

**Notice of Change in Corporate Structure
Pursuant to Section 4.9 of National Instrument 51-102 (“NI 51-102”)**

Vertex Resource Group Ltd. (formerly Vier Capital Corp.) (the “**Corporation**”) hereby gives notice as follows:

Item 1 Names of the Parties to the Transaction

Vier Capital Corp. (“**Vier**”), Vertex Resource Group Ltd. (“**Old Vertex**”) and Kinetichem Corp. (“**Kinetichem**”), a wholly-owned subsidiary of Old Vertex.

Item 2 Description of the Transaction

On October 16, 2017, the Corporation completed its qualifying transaction (the “**Qualifying Transaction**”) pursuant to the policies of the TSX Venture Exchange. In connection with the Qualifying Transaction: (i) all of the issued and outstanding common shares of Vier (the “**Common Shares**”) were consolidated on a 10-for-1 basis; (ii) Vier acquired all of the issued and outstanding class A common shares in the capital of Old Vertex in exchange for Common Shares; and (iii) Vier, Old Vertex and Kinetichem amalgamated to form the Corporation with the name Vertex Resource Group Ltd.

Item 3 Effective Date of the Transaction

October 16, 2017.

Item 4 Names of each Party, if any, that ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

Not applicable. The Corporation will continue to be a reporting issuer in Alberta, British Columbia and Saskatchewan.

Item 5 Date of the Reporting Issuer's First Financial Year-End After the Transaction

Not applicable.

Item 6 Periods for filing interim financial statement

Not applicable.

Item 7 Documents filed under NI 51-102 that describe the transaction

The following documents further describe the Qualifying Transaction and can be found on the Corporation’s SEDAR profile at www.sedar.com:

- (a) News Release dated July 19, 2017;
- (b) Pre-Acquisition Agreement dated September 8, 2017;
- (c) News Release dated September 11, 2017;
- (d) Material Change Report dated September 15, 2017;
- (e) Filing Statement dated October 4, 2017;
- (f) News Release dated October 16, 2017; and
- (g) Material Change Report dated October 18, 2017.

Dated: October 18, 2017.