

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1            Name and Address of Company**

Vinergy Resources Ltd.  
6012 - 85 Avenue  
Edmonton, Alberta  
T6B 0J5

**Item 2            Date of Material Change**

January 14, 2014.

**Item 3            News Release**

The news release attached hereto as Schedule "A" announcing the material change described herein was released through Stockwatch at Vancouver, British Columbia on January 16, 2014.

**Item 4            Summary of Material Change**

The material change is described in the Company's news release attached hereto as Schedule "A", which news release is incorporated herein.

**Item 5            Full Description of Material Change**

5.1    Full Description of Material Change

No information other than that provided in Item 4 is presently available.

5.2    Disclosure for Restructuring Transactions

Not Applicable.

**Item 6            Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

**Item 7            Omitted Information**

Not Applicable.

**Item 8            Executive Officer**

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Randy Clifford,  
Chief Executive Officer, Vinergy Resources Ltd.  
780 466-6006

**Item 9            Date of Report**

January 22, 2014.

Schedule "A"

**PRESS RELEASE**

**VINERGY RESOURCES LTD.**

January 16, 2014

*Vinergy Resources Ltd. – Announces Plan of Arrangement for Asset Spin-off*

Vinergy Resources Ltd. (CNSX: VIN) ("Vinergy") is pleased to announce that its board of directors has approved a resolution to undertake a plan of arrangement ("POA"), which will involve the divestiture or spinoff of certain assets into six new subsidiary companies. In that regard, Vinergy has entered into an arrangement agreement dated effective January 14, 2014, with each of its six subsidiaries to effect the POA.

The board has decided to act upon this POA in an effort to differentiate its assets. By undertaking this POA, Vinergy, will focus on its Nipisi oil & gas assets. This strategy will enable Vinergy to spin off and divest its interests in the HPU rare earths property in Ontario, the RCU uranium property in Ontario, the Ontario graphite property, the motion picture film finance business, the real estate assets located in the hamlet of New Sarepta in central Alberta and certain merchant-banking assets.

Vinergy shareholders will receive from each subsidiary the number of common shares equal to the issued and outstanding common shares of Vinergy held by the shareholder as of the share distribution record date, multiplied by a conversion factor.

Shareholders entitled to vote on the POA will be defined as those holders of common shares as of the record date of January 10, 2014.

Vinergy and each of its subsidiaries will serve different markets and are subject to different competitive forces and will require diverse short-term and long-term strategies. The separation into six independent companies, each with its own board of directors, will provide management of each company with a sharper business focus. This will permit the companies to pursue independent business strategies best suited to their business plans and allow them to pursue opportunities in their respective markets.

As separate companies, Vinergy and each of its subsidiaries will have enhanced access to the capital necessary to finance their respective growth strategies. By establishing six separate public companies with independent public reporting, investors and analysts can evaluate more easily each company relative to its respective assets.

The board and management believe the POA, when consummated, will provide a platform for growth for the shareholders of Vinergy as it will provide an immediate interest in the different companies and afford a secure and expedient development path for the development of various businesses in the subsidiaries. The spinoff is expected to provide a number of benefits to the existing investors of Vinergy not the least of which will be as shareholders of all six new companies.

After the spinoff, Vinergy's operations will focus on the Nipisi oil & gas farm-in project in north central Alberta and additional acquisition and exploration of oil & gas properties.

The POA is subject to the approval by the shareholders of Vinergy at its upcoming special meeting on February 28, 2014, and the Supreme Court of British Columbia. The company will be providing full details of the plan of arrangement in its special meeting information circular, to be mailed to shareholders prior to the special meeting and filed on SEDAR.

On Behalf of the Board

*“Randy Clifford”*

Randy Clifford  
Director