. (the "Corporation")**

Reference is made to the short form base shelf prospectus of the Corporation dated December 20, 2022 (the "**Prospectus**") in connection with the offering by the Corporation from time to time of common shares, debt securities, subscription receipts, warrants, convertible securities and units (collectively, the "**Securities**") of the Corporation in each of the provinces and territories of Canada and to subsection 4.2(a)(x) and (x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions*.

In connection with the filing of the Prospectus, the undersigned, on behalf of the Corporation, hereby undertakes that the Corporation will file any material contracts and documents affecting the rights of securityholders and, in particular, any indenture pursuant to which Securities are offered under any Prospectus Supplement (as defined in the Prospectus), including any trust indenture for any offering of debt securities, any subscription receipt agreement for any offering of subscription receipts and any warrant indentures for any offering of warrants, promptly and in any event no later than seven days after the execution or effective date thereof.

[Remainder of page intentionally left blank. Signature page follows.]

Dated this 20th day of December, 2022.

VICTORIA GOLD CORP.

Per: *(signed) "Marty Rendall"*

Name: Marty Rendall

Title: Chief Financial Officer