

## NEWS RELEASE

# Vinergy Resources Announces Amendments to Change of Business and Private Placement

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UNITED STATES*

**VANCOUVER, BC, February 20, 2019** - Vinergy Resources Ltd. ("**Vinergy**" or the "Company") (**CSE:VIN**) (**OTCQB:VNNYF**) announces that further to its press release of December 3, 2018, that it has amended certain terms of its proposed Change of Business (as defined in CSE policies), pursuant to which Vinergy will be transformed into an investment issuer (the "**Transaction**").

In connection with the Transaction, the Company previously filed a listing statement (the "**Listing Statement**") supporting its application for listing on the Canadian Securities Exchange (the "**CSE**") following completion of the Transaction. A copy of the Listing Statement was filed under the Company's profile at [www.sedar.com](http://www.sedar.com) under the category "filing statement" on November 30, 2018.

The acquisition of Botanical Technologies Inc. ("**BOTA**") as disclosed in the Listing Statement has been terminated. The Company has advanced the aggregate amount of \$150,000 to BOTA and is in the process of reviewing this receivable for collectability.

In addition, the Company announces that it has entered into a letter of intent to acquire all of the issued and outstanding securities of Phyto Pharma Inc. ("**Phyto**"). In consideration for the acquisition of Phyto, the Company will, upon closing of the acquisition, issue to Phyto shareholders an aggregate of 7,000,000 common shares in the capital of the Company (the "**Payment Shares**") at a deemed price of CDN\$0.12 per Payment Share. The Payment Shares will be subject to escrow conditions and/or resale restrictions as required by applicable securities laws and the policies of the CSE. In addition, the Company will provide Phyto with an aggregate of US\$1,200,000 in working capital (of which, US\$600,000 has been advanced to date).

The Company will file an updated Listing Statement with the CSE reflecting the termination of the BOTA acquisition and the proposed Phyto acquisition as soon as practicable.

Trading on the CSE under the new name "Vinergy Capital Inc." is expected to commence once final approval is obtained from the CSE. There will not be a change to the Company's ticker symbol which will remain "VIN". Final approval remains subject to, among other things, completion of the Offering (as defined below) and the receipt of shareholder approval for the Transaction. There can be no guarantees that the Transaction will be completed as contemplated or at all.

In connection with the Transaction, the Company announces that it intends to complete a non-brokered private placement offering of up to 12,500,000 units (the "**Units**") at a price of \$0.12 per Unit for gross proceeds of up to \$1,500,000 (the "**Offering**"). Each Unit will consist of one common share in the capital of the Company (a "**Share**") and one transferable common share purchase warrant (a "**Warrant**"), with each Warrant exercisable into one additional Share at a price of \$0.15 for a period of 24 months from the date of issuance.

The Company may pay a finder's fee on the Offering within the amount permitted by the policies of the CSE.

Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the CSE. All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

**The CSE does not accept responsibility for the adequacy or accuracy of this release.**

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#### Cautionary Statement Regarding "Forward-Looking" Information

The forward-looking information contained in this press release is made as of the date of this press release and, except as required by applicable law, the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking information, whether as a result of new information, future events or otherwise, except as may be required by law. By its very nature, such forward-looking information requires the Company to make assumptions that may not materialize or that may not be accurate. This forward-looking information is subject to known and unknown risks and uncertainties and other factors, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such information.