

**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**

January 10, 2017.

**Item 3: News Release**

The news release attached hereto as Schedule "A" announcing the material change described herein was released through Market News on January 10, 2017.

**Item 4: Summary of Material Change**

The Company announced that it has closed its previously announced non-brokered private placement for gross proceeds of \$2,083,400 through the sale of 10,417,000 units ("Units") at a price of \$0.20 per Unit. Each Unit is comprised of one common share ("Common Share") and one-half of one transferable common share purchase warrant ("Warrant"). Each whole Warrant is exercisable to acquire one additional Share at a price of \$0.40 cents until January 9, 2018, subject to an early acceleration provision which provides for the mandatory exercise or expiry of the Warrants in the event the Company's shares close at \$0.55 or higher for at least 10 consecutive trading days after the hold period on the shares has expired. In such event, the Warrants will accelerate and expire 30 days after the Company has given notice of the accelerated conversion to the Warrant holders.

In connection with the private placement, the Company paid eligible finders aggregate cash finder's fees of \$65,840 and issued an aggregate of 329,200 finder's warrants which are exercisable at \$0.40 cents per common share until January 9, 2018.

All of the securities issued in the private placement are subject to a hold period of 4 months and a day pursuant to applicable securities laws which expires on May 10, 2017. The proceeds of the private placement will be used for working capital purposes.

**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**

January 11, 2017.

Schedule "A"

**NEWS RELEASE**

**Vinergy Resources Closes Non-Brokered Private Placement for Gross Proceeds of \$2,083,400**

*NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES*

**VANCOUVER, BC, January 10, 2017 /** -Vinergy Resources Ltd. ("Vinergy" or the "Company")(CSE:VIN) is pleased to announce that it has closed its previously announced non-brokered private placement for gross proceeds of \$2,083,400 through the sale of 10,417,000 units ("Units") at a price of \$0.20 per Unit. Each Unit is comprised of one common share ("Common Share") and one-half of one transferable common share purchase warrant ("Warrant"). Each whole Warrant is exercisable to acquire one additional Share at a price of \$0.40 cents until January 9, 2018, subject to an early acceleration provision which provides for the mandatory exercise or expiry of the Warrants in the event the Company's shares close at \$0.55 or higher for at least 10 consecutive trading days after the hold period on the shares has expired. In such event, the Warrants will accelerate and expire 30 days after the Company has given notice of the accelerated conversion to the Warrant holders.

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*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

The CSE does not accept responsibility for the adequacy or accuracy of this release.

Vinergy Resources Ltd.

Randy Clifford

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Cautionary Statement Regarding "Forward-Looking" Information

The forward-looking information contained in this press release is made as of the date of this press release and, except as required by applicable law, the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking information, whether as a result of new information, future events or otherwise, except as may be required by law. By its very nature, such forward-looking information requires the Company to make assumptions that may not materialize or that may not be accurate. This forward-looking information is subject to known and unknown risks and uncertainties and other factors, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such information.