

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Vinergy Capital Inc. (“**Vinergy**” the “**Company**”)
Suite 1000, 409 Granville Street
Vancouver, BC V6C 1T2

Item 2. Date of Material Change

August 29, 2023.

Item 3. News Release

News Release dated August 29, 2023 was disseminated via Globe Newswire and filed on SEDAR+ on August 29, 2023.

Item 4. Summary of Material Change

The Company has closed the acquisition of 49.33% of the issued and outstanding shares of Healthcare Accretion Group Inc.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced, further to its news release of August 11, 2023, that the Company has completed the acquisition of 49.33% of the issued and outstanding shares in the capital of Healthcare Accretion Group Inc. (“**HAG**”) pursuant to the terms and conditions of share exchange agreements dated August 11, 2023 and as amended on August 29, 2023 (the “**Definitive Agreements**”) among the Company, HAG and certain HAG shareholders, in exchange for shares of Vinergy (the “**Transaction**”).

Transaction Terms

Pursuant to the terms of the Definitive Agreements and in consideration for 49.33% of the issued and shares in the capital of HAG, Vinergy has issued an aggregate of 37,000,005 common shares of Vinergy (the “**Payment Shares**”) to HAG shareholders at a deemed price of \$0.055 per Payment Share

The Transaction is an arms-length transaction and there is no change in management or the Board of Directors of Vinergy.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Geoff Balderson
Email: gb@amalficorp.ca

Item 9. Date of Report

DATED at Vancouver, BC, this 8th day of September, 2023.