

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

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General and Special Meeting of shareholders of Vinergy Capital Inc. (the “**Company**”) will be held at 10th Floor, 595 Howe Street, Vancouver, British Columbia, Canada, on Friday, December 1, 2023, at 10:00 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.

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:

Telephone Conference Access Details

Shareholders can listen to the Meeting by telephone by dialing-in to the conference line using the dial-in details set out below:

Dial-In Number (local and toll-free for North America):	1-877-385-4099
Meeting password:	5124458#

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.sedarplus.ca 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, the Company will **not** prepare or mail amended Meeting Proxy Materials.

Shareholders who intend to attend the meeting via telephone conference must **submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on Wednesday, November 29, 2023.**

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, 2023 and February 28, 2022, the report of the auditor thereon and the related management discussion and analysis;
2. to elect directors of the Company for the ensuing year;
3. to appoint Saturna Group Chartered Professional Accountants LLP as auditor for the Company for the ensuing year; and
4. to pass a special resolution approving the creation of Class “A” Non-Voting Common Shares and alteration of the Company’s Articles in connection with the Limmi Transaction (as defined in the Circular), all as more particularly described in the accompanying Circular.

The 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, 2023, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available on www.sedarplus.ca.

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 Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the 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 October 23, 2023.

BY ORDER OF THE BOARD

"Alnoor Nathoo"

Alnoor Nathoo
Executive Chairman and Interim Chief Executive Officer