

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations

Item 1 Names of the Parties to the Transaction

Vinergy Cannabis Capital Inc. (formerly, Vinergy Resources Ltd.) (the “**Company**”), Phyto Pharma Inc., a corporation existing under the laws of Ontario (“**Phyto**”) and the shareholders of Phyto.

Item 2 Description of the Transaction

On July 17, 2019, the Company completed the acquisition (the “**Transaction**”) of all of the issued and outstanding shares of Phyto pursuant to the terms of a share exchange agreement dated effective March 28, 2019, as amended on May 31, 2019, (the “**Share Exchange Agreement**”). The Transaction constitutes a “Change of Business” for the Company pursuant to the policies of the Canadian Securities Exchange (the “**CSE**”).

In consideration for the Transaction, the Company issued 7,000,000 common shares in the capital of the Company (the “**Shares**”) to the shareholders of Phyto securities at a deemed price of \$0.12 per Share.

In connection with the Transaction, the Company also issued 560,000 Shares to an arm’s length third party at a deemed price of \$0.12 per Common Share as a finder’s fee.

On July 9, 2019, the Company changed its name from Vinergy Resources Ltd. to Vinergy Cannabis Capital Inc.

Effective at the opening of trading on July 29, 2019, the Company will resume trading on CSE under the same symbol “VIN”, new CUSIP: 92743Q101 and new ISIN: CA92743Q1019.

Item 3 Effective Date of the Transaction

July 17, 2019.

Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

Not Applicable.

Item 5 Date of the Reporting Issuer’s First Financial Year-End after the Transaction, if applicable

The Company’s financial year end date remains unchanged after completion of the Transaction. The Company’s first financial year-end subsequent to the completion of the Transaction is February 29, 2020.

Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer’s First Financial Year after the Transaction, if applicable

| Period and Ending Date | Comparative Period and Ending Date |
|---|---|
| Interim Financial Statements for the three month period ended May 31, 2019 | Interim Financial Statements for the three month period ended May 31, 2018 |
| Interim Financial Statements for the six month period ended August 31, 2019 | Interim Financial Statements for the six month period ended August 31, 2018 |
| Interim Financial Statements for the nine month period ended November 30, 2019 | Interim Financial Statements for the nine month period ended November 30, 2018 |
| Twelve months Audited Financial Statements for the year ended February 29, 2020 | Twelve months Audited Financial Statements for the year ended February 28, 2019 |

Item 7 Documents filed under NI 51-102 that describe the Transaction

On February 20, 2019, the Company disseminated and filed on SEDAR a news release announcing the proposed Transaction.

On July 4, 2019, the Company disseminated and filed on SEDAR a news release announcing the filing of the Listing Statement dated June 28, 2019 in connection with the Transaction.

On July 4, 2019, the Company filed on SEDAR a Listing Statement dated June 28, 2019 in connection with the Transaction.

On July 9, 2019, the Company filed on SEDAR and disseminated on July 10, 2019 a news release announcing the change of name.

On July 18, 2019, the Company disseminated and filed on SEDAR a news release announcing the closing of the Transaction.

On July 24, 2019, the Company filed on SEDAR a material change report for the closing of the Transaction.

On July 26, 2019, the Company disseminated and filed on SEDAR a news release announcing the date trading will be resumed on CSE. The Company also filed on SEDAR a material change report on July 26, 2019.

DATED: July 26, 2019