

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Vertex Resource Group Ltd. (the “**Issuer**”) (formerly Vier Capital Corp.)
Suite 121 – 2055 Premier Way
Sherwood Park, Alberta
T8H 0G2

This report relates to: (i) common shares (“**Common Shares**”) in the capital of the Issuer; and (ii) share purchase warrants (“**Warrants**”) to acquire Common Shares.

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

The Common Shares and the Warrants were acquired pursuant to the transaction described in Item 2.2 below and not through any market.

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.**

Brian Butlin
#19 Blue Quill Crescent
Edmonton, Alberta
T6J 6C3

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On October 16, 2017, the Issuer completed its Qualifying Transaction (as such term is defined in the policies of the TSX Venture Exchange) pursuant to which its predecessor, Vier Capital Corp.: (i) acquired all of the issued and outstanding shares of Vertex Resource Group Ltd. (the “**Target**”) in exchange for share consideration; and (ii) amalgamated with the Target and Kinetichem Corp. to form the Issuer (the “**Qualifying Transaction**”). The Qualifying Transaction is more fully described in the filing statement of the Issuer dated October 4, 2017 (the “**Filing Statement**”) which is available on SEDAR at www.sedar.com.

- 2.3 State the names of any joint actors.**

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

Prior to completion of the Qualifying transaction, Mr. Butlin did not have ownership of, or exercise control or direction over, any voting or equity securities of the Issuer or any securities convertible into voting or equity securities of the Issuer.

In connection with the Qualifying Transaction, Mr. Butlin received 10,073,709 Common Shares (representing approximately 11.64% of the issued and outstanding Common Shares on a non-diluted basis (approximately 11.10% of the issued and outstanding Common Shares on a fully-diluted basis)) and Warrants exercisable for 1,098,603 Common Shares (representing approximately 1.21% of the issued and outstanding Common Shares on a fully-diluted basis).

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

Mr. Butlin acquired ownership of the Common Shares and Warrants referenced in this report.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See response to Item 3.1, above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See response to Item 3.1, above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

- 4.1 **State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The Common Shares and Warrants referenced herein were issued to Mr. Butlin in exchange for his 2,650,976 class A common shares in the capital of the Target and share purchase warrants to acquire 289,106 class A common shares in the capital of the Target, respectively. As more particularly described in the Filing Statement, the deemed value of the Common Shares issued in connection with the Qualifying Transaction was \$1.00 per Common Share.

- 4.2 **In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1, above.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

See Item 4.1, above.

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

Mr. Butlin acquired the Common Shares and the Warrants in connection with the Qualifying Transaction. Mr. Butlin holds the Common Shares and the Warrants for investment purposes and to satisfy the minimum share ownership guidelines applicable to him as a director of the Issuer. Mr. Butlin does not have any current intentions to increase or decrease his beneficial ownership or control or direction over any additional securities of the Issuer.

As disclosed in the Filing Statement, Mr. Butlin is party to the Surplus Security Escrow Agreement (as defined in the Filing Statement) pursuant to which the Common Shares and Warrants owned by Mr. Butlin shall be held in escrow by TSX Trust, in its capacity as the escrow agent under the Surplus Security Escrow Agreement. Upon release of the Common Shares and Warrants from escrow, or otherwise in accordance with the terms of the Surplus Security Escrow Agreement, Mr. Butlin may, from time to time and depending on market and other conditions, acquire additional Common Shares through market transactions, private agreements, treasury issuances, dividend reinvestment programs, exercise of the Warrants, options, convertible securities or otherwise, or may sell all or some portion of the Common Shares or Warrants it owns or controls, or may continue to hold the Common Shares or Warrants.

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

Not applicable.

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

Not applicable.

(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

Not applicable.

(e) a material change in the present capitalization or dividend policy of the reporting issuer;

Not applicable.

(f) a material change in the reporting issuer's business or corporate structure;

Not applicable.

(g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

Not applicable.

(h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

Not applicable.

(i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

Not applicable.

(j) a solicitation of proxies from securityholders;

Not applicable.

(k) an action similar to any of those enumerated above.

Not applicable.

Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

See Item 5(a), above, the Common Shares and Warrants are subject to the Surplus Security Escrow Agreement.

Item 7 - Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 - Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 - Certification

Certificate

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquirer, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 16th day of October, 2017.

(signed) "*Brian Butlin*"

Brian Butlin