

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

Item 1: Name and Address of Company

Vinergy Resources Ltd. (the "Company")
1008, 409 Granville St.
Vancouver, BC
V6C 1T2

Item 2: Date of Material Change

December 12, 2016.

Item 3: News Release

The news release attached hereto as Schedule "A" announcing the material change described herein was released through Stockwatch and Market News on December 12, 2016.

Item 4: Summary of Material Change

The Company announced the appointment of Mr. Glen Macdonald as the President, CEO & Corporate Secretary of the Company and the resignations of Mr. Paul Chow as an officer and director of the Company.

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.

Glen Macdonald
President & Chief Executive Officer, Vinergy Resources Ltd.
(604) 719-8129

Item 9: Date of Report

December 12, 2016.

Schedule “A”

PRESS RELEASE

VINERGY RESOURCES LTD.

December 12, 2016

Vinergy Resources Ltd. – Announces Appointment of New Officer

Vinergy Resources Ltd. (CSE: VIN) (the “Company”) reports that it has accepted the resignation of Paul Chow as a director, President, CEO and Corporate Secretary of the Company as of Friday December 9, 2016. The Company thanks Mr. Chow for his efforts over the past eight months. Mr. Glen Macdonald has been appointed as President, CEO and Corporate Secretary of the Company effective Friday December 9, 2016, to fill the vacancies.

On Behalf of the Board
“Glen Macdonald”
Glen Macdonald
Director

For further information, please contact:

Randy Clifford
Phone: 780-466-6006

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

Forward-looking Statements

This news release contains certain forward-looking statements that reflect the current views and/or expectations of management with respect to performance, business and future events, including but not limited to express or implied statements and assumptions regarding the Company's intention to exercise the option referred to herein and the receipt of necessary regulatory approvals. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which the Company operates. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Investors are cautioned that all forward-looking statements involve risks and uncertainties including, without limitation, that the Company will choose not exercise the option and those risks relating to changes in the market, potential downturns in economic conditions, fluctuations in the price and supply of raw materials, equipment and skilled labour, fluctuations in the market price of minerals, foreign exchange fluctuations, regulatory requirements and changes thereto, competition, and other risk factors listed from time to time in the Company's public filings. These risks, as well as others, could cause actual results and events to vary significantly. Accordingly, readers should not place undue reliance on forward-looking statements and information, which are qualified in their entirety by this cautionary statement. The Company does not undertake any obligations to release publicly any revisions for updating any voluntary forward-looking statements, except as required by applicable securities law.