

WHISTLEBLOWER POLICY

VERTEX RESOURCE GROUP LTD.

The following is the full text of the Whistleblower Policy (the “**Policy**”) of Vertex Resource Group Ltd. (the “**Company**”) adopted and approved by the Board of Directors (the “**Board**”) of the Company on December 15, 2017.

Mandate

The Company is committed to having the highest standards of integrity and accountability in all aspects of its business. The purpose of this Whistleblower Policy is to encourage employees or third parties to report any action or suspected action taken within the Company that is illegal, fraudulent or in violation of any approved policies of the Company. This policy applies to any matter which is related to the Company’s business and does not relate to private acts of individuals not connected to the business of the Company.

The Company has established policies and procedures for the confidential and anonymous submission of complaints or concerns regarding financial statement disclosures, accounting, internal controls, fraud, auditing matters or other activities which may violate the Company’s Code of Business Conduct and Ethics. The financial and operational information respecting the Company guides the decisions of the Board of Directors and is relied upon by shareholders and the financial markets. As such, any person who becomes aware of any business, accounting or reporting activity involving the Company that may be considered ethically, morally or legally questionable is strongly encouraged to report the activity to the Chairman of the Audit Committee as soon as possible. The contact information for the Chairman of the Audit Committee is as follows:

By Telephone: 1-800-661-9675

Report Online: www.vertex.confidenceline.net

The types of questionable activity that this Policy is targeted at are broad and include any matter which, in the view of the complainant, is illegal, unethical, contrary of the policies of the Company or in some other manner not right or proper. Examples would include, without limitation:

- i. criminal activity;
- ii. violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- iii. violation of the Company’ Code of Business Conduct and Ethics;
- iv. fraud or deliberate error in the preparation, evaluation, review or audit of any financial statements of the Company;
- v. fraud or deliberate error in the recording and maintaining of financial records of the Company;

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- vi. deficiencies in, noncompliance with, or efforts to circumvent the Company's internal policies and controls;
- vii. misrepresentation or a false statement by or to a director, officer or employee of the Company respecting a matter contained in the financial records, reports or audit reports;
- viii. deviations from full and fair reporting of the Company's financial conditions;
- ix. actions that endanger health or safety or that might cause environmental damage; or
- x. actions that have the effect of concealing any of the foregoing.

Anonymity and Confidentiality

To the extent practical and permitted under law, the identity of any employee who makes reports pursuant to this Policy will not be revealed to persons in the employee's department, division, or work location. The Company will make good faith efforts to protect the confidentiality of persons making reports; provided, however, the Company or its employees and agents shall be permitted to reveal the reporting person's identity and confidential information to the extent necessary to permit a thorough and effective investigation.

Treatment of Reports and Complaints

All reports and complaints made under this Policy will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable laws. Appropriate corrective action will be taken if warranted by the investigation.

Reports that involve the Company's accounting, auditing, internal controls and disclosure practices will be reviewed under the direction and oversight of the Audit Committee. In reviewing such reports, the Audit Committee may seek assistance and direction from whomever the Audit Committee thinks appropriate including, without limitation, external legal counsel. Corrective action will be taken when it is deemed necessary by the Audit Committee or other designated personnel.

Protection for Whistleblowers

The Company shall not take adverse employment action against an officer or employee in retaliation for:

- i. any reports of wrongdoing made in good faith;
- ii. providing information or causing information to be provided in an investigation conducted by any regulatory agency or authority, or person at the Company with supervisory or similar authority over the employee,

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- regarding any conduct the employee in good faith believes constitutes a violation of applicable securities laws, any rule or regulation of any applicable securities commission or any provision of law relating to fraud against the Company's shareholders; or
- iii. participating in an investigation, hearing court proceeding or other administrative inquiry in connection with a report of wrongdoing.

Any employee that has made a report to the Chairman of the Audit Committee in accordance with this Policy and has been subject, as a result, to retaliation from the Company or any of its officers or employees should report the retaliation to the Chairman of the Audit Committee as soon as possible. Disciplinary action will be taken against any officer or employee who retaliates (or encourages others to do so), directly or indirectly, against a person who reports misconduct.

This Policy is intended to encourage reporting of wrongdoing by the Company's employees and presumes that employees will act in good faith and will not make false accusations. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith may be subject to discipline, which may include termination. Employees who report acts of wrongdoing pursuant to this Policy can, and will, continue to be held to the Company's general job performance standards. Therefore, an employee against whom legitimate adverse employment actions have been taken or are proposed to be taken for reasons other than prohibited retaliatory actions, such as poor job performance or misconduct by the employee, is prohibited from using this Policy as a defense against the Company's lawful actions.

Retention of Records and Reporting

The Audit Committee shall retain records of all reports made under this Policy for a period judged to be appropriate based upon the merits of the submission. The types of records retained by the Audit Committee shall include records of the receipt of the report, all steps taken in connection with the investigation and the resolution of such report and investigation.

Amendment and Termination

This Policy may be amended or terminated by the Board at any time and from time to time.