

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

April 18, 2016

Item 3 News Release

A news release was disseminated on April 18, 2016 through the facilities of Stockwatch and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On April 18, 2016, Vinergy Resources Ltd. (“**Vinergy**” or the “**Company**”) announced that Mr. Randy Clifford resigned as a director and as the Company’s President, CEO, CFO and Secretary effective immediately. The Company also announced the resignation of Mr. Eugene Sekora from the board of directors. Furthermore, the Company announced that Mr. Paul Chow was appointed as the Company’s new President, CEO and Secretary and that Mr. Glen Indra was appointed the as the new CFO. Both of Messrs. Chow and Indra were appointed to the board of directors.

Item 5 Full Description of Material Change

On April 18, 2016, the Company reported that its Board of Directors has appointed Paul Chow, a businessman from Vancouver, BC as the President, CEO, Corporate Secretary and director of the Company following the resignation of Randy Clifford as the president, CEO, CFO, Corporate Secretary and director. Mr. Chow has more than 16 years of experience as a financier in the capital markets, including more than 12 years of field experience in the oil and gas industry.

The Company also reports that Mr. Glen Indra, a businessman from Vancouver, has been appointed as the CFO and a director, following the resignation of Mr. Eugene Sekora as a director of the Company. Mr. Indra acts a director and officer of several public companies in the resource sector.

The appointments of Mr. Chow and Mr. Indra are both subject to regulatory approval.

The Company wishes to extend its appreciation to Mr. Clifford and Mr. Sekora for their service to the Company.

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Paul Chow
Director
604.551.2278

Item 9 Date of Report

April 28, 2016

Cautionary Note Regarding Forward Looking Statements

This material change report contains certain forward-looking statements about the Company's future plans and intentions, including statements relating to the Company's intention to implement changes across its business to achieve growth. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "scheduled" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect Management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These factors should be considered carefully and readers should not place undue reliance on the forward looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.