

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company

Synergy Acquisition Corp.
#1604, 10025 - 102A Avenue
Edmonton, Alberta T5J 2Z2

ITEM 2 Date of Material Change

July 15, 2013

ITEM 3 News Release

News Release dated July 16, 2013 was issued and disseminated on July 16, 2013 through the services of Canada Stockwatch and Market News and filed that same date on SEDAR.

ITEM 4 Summary of Material Change

Synergy Acquisition Corp. ("Synergy") announced an arm's length acquisition with 9248-7792 Quebec Inc. and 9257-1256 Quebec Inc. for 3,200 mining claims located in the Province of Quebec.

ITEM 5 Full Description of Material Change

Synergy announced it has entered into an agreement in principle (the "**Term Sheet**") dated July 15, 2013 for the arm's length acquisition (the "**Proposed Transaction**") of all the rights and interest in approximately 3,200 mining claims located in the Province of Quebec (the "**Claims**") from 9248-7792 Quebec Inc. ("**9248**") and 9257-1256 Quebec Inc. ("**9257**") ("**9248**" and "**9257**" hereinafter collectively, "**Quebec Co.**").

About the Proposed Transaction

Pursuant to the Term Sheet, Synergy will purchase the Claims from Quebec Co. for an aggregate consideration of 10,000,000 common shares of Synergy to be issued at a deemed price of \$0.06 per share in accordance with a definitive asset purchase agreement to be entered into between the parties.

Following completion of the Proposed Transaction, Quebec Co. will own approximately 75.43% of the issued and outstanding common shares of Synergy (the "**Synergy Shares**") and current shareholders of Synergy will hold approximately 24.57% of the Synergy Shares (prior to the completion of the

concurrent private placement described below). Accordingly, the Proposed Transaction will constitute a reverse take-over of Synergy.

If a special shareholders' meeting is expressly required by the exchanges or regulatory authorities, a notice of special shareholders' meeting and management proxy solicitation information circular (the "**Circular**") will be mailed to Synergy's shareholders. The purpose of the meeting will be to approve the Proposed Transaction, the delisting of Synergy from the TSX-V, the election of a new board of directors (as designated by Quebec Co. at its discretion) and the listing of Synergy on the Canadian National Stock Exchange ("**CNSX**"). In the event that a special shareholders' meeting is not required, Synergy expects to obtain the written consent of the holders of a majority of voting shares of Synergy in lieu of a meeting.

Concurrent with the closing of the Proposed Transaction, Synergy expects to complete a non-brokered private placement (the "**Offering**") to raise gross proceeds of a minimum of \$75,000 and a maximum of \$150,000 through the issuance of common shares at the discounted market price, in accordance with stock exchange policies. It is anticipated that the subscribers to the Offering will be arms-length accredited investors.

Concurrent with the closing of the Proposed Transaction, the current directors and officers of Synergy will resign and new directors and officers will be nominated by Quebec Co. After giving effect to the Proposed Transaction, it is expected that Synergy will carry on business under a different name (acceptable to the applicable authorities) and the Synergy Shares are expected to be listed on the CNSX under a new trading symbol.

Quebec Co will retain a 1% net smelter royalty ("**NSR**") on each Claim with Synergy having the right to purchase one-half (0.5%) of the NSR at any time by paying \$500,000 to Quebec Co. Concurrent with the closing of the Proposed Transaction, Synergy and 9248-7792 Quebec Inc. will enter into an exclusive exploration work management agreement.

Synergy is entitled to a break-up fee equal to the sum of \$15,000, less any amount already paid by Quebec Co. for Synergy's expenses, if the closing of the Proposed Transaction does not occur due to Quebec Co's unilateral decision not to pursue the Proposed Transaction, other than by reason of Quebec Co.'s reasonable dissatisfaction with the results of its legal (but not business or financial) due diligence. The Proposed Transaction is an arm's length transaction and therefore is not a related party transaction.

Readers are cautioned that the Proposed Transaction is subject to a number of conditions, including but not limited to, shareholder and regulatory approvals. The transaction cannot close until the required shareholder

approval is obtained. There are risks associated with the transaction and there can be no assurance that it will close.

ITEM 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

None

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Don Caron
Chief Executive Officer
Telephone: (780) 496-9171

ITEM 9 Date of Report

July 18, 2013