

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                       |                              |
|-----------------------|------------------------------|
| <b>Name of entity</b> | <b>Victory Mines Limited</b> |
| <b>ABN</b>            | <b>39 151 900 855</b>        |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | James Ellingford |
| <b>Date of last notice</b> | 19 December 2013 |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | Direct   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Indirect – securities held by Dr Ellingford's spouse, Claire Ellingford  |
| <b>Date of change</b>   | 1 December 2014  |
| <b>No. of securities held prior to change</b>   | <p><b>Direct</b></p> <p>1,040,000 ordinary fully paid shares<br/>1,250,000 options exercisable at \$0.20 on or before 5 October 2015<br/>135,000 options exercisable at \$0.20 on or before 9 April 2015<br/>1,000,000 options exercisable at \$0.03 on or before 31 December 2016</p> <p><b>Indirect</b></p> <p>10,000 ordinary fully paid shares<br/>2,500 options exercisable at \$0.20 on or before 9 April 2015</p> |
| <b>Class</b>  | (i) Fully Paid Ordinary shares<br>(ii) Options exercisable at \$0.03 on or before 31 December 2016   |
| <b>Number acquired</b>  | (i) 250,000<br>(ii) 500,000  |
| <b>Number disposed</b>  | -  |

+ See chapter 19 for defined terms.

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|   |   |
|---|---|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | (i) \$1,000 (deemed value)<br>(ii) Nil  |
| <b>No. of securities held after change</b>  | <b>Direct</b><br>1,290,000 ordinary fully paid shares<br>1,250,000 options exercisable at \$0.20 on or before 5 October 2015<br>135,000 options exercisable at \$0.20 on or before 9 April 2015<br>1,500,000 options exercisable at \$0.03 on or before 31 December 2016<br><br><b>Indirect</b><br>10,000 ordinary fully paid shares<br>2,500 options exercisable at \$0.20 on or before 9 April 2015 |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issued as per employment contract as approved by shareholders at the annual general meeting held 27 November 2014.  |

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
|--|--|
| <b>Detail of contract</b>  |  |
| <b>Nature of interest</b>  |  |
| <b>Name of registered holder (if issued securities)</b>  |  |
| <b>Date of change</b>  |  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |  |
| <b>Interest acquired</b>   |  |
| <b>Interest disposed</b>   |  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |  |
| <b>Interest after change</b>   |  |

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+ See chapter 19 for defined terms.

**Part 3 – +Closed period**

|  |     |
|--|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | N/A |

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|                       |                              |
|-----------------------|------------------------------|
| <b>Name of entity</b> | <b>Victory Mines Limited</b> |
| <b>ABN</b>            | <b>39 151 900 855</b>        |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                 |
|----------------------------|-----------------|
| <b>Name of Director</b>    | Peter Peebles   |
| <b>Date of last notice</b> | 31 October 2014 |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | Indirect (3)  |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Indirect (1) Held by Mr Peebles' spouse, Adelma Peebles<br>Indirect (2) Held by Darlington Geological Services Pty Ltd a company of which Mr Peebles is sole director<br>Indirect (3) Held by Timegrace Pty Ltd ATF Peebles Superannuation Fund, Mr Peebles' Super Fund   |
| <b>Date of change</b>   | 1 December 2014   |
| <b>No. of securities held prior to change</b>   | <b>Indirect (1)</b><br>10,000 ordinary fully paid shares<br>2,500 options exercisable at \$0.20 on or before 9 April 2015<br><br><b>Indirect (2)</b><br>50,000 ordinary fully paid shares<br>12,500 options exercisable at \$0.20 on or before 9 April 2015<br><br><b>Indirect (3)</b><br>2,272,055 ordinary fully paid shares<br>200,000 options exercisable at \$0.03 on or before 31 December 2016<br>250,000 options exercisable at \$0.20 on or before 5 October 2015<br>130,514 options exercisable at \$0.20 on or before 9 April 2015 |
| <b>Class</b>  | (i) Fully Paid Ordinary shares<br>(ii) Options exercisable at \$0.03 on or before 31 December 2016  |

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|   |  |
|---|--|
| <b>Number acquired</b>  | (i) 100,000<br>(ii) 100,000  |
| <b>Number disposed</b>  | -  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | Indirect (3)<br>(i) \$400 (deemed value)<br>(ii) Nil   |
| <b>No. of securities held after change</b>  | <p><b>Indirect (1)</b><br/>10,000 ordinary fully paid shares<br/>2,500 options exercisable at \$0.20 on or before 9 April 2015</p> <p><b>Indirect (2)</b><br/>50,000 ordinary fully paid shares<br/>12,500 options exercisable at \$0.20 on or before 9 April 2015</p> <p><b>Indirect (3)</b><br/>2,372,055 ordinary fully paid shares<br/>300,000 options exercisable at \$0.03 on or before 31 December 2016<br/>250,000 options exercisable at \$0.20 on or before 5 October 2015<br/>130,514 options exercisable at \$0.20 on or before 9 April 2015</p> |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issued as per employment contract as approved by shareholders at the annual general meeting held 27 November 2014  |

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
|--|--|
| <b>Detail of contract</b>  |  |
| <b>Nature of interest</b>  |  |
| <b>Name of registered holder (if issued securities)</b>  |  |
| <b>Date of change</b>  |  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |  |
| <b>Interest acquired</b>   |  |

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|  |  |
|--|--|
| <b>Interest disposed</b>   |  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation |  |
| <b>Interest after change</b>   |  |

**Part 3 – +Closed period**

|  |     |
|--|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | N/A |

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|                       |                              |
|-----------------------|------------------------------|
| <b>Name of entity</b> | <b>Victory Mines Limited</b> |
| <b>ABN</b>            | <b>39 151 900 855</b>        |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Ashley Hood      |
| <b>Date of last notice</b> | 19 December 2013 |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | Direct   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Shares held by Mr Ashley Hood & Mrs Charlotte Cook <H and C Hook Super Fund A/C>, Mr Hood's Super Fund   |
| <b>Date of change</b>   | 1 December 2014  |
| <b>No. of securities held prior to change</b>   | <b>Direct</b><br>505,616 ordinary fully paid shares<br>250,000 options exercisable at \$0.20 on or before 5 October 2015<br><br><b>Indirect</b><br>200,000 ordinary fully paid shares<br>200,000 options exercisable at \$0.03 on or before 31 December 2016 |
| <b>Class</b>  | (i) Fully paid Ordinary shares<br>(ii) Options exercisable at \$0.03 on or before 31 December 2016   |
| <b>Number acquired</b>  | (i) 100,000<br>(ii) 100,000  |
| <b>Number disposed</b>  | -  |

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|   |   |
|---|---|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | (i) \$400 (deemed value)<br>(ii) Nil  |
| <b>No. of securities held after change</b>  | <b>Direct</b><br>605,616 ordinary fully paid shares<br>250,000 options exercisable at \$0.20 on or before 5 October 2015<br>100,000 options exercisable at \$0.03 on or before 31 December 2016<br><br><b>Indirect</b><br>200,000 ordinary fully paid shares<br>200,000 options exercisable at \$0.03 on or before 31 December 2016 |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issued as per employment contract as approved by shareholders at the annual general meeting held 27 November 2014.  |

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
|--|--|
| <b>Detail of contract</b>  |  |
| <b>Nature of interest</b>  |  |
| <b>Name of registered holder (if issued securities)</b>  |  |
| <b>Date of change</b>  |  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |  |
| <b>Interest acquired</b>   |  |
| <b>Interest disposed</b>   |  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |  |
| <b>Interest after change</b>   |  |

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**Part 3 – +Closed period**

|  |     |
|--|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | N/A |

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