



AMENDED NOTICE OF ANNUAL AND SPECIAL SHAREHOLDERS MEETING

Vertex Resource Group Ltd. (“Vertex” or the “Company”) has changed the date of its Annual and Special Meeting (the “Meeting”) of holders (“Shareholders”) of common shares (“Common Shares”) of the Company from June 10, 2020 to **Tuesday, June 23, 2020 at 9:00 a.m. (MDT) by teleconference** for the following purposes (Conference phone number: 1-877-385-4099; Participant code: 2635025 #):

1. to consider Vertex’s financial statements for the year ended December 31, 2019 and the auditor’s report on those statements;
2. to elect Vertex’s directors;
3. to appoint PricewaterhouseCoopers, LLP as Vertex’s auditor at a remuneration to be fixed by the directors;
4. to approve the stock option plan;
5. to transact any other business properly brought before the Meeting.

The board of directors of the Company (the “Board”) has fixed May 4, 2020 as the record date for the Meeting (the “Record Date”), which still applies to the revised Meeting date. Shareholders of record at the close of business on May 4, 2020 are entitled to receive notice of the Meeting and to vote those Common Shares held as at the Record Date. If a Shareholder transfers any Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not less than ten days before the Meeting, that the transferee’s name be included in the list of shareholders entitled to vote at the Meeting, such transferee shall be entitled to vote such Common Shares at the Meeting.

Vertex’s Management Information Circular (the “Circular”) which has been circulated and is posted on Sedar is your guide to the business to be considered at the Meeting. Shareholders are reminded to review this Amended Notice of Annual and Special Meeting of Shareholders and the Circular prior to voting.

To date, the COVID-19 pandemic has had a material impact on the methods in which business and meetings are conducted. Public health emergency initiatives restrict the number of individuals that may gather in one place. In Alberta, Canada, the location of Vertex’s corporate office, public gatherings are currently limited to 15 individuals. As a result, Vertex will not hold an in-person Meeting. In order to minimize interruptions to ongoing business activities, the Company will conduct the Meeting by teleconference as allowed by its bylaws and the Alberta Business Corporations Act (ABCA).

Such a teleconference meeting involves inherent limitations including the number of phone lines available and efficiency and effectiveness pertaining to attendance, participation, and voting. Vertex strongly encourages registered Shareholders and proxy holders to vote in advance of the meeting. Beneficial Shareholders who are not also proxy holders are required to vote in advance. Voting instructions are outlined in the Circular.

While all Shareholders are highly valued and appreciated, the right to attend, participate, and vote at the Meeting is limited to registered Shareholders and proxy holders. Beneficial Shareholders who are not proxy holders do not have this right. Due to the COVID-19 restrictions imposed and the inherent limitations of a meeting by teleconference, Vertex will need to rely on this restriction and limit attendance at the Meeting. While the Company will do everything within its ability to control attendance, the possibility exists that registered Shareholders and proxy holders may not be able to join the Meeting. Previous Vertex Annual and Special meetings have been characterized by very few in-person attendees with the vast majority of votes made in advance of the meeting. The Company has planned this year’s meeting in accordance with those expectations.

Beneficial Shareholders are those whose shares are held with a broker, bank, or other intermediary. Registered Shareholders are those whose shares are recorded in the person’s name in the records of the Company’s transfer agent.

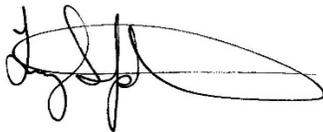
Due to the nature of the Meeting, business undertaken will be limited. Only the business outlined in the body of the Circular will be addressed. There will not be a presentation. A strict time frame will be established for the meeting. There may not be an opportunity for a question and answer period. Voting will be undertaken verbally by roll call. There will be a limited number of phone lines available for access to the Meeting.

Vertex has provided instructions on how to complete and return your proxy with the previously circulated proxy form and in the Circular. Vertex's transfer agent, TSX Trust Company, **must receive your proxy no later than 9:00 a.m. (MDT) on Friday, June 19, 2020**, or, if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays, and holidays) before any adjourned Meeting. You must send your proxy to Vertex's transfer agent by: (i) mailing or hand delivering the proxy to TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, ON M5H 4H1; (ii) voting by internet at www.voteproxyonline.com and entering the 12-digit control number; or (iii) faxing your proxy to TSX Trust Company at 416-595-9593.

Any proxies submitted to date, which have not been validly revoked in the manner described in the Circular, will remain as valid and will be voted by the appointed proxyholder. Votes submitted to date will also remain valid.

If you are not a registered holder of Common Shares and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or applicable voting instruction form in accordance with the instructions provided to you by your broker or other intermediary with respect to the procedures to be followed for voting.

By Order of the Board,



Terry A. Stephenson
President and Chief Executive Officer
June 3, 2020