

VINERGY RESOURCES LTD.
6012 - 85 Avenue
Edmonton, Alberta
T6B 0J5

NOTICE OF A SPECIAL MEETING OF SHAREHOLDERS

To: The Shareholders of Vinergy Resources Ltd.

TAKE NOTICE that pursuant to an order of the Supreme Court of British Columbia dated February 4, 2014, a special meeting (the “**Meeting**”) of shareholders (the “**Vinergy Shareholders**”) of Vinergy Resources Ltd. (the “**Company**”) will be held in the offices of Computershare Investor Services Inc., 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, on February 28, 2014, at 11:00 a.m. (Vancouver time), for the following purposes:

1. to consider and, if thought fit, pass, with or without variation, a special resolution approving an arrangement (the “**Plan of Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the “**Act**”) which involves, among other things, the distribution to the Vinergy Shareholders shares of Arq Graphite Inc. (“**Arq**”), 0990756 B.C. Ltd. (“**BC0990756**”), Jonpol Rare Earths Inc. (“**Jonpol**”), Leucadia Finance Partners Inc. (“**Leucadia**”), Wayzata Film Finance Inc. (“**Wayzata**”), and Wedona Uranium Inc. (“**Wedona**”), currently wholly-owned subsidiaries of the Company, all as more fully set forth in the accompanying management information circular (the “**Circular**”) of the Company;
2. to consider and, if thought fit, pass, with or without variation, an ordinary resolution to approve, ratify and affirm stock option plans for the Company, Arq, BC0990756, Jonpol, Leucadia, Wayzata, and Wedona; and
3. to transact such other business as may properly come before the Meeting or at any adjournment(s) or postponement(s) thereof.

AND TAKE NOTICE that Vinergy Shareholders who validly dissent from the Plan of Arrangement will be entitled to be paid the fair value of their Vinergy shares subject to strict compliance with the provisions of the interim order (as set forth herein), the Plan of Arrangement and sections 237 to 247 of the Act. The dissent rights are described in Schedule “C” of the information circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the Act may result in the loss of any right of dissent.

The information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice and the information circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only Vinergy Shareholders of record at the close of business on January 10, 2014, will be entitled to receive notice of and vote at the Meeting.

Registered Vinergy Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the information circular. If you are a non-registered Vinergy Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Company not being voted at the Meeting.

Dated at Vancouver, British Columbia, this 30th day of January, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “Randy Clifford”
Randy Clifford
Chief Executive Officer