

PRE-QUOTATION DISCLOSURE

In accordance with ASX listing requirements **Victory Goldfields Limited (ASX:1VG)** (“**Victory**” or “**the Company**”) is pleased to provide the following information to ASX for release to the market in connection with the commencement of the official quotation of 25,000,000 fully paid ordinary shares in the Company (“**Shares**”).

1 Capital Structure

The table below provides a summary of the capital structure of the Company upon completion of the Offers.

Capital Structure	
Total Shares	47,034,431
Performance Shares	4,703,466
Existing Options	-
Convertible Loan Options	9,750,000
Incentive Options	4,600,000
Consideration Options	5,575,000
Fully diluted Share capital	71,662,897

The Company intends to use the funds raised under the Public Offer as follows:

Item	\$5,000,000 Subscription	
	Amount (\$)	%
Funds available	-	-
Existing cash reserves	\$120,000	2.3%
Funds raised from the Public Offer	\$5,000,000	97.7%

Total funds available	\$5,120,000	100%
Use of funds	-	-
Priority reverse circulation and diamond drilling programmes at Coodardy, Eagle Hawk and Emily Wells	\$1,680,000	32.8%
Other reverse circulation and diamond drilling and soil geochemistry programs	\$920,000	18.0%
Professional fees and geological management	\$432,000	8.4%
Geophysics	\$160,000	3.1%
Rates, tenement rents, administration and travel expenses	\$288,000	5.6%
Working capital	\$1,277,000	25.0%
Public Offer expenses	\$63,000	1.2%
Capital raising fee	\$300,000	5.9%
Total	\$5,120,000	100%

2 Restricted Securities

2.1 24 month restriction period

The following securities not be quoted and be classified as restricted securities for a period of 24 months from the date of the official quotation of the securities of 1VG:

- 8,576,284 Shares;
- 9,876,606 Options; and
- 4,227,118 Performance Shares.

2.2 12 month restriction period

The following securities not be quoted and be classified as restricted securities for a period of 12 months from their respective dates of issue:

- 7,090,221 Shares;
- 10,048,394 Options; and
- 476,348 Performance Shares.



3 Confirmations/Statements

3.1 Share Purchase Agreement and Convertible Loan Agreement

The Company confirms that the conditions precedent and completion of the following agreements have been satisfied as at the date of this release to market:

- (a) the Share Purchase Agreement entered into by Victory Goldfields Limited, Victory Cue Pty Ltd (ACN 629 117 684), and the Sellers on or about 25 February 2021 ("**Share Purchase Agreement**"); and
- (b) the Convertible Loan Agreements entered into by Victory Goldfields Limited and each of the Lenders (as that term is defined in the Victory Goldfields Limited Prospectus dated 21 May 2021) separately on or about October 2020 and March 2021.

3.2 Issue of Secondary Offer Securities

The Company is pleased to confirm that the following Secondary Offer Securities have been issued as at the date of this release to market:

- (a) The issue of the following securities to the shareholders of Victory Cue Pty Ltd ("**Victory Cue**") ("**Sellers**") as consideration for the acquisition of 100% of the issued capital in Victory Cue pursuant to the Share Purchase Agreement:
 - (i) 8,750,000 ordinary fully paid shares at a deemed issue price of \$0.20 ("**Consideration Shares**");
 - (ii) 5,575,000 options exercisable at \$0.20 each and expiring on a date that is two years from the date of 1VG's quotation ("**Consideration Options**"); and
 - (iii) 4,703,466 performance shares ("**Performance Shares**");(together, the "**Sellers Offer**");
- (b) The issue of 537,500 ordinary fully paid shares to Trident Capital Pty Ltd and its nominees ("**24 Month Bonus Escrow Shares**") ("**Advisers offer**");
- (c) The issue of 9,750,000 ordinary fully paid shares and 9,750,000 options with an exercise price of \$0.20 each and expiring on 31 December 2022 to the convertible noteholders ("**Lenders**") ("**Convertible Loan Securities**") ("**Lenders Offer**");



- (d) The issue of the following options to the proposed directors of 1VG:
- (i) 1,533,334 options exercisable at \$0.30 each and expiring on a date that is three years from their date of issue;
 - (ii) 1,533,333 options exercisable at \$0.35 each and expiring on a date that is three years from their date of issue; and
 - (iii) 1,533,333 options exercisable at \$0.40 each and expiring on a date that is three years from their date of issue,
- (together, the “**Directors Incentive Offer**”).

3.3 Confirmation of No Impediment to Access of Tenements

The Company confirms that there are no legal, regulatory, statutory or contractual impediments to Victory Goldfields Limited entering the sites associated with the tenements set out in the Legal Report on Tenements contained in the Victory Goldfields Limited Prospectus dated 21 May 2021 (see pages 183 – 187 of the Prospectus) and carrying out exploration activities such that Victory Goldfields Limited will be able to spend its cash in accordance with its commitments for the purposes of Listing Rule 1.3.2(b).

Yours sincerely

A handwritten signature in black ink, appearing to read 'Trevor Matthews', written over a light blue horizontal line.

Trevor Matthews
Executive Chairman
Victory Goldfields Limited

This announcement has been authorised by the Board of Victory Goldfields Limited.

For further information please contact:

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About Victory Goldfields Limited

Victory has systematically built a portfolio of assets in the Cue goldfields comprising of forty-six (46) tenements and a further seven (7) tenement applications. Cue is located in the mid-west region of Western Australia, 665 kilometres north-east from Perth. The Cue goldfields are regarded as one of the most prestigious mining districts of Western Australia with a long and successful history of gold exploration and production.

The Company's strategy is to undertake best practice exploration and development of the Victory tenements to identify Mineral Resources and Ore Reserves within its tenement land holding. Leveraging its land holding position, Victory also aims to acquire additional gold opportunities within.