VINERGY RESOURCES LTD.
(the “Company”)

FORM 51-102F1
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED FEBRUARY 28, 2017

The following Management’s Discussion and Analysis, prepared as of June 28, 2017, should be read together with the financial statements for the year ended February 28, 2017 and the related notes attached thereto. These financial statements and MD&A include the results of operations and cash flows for the year ended February 28, 2017 and the reader must be aware that historical results are not necessarily indicative of the future performance. The reader may also wish to refer to the Company’s audited financial statements and MD&A for the year ended February 29, 2016. All amounts are reported in Canadian dollars.

The aforementioned documents and additional disclosures pertaining to the Company’s press releases and other information are also available on the SEDAR website www.sedar.com.

Certain statements contained in this interim management discussion and analysis may contain words such as "could", "should", "expect", "believe", "will" and similar expressions and statements relating to matters that are not historical facts but are forward-looking statements. Such forward-looking statements are subject to both known and unknown risks and uncertainties which may cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the receipt of required regulatory approvals, the availability of sufficient capital, the estimated cost and availability of funding for the continued exploration and development of The Company’s prospects, political and economic conditions, commodity prices and other factors.

Description of Business

Vinergy Resources Ltd. (the “Company”) was incorporated as Vanguard Investments Corp. on March 20, 2001 under the provisions of the Alberta Business Corporations Act. On May 10, 2011, the Company changed its name to Vinergy Resources Ltd. and continued the Company’s registered jurisdiction from Alberta to British Columbia. The Company’s head office is located at Suite 1008, 409 Granville Street, Vancouver, BC, V6C 1T2 and its shares are listed on the Canadian Securities Exchange (“CSE”) under the symbol “VIN”.

On November 30, 2009, the Company entered into a Share Purchase Agreement (the “Agreement”) with Zeus Energy Inc. (“Zeus”) and its shareholders to acquire 100% of the issued and outstanding shares of Zeus. Zeus was incorporated on November 7, 2007 under the Alberta Business Corporations Act. Since the closing of the Agreement on November 30, 2009, the Company has been in the business of oil and gas acquisition, exploration and development.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at February 28, 2017, the Company has negative cash flows from operating activities, defaulted on its convertible debenture, and has an accumulated deficit of $1,933,769. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that with its current cash and other funds that may be obtained from external financing that it has sufficient working capital to meet the Company’s liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

Selected Annual Information

The following table sets forth selected audited financial information of the Company from the last three completed financial years. This information has been prepared in accordance with IFRS and is presented in Canadian Dollars which is the functional currency of the Company.

	2017 $	2016 $	2015 $
Total revenue	–	–	–
Net loss for the year	(265,614)	(99,814)	(151,361)
Basic and diluted loss per share	(0.01)	–	(0.01)
Total assets	1,921,593	44,187	70,072

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	February 28, 2017 $	November 30, 2016 $	August 31, 2016 $	May 31, 2016 $
Revenue	–	–	–	–
Net loss for the period	(195,739)	(22,598)	(24,817)	(22,460)
Basic and diluted loss per share	(0.01)	–	–	–

	February 29, 2016 $	November 30, 2015 $	August 31, 2015 $	May 31, 2015 $
Revenue	–	–	–	–
Net loss for the period	(23,433)	(25,188)	(27,963)	(23,230)
Basic and diluted loss per share	–	–	–	–

Results of Operations

During the year ended February 28, 2017, the Company incurred a net loss of $265,614 compared to a net loss of $99,814 for the year ended February 29, 2016. The increase in losses year over year was mainly attributable to the costs surrounding the proposed acquisition of MJ BioPharma.

Liquidity and Capital Resources

As at February 28, 2017, the Company had cash and cash equivalents of $1,582,237 and working capital of $903,900.

The Company is actively seeking opportunities to provide shareholder value. Although historically the Company has been involved in oil and gas exploration and production, future prospects will not necessarily be restricted or limited to this sector or business. While management is confident that it will be able to raise any funds that may be required to meet the Company's needs for the next year, there can be no assurance that these funds will be available on terms acceptable to the Company in the future.

Operating activities

During the year ended February 28, 2017, the Company's operating activities used cash of $129,088 (February 29, 2016 - $925)

Investing activities

During the year ended February 28, 2017, the Company used cash of $275,000 (2016 - $nil) for advances for loans receivable. There were no investing activities in the prior fiscal year.

Financing activities

During the year ended February 28, 2017, the Company received $25,000 in loans payable proceeds and $1,960,597 in proceeds from the issuance of common shares, net of issuance costs. There were no financing activities in the prior fiscal year.

Related Party Transactions

(a) As at February 28, 2017, the amount of $377,362 (February 29, 2016 - $328,969) is owed to the former President of the Company and companies controlled by the former President of the Company which is non-interest bearing, unsecured, and due on demand.

(b) As at February 28, 2017, the amount of $127,400 (February 29, 2016 - $108,200) is owed to the spouse of the former President of the Company, which is non-interest bearing, unsecured, and due on demand.

(c) For the year ended February 28, 2017, the amount of $28,800 (February 29, 2016 – $28,800) was incurred to the former President of the Company for management fees.

(d) For the year ended February 28, 2017, the amount of $19,200 (February 29, 2016 - $19,200) was incurred to the spouse of the former President of the Company for professional fees.

Financial Instruments and Risks

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at February 28, 2017 is as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, February 28, 2017 $
Cash and cash equivalents	1,582,237	–	–	1,582,237

The fair values of other financial instruments, which include amounts receivable, loans receivable, accounts payable and accrued liabilities, loans payable, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments. The fair value of the convertible debenture is estimated to approximate its carrying value based on borrowing rates currently available to the Company for a loan with similar terms.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and cash equivalents. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit quality financial institutions. Amounts receivable consist of GST refunds due from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

The Company is not exposed to any significant foreign exchange rate risk.

(d) Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities. As the Company does not have any producing assets or any current programs for exploration, management considers the Company's commodity price risk to be minimal.

Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and cash equivalents and equity comprised of issued share capital, share-based payment reserve, and equity component of convertible debt.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remained unchanged from the year ended February 29, 2016.

Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended February 28, 2017, and have not been applied in preparing these consolidated financial statements.

IFRS 9, *Financial Instruments* (New)
IFRS 2, *Share-based Payment* (Amended)

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the Company's consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

Disclosure by Venture Issuer Without Significant Revenue

An analysis of the material components of the Company's general and administrative expenses is disclosed in the financial statements for the year ended February 28, 2017 to which this MD&A relates.

Disclosure of Outstanding Share Data

Share Capital

Authorized: Unlimited common shares without par value

As at June 28, 2017 the Company had 36,750,330 shares issued and outstanding.

Share Purchase Warrants

As at June 28, 2017, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
5,537,700	0.40	January 9, 2018

Stock Options

As at June 28, 2017, the Company had no stock options issued and outstanding.

Subsequent Events

On March 8, 2017 the Company granted 100,000 options with an exercise price of $0.60 per common share expiring on March 8, 2019 to a new director of the Company.

On March 29, 2017, the Company repaid a loan payable of $25,000.

On May 2, 2017, the Company's wholly owned subsidiary, Zeus Energy Inc., was dissolved.

On May 4, 2017, the Company advanced $60,000 to a non-related party. The loan receivable is non-interest bearing, unsecured, and due on demand.

On May 8, 2017 the Company entered into a share exchange agreement (the "Agreement") with 1099955 B.C. Ltd. ("MJ BioPharma") a private British Columbia company. Pursuant to the terms of the Agreement, the Company will acquire 100% of the issued and outstanding securities of MJ BioPharma by issuing 9,750,000 common shares of the Company to the shareholders of MJ BioPharma. The Company will issue 400,000 common shares as a finder's fee on the closing of the transaction. The Agreement is subject to regulatory approval.

On May 25, 2017, the Company advanced $125,000 to a non-related party. The loan receivable is non-interest bearing, unsecured, and due on demand.