

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Synergy Acquisition Corp. (the "Company")
#1604, 10025 – 102A Avenue
Edmonton, Alberta
T5J 2Z2

2. Date of Material Change

May 12, 2011

3. News Release

The news release dated May 12, 2011 was filed with the TSX Venture Exchange ("TSXV") and the British Columbia and Alberta Securities Commissions via SEDAR and disseminated via Stockwatch and Marketnews.

4. Summary of Material Change

The Company announced it completed the consolidation of its outstanding common shares on the basis of one post-consolidation common share for every six pre-consolidation common shares held in accordance with the approvals received from shareholders at the special meeting held February 8, 2011.

5. Full Description of Material Change

Refer to the Press Release attached hereto as Schedule A.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

The Company is not relying on subsection 7.1(2) or (3) of National Instrument 51-102.

7. Omitted Information

No information has been omitted on the basis that its confidential information.

8. Executive Officers

Don Caron, Chief Executive Officer
Ph.: (780) 496-9171

Eric Sauze CA, Chief Financial Officer
Ph.: (780) 231-6417

9. Date of Report

May 13, 2011

Schedule A

SYNERGY ACQUISITION CORP.

Press Release
For Immediate Release
NEX Symbol "SAQ.H"

SYNERGY COMPLETES COMMON SHARE CONSOLIDATION

Edmonton, Alberta, Canada, May 12, 2011 – Synergy Acquisition Corp. (the "Company") (NEX: SAQ.H) announced today that it completed the consolidation of its outstanding common shares on the basis of one post-consolidation common share for every six pre-consolidation common shares held (the "Consolidation") in accordance with the approvals received from its shareholders at the special meeting held February 8, 2011. The 15,541,000 pre-consolidation common shares of the Company outstanding immediately prior to the consolidation have been reduced to approximately 2,590,167 post-consolidation common shares of the Company. The Company expects its common shares will begin trading on the NEX on a post-consolidation basis effective as of the opening of trading on Friday May 13, 2011. The Company has filed the relevant Articles of Amendment with the Alberta Registrar of Corporations and has arranged for the share certificates to be exchanged.

Letters of transmittal relating to the Consolidation will be mailed to all registered shareholders on or about May 18, 2011. All registered shareholders of the Company will be required to send their certificates representing pre-consolidation common shares with a properly executed letter of transmittal to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare") in Toronto, Ontario, in accordance with the instructions provided in the letter of transmittal. Additional copies of the letter of transmittal may be obtained through Computershare Shareholder Services: 1-800-564-6253. All registered shareholders who duly complete letters of transmittal and submit their pre-consolidation share certificates to Computershare will receive post-consolidation common share certificates. No fractional post-consolidation common shares will be issued pursuant to the Consolidation. Any fractional share comprising less than one share will be deemed to have been cancelled without any repayment in respect thereof.

About Synergy

The Company's primary focus for the foreseeable future will be to identify, evaluate and complete an operating business acquisition. Management will consider growth opportunities in a number of industries and geographic locations.

For additional information, please contact:

Eric Sauze CA

Chief Financial Officer

Synergy Acquisition Corp.

T: 780 231-6417

E: esauze@synergyacquisition.com

The TSX Venture Exchange Inc. has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.