

VINERGY RESOURCES LTD.
Suite 1500 – 1055 West Georgia Street
Vancouver, British Columbia
V6E 3P3

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

TAKE NOTICE that the Annual General Meeting of the Shareholders of **VINERGY RESOURCES LTD.** (hereinafter called the “**Corporation**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, on Thursday, February 28, 2019 at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the report of the directors and the audited financial statements of the Corporation together with the auditors’ report thereon for the financial years ended February 29, 2016; February 28, 2017 and February 28, 2018.
2. To elect directors for the ensuing year.
3. To transact such other business as may properly come before the meeting or any adjournment thereof.

The accompanying management 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. This notice is also accompanied by either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and a form that shareholders may use to request a copy of the Corporation’s interim and annual financial statements for financial years ended February 29, 2016; February 28, 2017 and February 28, 2018, and the management’s discussion and analysis of the financial statements. Shareholders are able to request to receive copies of the Corporation’s annual and/or interim financial statements and related management’s discussion and analysis by marking the appropriate box (es) on the request for financial statements. The audited financial statements and management’s discussion and analysis of the Corporation for the financial years ended February 29, 2016; February 28, 2017 and February 28, 2018, are otherwise available upon request to the Corporation or they can be found under the Corporation’s profile on SEDAR at www.sedar.com

Registered shareholders unable to attend the Meeting are requested to complete, date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered shareholder of the Corporation 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 by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

DATED at Vancouver, British Columbia, this 16th day of January, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS
OF VINERGY RESOURCES LTD.**

“Glen Macdonald”
Glen Macdonald
Chief Executive Officer