

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: Vinergy Resources Ltd. (the "Issuer").

Trading Symbol: VIN

Date: January 6, 2017.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 26,333,330

Date of News Release Announcing Private Placement: December 14, 2016

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.26

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Please see the attached schedule A							

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$2,083,400.00.
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. The Issuer will use the proceeds to fund the acquisition of MJ Biopharma as detailed in the Issuer's news release of December 14, 2016.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: n/a
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. n/a
5. Description of securities to be issued:
 - (a) Class common shares
 - (b) Number 10,417,000
 - (c) Price per security \$0.20
 - (d) Voting rights one share is entitled to one vote
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 5,208,500
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 5,208,500
 - (c) Exercise price \$0.40
 - (d) Expiry date:
12 months following the closing of the private placement provided however, that the Issuer will be entitled to accelerate the expiry date of the Warrants to the date that is 30 days following the date a news release is issued by the Issuer announcing that the volume weighted average price of the Shares on the Canadian Securities Exchange exceeds \$0.55 for any ten consecutive trading days after the hold period on the Shares has expired.
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount n/a .
 - (b) Maturity date n/a .

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- (c) Interest rate n/a .
 - (d) Conversion terms n/a .
 - (e) Default provisions n/a .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement:

Haywood Securities Inc. ("**Haywood**")
700-200 Burrard Street
Vancouver, BC V6C 3L6

PI Financial Corp. ("**PI**")
1900 - 666 Burrard Street
Vancouver, BC V6C 3N1
 - (b) Cash: \$65,840 being 8% of the gross proceeds of the Private Placement (\$28,000 will be paid to Haywood and \$37,840 will be paid to PI).
 - (c) Securities: 329,200 Finder 's Warrants, being 8% of the total number of the Shares to be issued under the Private Placement (140,000 Finder's Warrants to be issued to Haywood and 189,200 Finder's Warrants to be issued to PI.)
 - (d) Other n/a .
 - (e) Expiry date of any options, warrants etc. :

12 months following the closing of the private placement provided however, that the Issuer will be entitled to accelerate the expiry date of the Finder's Warrants to the date that is 30 days following the date a news release is issued by the Issuer announcing that the volume weighted average price of the Shares on the Canadian Securities Exchange exceeds \$0.55 for any ten consecutive trading days after the hold period on the Shares has expired.
 - (f) Exercise price of any options, warrants etc. \$0.40
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship: N/A

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10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
n/a .
11. State whether the private placement will result in a change of control: n/a.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders: n/a.
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102. Yes.

2. Acquisition N/A

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: n/a
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: n/a
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: n/a .
 - (b) Cash: n/a .
 - (c) Securities (including options, warrants etc.) and dollar value: n/a
 - (d) Other: n/a .
 - (e) Expiry date of options, warrants, etc. if any: n/a .
 - (f) Exercise price of options, warrants, etc. if any: n/a .
 - (g) Work commitments: n/a .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
n/a
 5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: n/a .
 6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows: n/a
 7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: n/a
 8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): n/a
 - (b) Cash n/a .
 - (c) Securities n/a
 - (d) Other n/a .
 - (e) Expiry date of any options, warrants etc. n/a
 - (f) Exercise price of any options, warrants etc. n/a .
 9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. n/a
 10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. n/a
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LISTED SECURITIES**

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Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: January 6, 2017.

Glen Macdonald
Name of Director or Senior
Officer

"Glen Macdonald"
Signature

Chief Executive Officer
Official Capacity

SCHEDULE “A”
SUBSCRIBER DETAILS

Full Name & Residential Address of Placee	Number of Shares Purchased	Total Purchase price of Shares (CDN\$)	Conversion Price ⁽¹⁾ (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed⁽¹⁾	Payment Date	Related Person
1456677 Ontario Inc. Markam, ON	500,000	\$100,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Edward Shirazi Gibraltar	500,000	\$100,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Franz Gehriger West Vancouver, BC,	500,000	\$100,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Gordon Holmes Puerto Rico	200,000	\$40,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Jonathan Leaver Switzerland	500,000	\$100,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Marc Renaud Vancouver, BC	200,000	\$40,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Nadja Gehriger West Vancouver, BC,	200,000	\$40,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No

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Skybiz Inc. Toronto, ON	125,000	\$25,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Victor Quezada North Vancouver, BC	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Theodore Sklaventitis Vancouver, B.C.	50,000	\$10,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
John Brown Ardrossan AB	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Mohamed Elsaghir Calgary AB	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Neil Manning Victoria, BC	150,000	\$30,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Sonny Chew Vancouver, BC	50,000	\$10,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Mynter Management Services Inc. Vancouver, BC	150,000	\$30,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No

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Richard Mark Granville-Smith Manassas, VA USA	35,000	\$7,000	n/a	Section 2.3(1) of National Instrument 45-106	35,000	Effective January 9, 2017	No
Scott Harkness Calgary, AB	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Maxence Gagne-Gadbout Longueuil, QC	50,000	\$10,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Anne Chopra Vancouver, BC	250,000	\$50,000	n/a	Section 2.3(1) of National Instrument 45-106	89,000	Effective January 9, 2017	No
Nali George Bedford NS	500,000	\$100,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Geoffrey Davidson Invermere, BC	75,000	\$15,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Murray Davidson Invermere, BC	125,000	\$25,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Rickjeet Hayre Surrey, BC	25,000	\$5,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No

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Navroop Saran Surrey, BC	150,000	\$30,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Mukesh Nayyar Vancouver, BC	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Sterling Mcleod Calgary, AB	25,000	\$5,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Mario Vetro Vancouver, BC	50,000	\$10,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
David Terlicher New Westminster, BC	25,000	\$5,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Austin Dennis Vancouver, BC	15,000	\$3,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Orion Winkelmeier Vancouver, BC,	30,000	\$6,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Frank Hoegel Paraguay	125,000	\$25,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No

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Dave Testani Burnaby, BC	50,000	\$10,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
0989169 B.C. Ltd. Surrey, BC	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Caleb Jeffries Port Moody, BC	20,000	\$4,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Karim Mohamedani Burnaby, BC	50,000	\$10,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Andrew Yeoman Toronto, ON	250,000	\$50,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Fast Freeze Technologies Inc. Mission, BC,	50,000	\$10,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Chiron Capital Inc. Richmond, BC,	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Voelpel Gold Metal Langley, BC	50,000	\$10,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No

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Kevin Russell Edmonton, AB	25,000	\$5,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Suneela Chopra Vancouver, BC	210,000	\$42,000	n/a	Section 2.3(1) of National Instrument 45-106	50,000	Effective January 9, 2017	No
Nishal Kumar Vancouver, BC	130,000	\$26,000	n/a	Section 2.3(1) of National Instrument 45-106	135,000	Effective January 9, 2017	No
Aarun Kumar Vancouver, BC	125,000	\$25,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Soche Holdings Abbotsford, BC	75,000	\$15,000	n/a	Section 2.3(1) of National Instrument 45-106	20,000	Effective January 9, 2017	No
Nicholas Stewart Vancouver, BC	10,000	\$2,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Paul Mcguire Burnaby, BC	25,000	\$5,000	n/a	Section 2.3(1) of National Instrument 45-106	12,000	Effective January 9, 2017	No
Anthony Oram Burlington, ON	675,000	\$135,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No

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David Pais Coquitlam, BC	25,000	\$5,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Ben Stang Beaumont, AB	75,000	\$15,000	n/a	Section 2.3(1) of National Instrument 45-106	25,000	Effective January 9, 2017	No
Anne Chopra Vancouver BC	150,000	\$30,000	n/a	Section 2.3(1) of National Instrument 45-106	89,000	Effective January 9, 2017	No
Michael Uhm Surrey, BC	40,000	\$8,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Ryan Trasolini Vancouver, BC	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Karson Hutchinson Vancouver, BC	35,000	\$7,000	n/a	Section 2.3(1) of National Instrument 45-106	20,000	Effective January 9, 2017	No
Rockshield Capital Corp. Vancouver, BC	500,000	\$100,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Acker Finley Asset Management Toronto, ON	500,000	\$100,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No

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Randy Lamb Foam Lake, Saskatchewan	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Clive McKee Switzerland	500,000	\$100,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Alnoor Nathoo Calgary, AB	250,000	\$50,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Emma Panenka Vancouver BC	625,000	\$125,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Martin Nance New York NY USA	67,000	\$13,400	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Gary Bishop Spanish, ON	50,000	\$10,000	n/a	Section 2.3(1) of National Instrument 45-106	0	Effective January 9, 2017	No
Darren Poirier St. Paul, AB	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	100,000	Effective January 9, 2017	No
Bryan Henry Vancouver, BC	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	90,000	Effective January 9, 2017	No

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Damien Lowry Coldstream, BC	100,000	\$20,000	n/a	Section 2.3(1) of National Instrument 45-106	100,000	Effective January 9, 2017	No
Gaétan Rodrigue Saint-Georges, QC	50,000	\$10,000	n/a	Section 2.3(1) of National Instrument 45-106	96,500	Effective January 9, 2017	No
Total	10,417,000	\$2,083,400					

Note:

- (1) These are the numbers of shares held by the placees prior to the issuance of shares under this private placement.