Rule 3.19A.2

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 30/09/01 Amended 01/01/11

Name of entity	**Victory Metals Limited**
ABN	**12 124 279 750**

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.

Name of Director	Brendan Clark
Date of last notice	31 July 2024

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Brendan Paul James Richard Clark <Clark Family A/C> an entity related to Mr Brendan Clark
Date of change	19 September 2024
No. of securities held prior to change Mr Brendan Paul James Richard Clark <Clark Family A/C> an entity related to Mr Brendan Clark Portia Thanjekwayo (spouse of Mr Clark)	 2,817,110 fully paid ordinary shares 1,500,000 Performance Rights 62,500 fully paid ordinary shares
Class	(1) fully paid ordinary shares (2) Performance Rights
Number acquired	(1) 1,250,000
Number disposed	(2) 1,250,000

+ See chapter 19 for defined terms.

For personal use only

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	0.48 per share
No. of securities held after change Mr Brendan Paul James Richard Clark <Clark Family A/C> an entity related to Mr Brendan Clark Portia Thanjekwayo (spouse of Mr Clark)	 4,067,110 fully paid ordinary shares 250,000 Performance Rights 62,500 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Conversion of performance rights detailed in the Notice of Meeting dated 2 June 2023 and approved by shareholder on 6 July 2023 and conversion of performance rights detailed in the Notice of Annual Meeting dated 7 October 2022 and approved by shareholder on 9 November 2022

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.

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

Part 3 – +Closed period

+ See chapter 19 for defined terms.

For personal use only

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

For personal use only

+ See chapter 19 for defined terms.