

VINERGY CAPITAL INC.
Suite 1000 - 409 Granville Street
Vancouver, BC V6C 1T2
Telephone No. : (604) 602-0001

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an In Person / Teleconference Call Annual General Meeting of shareholders of Vinergy Capital Inc. (the “**Company**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada, on Thursday, December 22, 2022, at 11:00 a.m. Pacific Time (the “**Meeting**”). The Information Circular (the “**Circular**”) accompanying this Notice of Meeting (the “**Notice**”) provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice.

Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”), and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees and other stakeholders, shareholders are encouraged not to attend the Meeting in person. The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:

Dial by your location

Canada Toll Free:	1-855-244-8677
Canada Toll:	1-416-915-6530
US Toll Free:	1-855-282-6330
US Toll:	1-415-655-0002
Access Code:	95400309

NOTE OF CAUTION Concerning COVID-19

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“COVID-19”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in this Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at www.sedar.com as well as on our Company website at <https://vinerycapital.com/>. Please check the Company’s website or SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will **not** prepare or mail amended Meeting Proxy Materials.

*****DUE TO THE COVID 19 VIRUS, WE ARE REQUESTING THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON*****

Shareholders who intend to attend the meeting via telephone conference must **submit votes by Proxy ahead of the proxy deadline of 11 o’clock a.m. (Pacific Time) on Tuesday, December 20, 2022.**

Attendance by telephone conference allows Shareholders to listen to, but not to vote at, the Meeting.

Purpose of the Meeting

The Meeting is to be held for the following purposes:

1. to table the audited consolidated financial statements of the Company for its financial years ended February 28, 2022 and February 28, 2021, the report of the auditor thereon and the related management discussion and analysis;
2. to fix the number of directors at five;
3. to elect directors of the Company for the ensuing year; and
4. to appoint an auditor for the Company for the ensuing year.

The Information Circular accompanies this Notice and contains further details of the matters to be considered at the Meeting.

No other matters are contemplated for presentation to the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The financial statements for the year ended February 28, 2022, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available on www.sedar.com.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, Canada, as at November 16, 2022.

BY ORDER OF THE BOARD

Signed: "Alnoor Nathoo"

Alnoor Nathoo
Executive Chairman and Interim Chief Executive Officer