Vertex Resource Group Ltd.
Management's Discussion and Analysis
Three and nine months ended September 30, 2018 and 2017

The following Management's Discussion and Analysis ("MD&A") is dated November 23rd, 2018, and is a discussion of the consolidated financial position and results of Vertex Resource Group Ltd. ("Vertex" or the "Company") for the three and nine months ended September 30, 2018 and 2017, and should be read together with Vertex's unaudited condensed consolidated interim financial statements and accompanying notes (the "Interim Financial Statements") for the three and nine months ended September 30, 2018, Vertex's annual audited consolidated financial statements and accompanying notes (the "Annual Financial Statements") for the year ended December 31, 2017 and the Company's Annual Information Form ("AIF") for the same year filed on the Company's SEDAR profile at www.sedar.com. All dollar amounts contained in tables in this MD&A are in thousands of Canadian dollars, except per share amounts or unless otherwise stated.

This MD&A and the Interim Financial Statements and comparative information have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), which are also Generally Accepted Accounting Principles ("GAAP") for publicly accountable enterprises in Canada. This MD&A contains forward looking information and reference should be made to Section 7.0 Forward-Looking Information.

1.0 Executive Overview

Vertex is a publicly listed company on the TSX Venture Exchange ("TSXV") trading under the symbol VTX.

Vertex provides environmental services to a diverse clientele across western Canada and maintains a presence in select locations in the United States. Vertex helps its clients achieve their developmental and operational goals through a versatile suite of integrated services. From initial site selection, consultation and regulatory approval, through the construction, operation and maintenance phases, to conclusion and environmental cleanup, Vertex offers services throughout the life cycle of its clients' projects. The Company services a wide array of high quality customers in many different industries noted below.

The Company provides services in western Canada where the level of operating activity is influenced by seasonal weather patterns. Certain project sites are located in remote areas that are inaccessible other than during the winter months because the ground surrounding the project sites makes the area inaccessible during warmer seasons. Seasonal factors and unexpected weather patterns may lead to declines in the demand for the services of the Company. Wet weather and the spring thaw can make the ground unstable; consequently, municipalities and provincial transportation authorities enforce road bans that restrict movement of vehicles and other heavy equipment, thereby reducing activity levels.

The Company operates two operating segments:

Environmental Services

Through Vertex's Environmental Services segment, the Company provides a variety of services related to assisting its clients to meet internal environmental standards, environmental legislation and related environmental compliance requirements. These services span multiple industries including: oil and gas, mining, utilities, forestry, private development, public infrastructure, telecommunications and government. More specifically, these services include environmental planning and regulatory approvals, reclamation, remediation, groundwater monitoring, abandonment, drilling and completion engineering, emergency spill response, vacuum, hydrovac, pressure testing, industrial cleaning, fluid management and logistic solutions, waste management bins and disposals, wellsite accommodations, and engineered chemistry products and solutions.

Industrial Services

Through Vertex's Industrial Services segment, the Company offers services related to infrastructure and facility maintenance, as well as the construction of those assets, spanning a range of industries. These services span industries including: agriculture, forestry, government, public infrastructure, oil and gas production, mining and utilities. These services include the manufacturing and installation of custom insulation blankets and the manufacturing and repair of self-frame and rigid-frame metal buildings, utilidor products and industrial insulation.

2.0 Financial Highlights

2.1 Selected Financial Information

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	**2018**	2017
Revenue	**41,425**	34,989	**103,803**	82,647
Direct costs	**30,490**	25,696	**75,340**	58,872
Gross profit	**10,935**	9,293	**28,463**	23,775
General and administrative expenses	**4,859**	4,245	**13,792**	12,176
Share-based compensation	**49**	-	**140**	-
Amortization	**5,492**	3,378	**11,989**	10,128
Finance costs	**1,163**	1,933	**7,840**	3,851
Bargain purchase gain	**(6,760)**	-	**(6,825)**	(636)
Income (loss) before income taxes	**6,132**	(263)	**1,527**	(1,744)
Income tax expense (recovery)	**(374)**	(65)	**(334)**	(499)
Net income (loss) and comprehensive income (loss) for the period	**6,506**	(198)	**1,861**	(1,245)
Net income (loss) and comprehensive income (loss) for the period				
Basic and diluted	**0.07**	(0.00)	**0.02**	(0.02)
Weighted average number of shares outstanding for the purpose of calculating earnings per share				
Basic and diluted	**90,942,245**	82,713,426	**89,361,104**	73,585,657

	September 30, 2018	December 31, 2017
Total assets	**181,528**	144,156
Total loans and borrowings, less cash	**84,415**	61,864

2.2 EBITDA

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	**2018**	2017
Net loss and comprehensive loss for the period	**6,506**	(198)	**1,861**	(1,245)
Add:				
Income tax recovery	**(374)**	(65)	**(334)**	(499)
Bargain purchase gain	**(6,760)**	-	**(6,825)**	(636)
Finance costs	**1,163**	1,933	**7,840**	3,851
Amortization	**5,492**	3,378	**11,989**	10,128
Share-based compensation	**49**	-	**140**	-
EBITDA (1)	**6,076**	5,048	**14,671**	11,599
Environmental Services	**6,788**	4,246	**15,325**	11,734
Industrial Services	**920**	1,995	**3,716**	3,481
Corporate Services	**(1,632)**	(1,193)	**(4,370)**	(3,616)
	6,076	5,048	**14,671**	11,599

(1) "EBITDA" is defined as net loss before interest, income taxes, depreciation and amortization. EBITDA is a non-IFRS measure, calculated by adding back to net income (loss) the sum of income taxes, finance costs, bargain purchase gain, amortization of property and equipment and intangible assets. The Company uses EBITDA as an indicator of its principal business activities prior to consideration of how its activities are financed and the impact of taxation and non-cash depreciation and amortization. EBITDA does not have a standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures provided by other companies. EBITDA is used by many analysts as one of several important analytical tools and management of Vertex believes it is useful for providing readers with additional clarity on Vertex's operational performance prior to consideration of how its activities are financed, taxed, amortized or depreciated. This measure is also considered important by the Company's lenders and is adjusted in determining compliance by the Company with the financial covenants under its lending arrangements.

3.0 Operational Highlights

The results for the third quarter of 2018 improved over the third quarter of 2017. The Company increased revenue, gross profit, EBITDA and net income from the third quarter of 2017 as compared to the third quarter of 2018. The net income increased as a result of a $6.6 million bargain purchase gain related to the Three Star Trucking Ltd. ("Three Star") acquisition completed in the third quarter. The positive trends continued during the quarter, as highlighted below:

- Revenue increased by $6.4 million to $41.4 million or by 18.4% in the third quarter of 2018 from $35.0 million for the same quarter of 2017. Growth in revenue is attributable to acquisitions, consistent customer spending in certain segments and cross-selling strategies between segments offset by revenue reductions in Vertex's Industrial Services segment.

- Gross profit for the third quarter of 2018 was $10.9 million, up 17.7% or $1.6 million from $9.3 million in the same quarter of 2017. Gross profit as a percentage of revenue ("gross profit margin") was 26.4% in the third quarter of 2018 versus 26.6% in the third quarter of 2017.

- General and administrative costs ("G&A") increased by 14.5% or $0.7 million to $4.9 million in the third quarter of 2018, from $4.2 million in the third quarter of 2017. The majority of this increase is attributed to six acquisitions that closed middle to late 2017 and the three acquisitions that closed in the second and third quarters of 2018. These acquisitions added staff, new locations and service offerings in Manitoba, Saskatchewan and Alberta. As a percentage of revenue, G&A was down to 11.7% in the third quarter of 2018 from 12.1% in the third quarter of 2017.

- EBITDA for the third quarter of 2018 was $6.1 million, an increase of 20.4% compared to the third quarter of 2017. This increase was driven by additional EBITDA from the second and third quarter acquisitions offset by reductions in EBITDA in the Company's Industrial Services segment.
- Net income for the third quarter of 2018 increased by $6.7 million, to income of $6.5 million, from a loss of $0.2 million in the third quarter of 2017. The increase in net income was due to a non-taxable bargain purchase gain. Without the bargain purchase gain, the Company would have had a net loss of $0.3 million.
- Vertex completed the complementary acquisition of Three Star in its Environmental Services segment, for aggregate fair value consideration of $7.7 million. This acquisition added $13.4 million in revenue, $2.2 million in gross profit and $2.0 million in EBITDA in the quarter.

The Company experienced increases in revenue, gross profit, EBITDA and net income for the nine months ending September 30, 2018 as compared to the same nine months ending September 30, 2017. The positive trends continued as highlighted below:

- Revenue increased by $21.2 million to $103.8 million or by 25.6% in the nine months ending September 30, 2018 from $82.6 million for the same nine months of 2017. Growth in revenue continued to be attributable to rebounds in customer spending in certain segments, acquisition impacts, cross-selling and utilization strategies between segments and industries. These gains were offset by revenue reductions in Vertex's Industrial Services segment as the Company focused efforts on higher margin service lines within the segment.
- Gross profit for the nine months ending September 30, 2018 was $28.5 million, up 19.7% or $4.7 million from $23.8 million in the same nine months of 2017. Gross profit margin decreased slightly to 27.4% in the nine months ending September 30, 2018 versus 28.8% in the same nine months of 2017, due to revenue increases from lower margin service lines from the first quarter of 2018 and different revenue mixes from the acquisitions.
- G&A increased by 13.3% or $1.6 million to $13.8 million in the nine months ending September 30, 2018, from $12.2 million in the same nine months of 2017. Vertex added staff, public company compliance costs, new locations and service offerings in Manitoba, Saskatchewan and Alberta due to five acquisitions within the past ten months as well as going public. As a percentage of revenue, G&A was down to 13.3% in the nine months ending September 30, 2018 versus 14.7% in the same nine months of 2017. Vertex continues to realize cost efficiencies through integrating acquisitions.
- EBITDA for the nine months ending September 30, 2018 was $14.7 million, an increase of 26.5% compared to the same nine months of 2017. This increase was driven by Vertex's Environmental Services segment producing additional EBITDA through recent acquisitions.
- Net income for the nine months ending September 30, 2018 increased by $3.1 million, to net income of $1.9 million, from a loss of $1.2 million in the nine months ending September 30, 2017. As noted above, the increase in net income was due to bargain purchase gains offset by a one-time finance cost of $3.6 million related to the refinancing of Vertex's debt facilities in May of 2018 and additional costs associated with amending the debt facilities in July of 2018 given the Three Star acquisition.
- Cash generated from operating activities increased by $8.3 million to $4.5 million for the nine months ending September 30, 2018, from cash used in operating activities of $3.8 million in the nine months ending September 30, 2017. A majority of this increase in cash generated from operating activities funded recent acquisitions and property and equipment additions.

4.0 Results from Operations

4.1 Revenue

The following table sets forth revenue by reportable operating segment for the following periods:

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	**2018**	2017
Environmental Services	**38,408**	19,464	**82,457**	52,528
Industrial Services	**2,990**	15,491	**21,305**	30,044
Corporate Services	**27**	34	**41**	75
Consolidated revenue	**41,425**	34,989	**103,803**	82,647

Third Quarter 2018 versus Third Quarter 2017

Revenue increased by 18.4% or $6.4 million, from $35.0 million during the third quarter of 2017, to $41.4 million during the third quarter of 2018, due to an increase in revenues of $18.9 million in the Environmental Services segment offset by a decrease of $12.5 million in the Industrial Services segment.

Revenue increased by 97.3% or $18.9 million in the Environmental Services segment, from $19.5 million in 2017 to $38.4 million in 2018. Revenue from recent acquisitions completed in the second quarter and the acquisition of Three Star during the third quarter, had a positive impact on the results for the quarter. The remaining increase was due to organic growth as Vertex implemented its cross-selling strategies between its operating segments. With the recent acquisitions, Vertex saw improved opportunities to cross utilize people and assets within Vertex's Environmental Services segment. Vertex continues to experience positive momentum with current and new customers throughout the past several months and continues to experience consistent customer spending on recurring operating and maintenance budgets.

Revenue decreased by 80.7% or $12.5 million in the Industrial Services segment, from $15.5 million in the third quarter of 2017 to $3.0 million in the third quarter of 2018, as the company reduced its exposure to lower margin and punitive contracts within the segment. In addition, in the third quarter of 2017, Vertex began work on a large insulation contract which was completed in the second quarter of 2018. Vertex continues to reduce its exposure to this segment given the limited prospects for profitable projects.

Nine Months Ended September 30, 2018 versus Nine Months Ended September 30, 2017

Revenue increased by 25.6% or $21.2 million, from $82.6 million for the nine months ended September 30, 2017 to $103.8 million for the nine months ended September 30, 2018, due to an increase of $29.9 million in the Environmental Services segment offset by a $8.7 million decrease in the Industrial Services segment.

Revenue in the first nine months of 2018 increased by 57.0% or $30.0 million in the Environmental Services segment, from $52.5 million in 2017 to $82.5 million in 2018. This was due to positive impacts from acquisitions completed during the second and third quarter of 2018, and acquisition from the second half of 2017. These gains in revenue were offset by reductions in revenue given an extended spring break up, less drilling activity and wet weather in September in 2018. Vertex continues to make headway on cross-selling and utilization strategies between service lines and industries as well as integration of current and previous acquisitions.

Revenue in the nine months ending September 30, 2018 decreased by 29.1% or $8.7 million in the Industrial Services segment, from $30.0 million in 2017 to $21.3 million in 2018, as the company efficiently completed major work in the first half of 2018 that was secured in the latter part of 2017. The level of 2017 backlog gave the Industrial Services segment a great start to 2018, however Vertex continued to experience a decline in revenue in this segment. As a result, Vertex's long-term strategy is to reduce its overall exposure to the risk associated with this segment and focus efforts on higher margin services that exist within this segment.

4.2 Gross Profit

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	**2018**	2017
Gross profit	**10,935**	9,293	**28,463**	23,775
Gross profit as a % of revenue	**26.4%**	26.6%	**27.4%**	28.8%

Third Quarter 2018 versus Third Quarter 2017

Gross profit increased by 17.7% or $1.6 million, from $9.3 million in the third quarter of 2017 to $10.9 million for the third quarter of 2018. Gross profit margin was consistent at 26.4% in the third quarter of 2018 compared to 26.6% in the third quarter of 2017.

Nine Months Ended September 30, 2018 versus Nine Months Ended September 30, 2017

Gross profit for the nine months ending September 30, 2018 increased by 19.7% or $4.7 million, from $23.8 million in 2017 to $28.5 million in 2018, due to the corresponding increase in revenue. As a percentage of revenue, gross profit margin was down period over period at 27.4% for 2018 compared to 28.8% for 2017. Vertex was anticipating a decrease of gross profit margins from the nine months ending September 30, 2018 from 2017 due to a shift in segment revenue mix and gross profit margins that were lower than average on acquired service lines.

Environmental Service's gross profit increased by $5.2 million during the nine months ending September 30, 2018 as a result of increased demand in certain service lines. However, margin pressure continues as pricing increases successfully passed onto Vertex's customers have been offset by higher fuel and wage costs. In addition, Vertex experienced unusually poor weather in September which resulted in work being deferred or postponed. The Environmental Services segment's gross profit margin for the nine months ended September 30, 2018 was approximately 28%, which improved gross profit on average but was offset by revenue mix from acquisitions which was earned at lower margins than Vertex has historically earned.

The Industrial Service's gross profit margin during the nine months ending September 30, 2018 was approximately 25%. Major projects were completed during the nine months ending September 30, 2018, with additional margin along with higher gross profit margin on current work.

4.3 G&A

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	**2018**	2017
G&A	**4,859**	4,245	**13,792**	12,176
G&A as a % of revenue	**11.7%**	12.1%	**13.3%**	14.7%

Third Quarter 2018 versus Third Quarter 2017

G&A increased by 14.5% or $0.7 million, from $4.2 million in the third quarter of 2017 to $4.9 million in the third quarter of 2018. The increase was a result of costs for facilities, other administrative costs associated with nine complementary acquisitions completed in 2017 and 2018 and public company costs. Vertex continues to integrate acquisitions from the second and third quarter 2018, and continues to manage G&A costs closely as evidenced by G&A, as a percentage of revenue, improving to 11.7% in the third quarter of 2018 versus 12.1% in the third quarter of 2017.

Nine Months Ended September 30, 2018 versus Nine Months Ended September 30, 2017

G&A increased by 13.3% or $1.6 million, from $12.2 million in the nine months ending September 30, 2017 to $13.8 million in the nine months ending September 30, 2018. The increase was a result of expected overhead costs related to nine complementary acquisitions completed in 2017 and 2018 and public company costs as Vertex was a private company for the nine months ending September 30, 2017.

G&A for the nine months, as a percentage of revenue, improved to 13.3% in the nine months ended September 30, 2018 versus 14.7% in the nine months ended September 30, 2017, consistent with improvements in revenue noted above and Vertex's focus on managing its G&A structure while integrating acquisitions as efficiently as possible.

4.4 EBITDA

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2018	2017	**2018**	2017
Environmental Services	**6,786**	4,246	**15,323**	11,734
Industrial Services	**920**	1,995	**3,716**	3,481
Corporate Services	**(1,630)**	(1,193)	**(4,368)**	(3,616)
	6,076	5,048	**14,671**	11,599
EBITDA(1) as a % of revenue	**14.7%**	14.4%	**14.1%**	14.0%

(1) See EBITDA definition Section 2.2.

Third Quarter 2018 versus Third Quarter 2017

EBITDA increased by 20.4% or $1.0 million, from $5.1 million in the third quarter of 2017 to $6.1 million in the third quarter of 2018. EBITDA increased by $2.5 million in the Environmental Services segment which was offset by an EBITDA decrease of $1.1 million in the Industrial Services segment. In the Corporate Services segment, negative EBITDA increased by $0.4 million.

The Environmental Services segment's EBITDA was up 59.9% or $2.5 million, to $6.8 million in the third quarter of 2018 from $4.3 million in the third quarter of 2017. Acquisitions completed in the second and third quarter of 2018 increased Vertex's EBITDA. Within this segment, certain service line's activities were impacted by a wet September, rising fuel and labour costs, and lower than anticipated utilization due to customer project work being delayed until 2019. Utilization of people and assets is expected to improve in the last quarter of 2018 which is anticipated to positively impact future EBITDA.

The Industrial Services segment's EBITDA decreased by 53.9% or $1.1 million, from $2.0 million during the third quarter of 2017 to $0.9 million in the third quarter of 2018. The Industrial Services segment's decrease in revenue in the quarter translated into lower EBITDA in the third quarter of 2018 albeit for higher gross profit margins as management remains steadfast on pricing for services in this segment.

The Corporate Services segment's negative EBITDA increased by 36.8% or $0.4 million, from a loss of $1.2 million in the third quarter of 2017, to a loss of $1.6 million in the third quarter of 2018, due to overhead costs associated with acquisitions completed in the second and third quarters of 2018.

EBITDA for the third quarter, as a percentage of revenue, has improved to 14.7% in the third quarter of 2018 compared to 14.4% in the third quarter of 2017, as the additional volume allowed for some operational efficiencies in the quarter.

Nine Months Ended September 30, 2018 versus Nine Months Ended September 30, 2017

EBITDA increased by 26.5% or $3.1 million, from $11.6 million for the nine months ending September 30, 2017 to $14.7 million for the nine months ending September 30, 2018. EBITDA increased by $3.6 million in the Environmental Services segment and increased by $0.2 million in the Industrial Services segment. EBITDA decreased by $0.7 million in the Corporate Services.

EBITDA increased by 30.6% or $3.6 million in the Environmental Services segment, from $11.7 million in the nine months ending September 30, 2017 to $15.3 million in the nine months ending September 30, 2018, due to increased revenue and EBITDA from acquisitions. The increase was also attributable to improved activity levels in certain service lines despite the negative impacts of an unusually poor weather in September causing projects to be deferred or postponed.

EBITDA increased by 6.8% or $0.2 million in the Industrial Services segment, from $3.5 million in the nine months ending September 30, 2017 to $3.7 million in the nine months ending September 30, 2018, due to efficient execution and completion of major work resulting in additional EBITDA as compared to the same nine months of 2017.

EBITDA decreased by 20.9% or $0.7 million in the Corporate Services segment, from a loss of $3.6 million in the nine months ending September 30, 2017 to a loss of $4.3 million in the nine months ending September 30, 2018 due to overhead costs associated with acquisitions completed in the second and third quarters of 2018.

EBITDA, as a percentage of revenue, was consistent at 14.1% for the nine months ending September 30, 2018 versus 14.0% for the nine months ending September 30, 2017.

4.5 Amortization, Finance and Share-based Compensation Costs, and Bargain Purchase Gain

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	**2018**	2017
Amortization	**5,492**	3,378	**11,989**	10,128
Finance costs	**1,163**	1,933	**7,840**	3,851
Bargain purchase gain	**(6,760)**	-	**(6,825)**	(636)
Share-based compensation	**49**	-	**140**	-
Total	**(56)**	5,311	**13,144**	13,343

Amortization increased by 62.6% or $2.1 million, from $3.4 million in the third quarter of 2017 to $5.5 million for the third quarter of 2018. Amortization increased by 18.4% or $1.9 million, from $10.1 million in the nine-month period ended September 30, 2017 to $12.0 million for the nine months ending September 30, 2018. The recent acquisitions have increased Vertex's property and equipment and intangible assets values and therefore the corresponding amortization expense.

Finance costs decreased by $0.7 million, from $1.9 million in the third quarter of 2017 to $1.2 million in the third quarter of 2018 due to lower borrowing costs resulting from the refinancing completed in the second quarter of 2018. Finance costs for the nine-month period ended September 30, 2018 increased by $4.0 million largely as a result of a one-time finance cost of $3.6 million related to fully expensing finance costs on Vertex's old credit facilities along with one-time penalties to refinance its debt facilities in the second quarter of 2018. As previously announced, the refinancing was completed in order to realize more than $2 million in annual interest and financing savings in 2019. In addition, finance costs for the nine-month period ended September 30, 2018 were up due to increased interest rates in the first and second quarters of 2018 compared to the first and second quarters of 2017.

The Company realized a total of $6.8 million in bargain purchase gains from the three acquisitions completed in the nine-month period ended September 30, 2018. A bargain purchase gain is dependent on the fair value of net assets acquired relative to agreed upon transaction price and is very specific to all the factors that culminate into a business transaction. As a result, the likelihood of reoccurrence in future transactions is unpredictable and cannot be relied upon in future acquisitions.

Vertex issued stock options on December 22, 2017 and incurred a nominal cost in the third quarter of 2018 and nine months ending September 30, 2018.

4.6 Net Income and Comprehensive Income for the Period

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	**2018**	2017
Environmental Services	**1,360**	1,062	**3,418**	2,473
Industrial Services	**258**	1,028	**1,707**	1,234
Corporate Services	**4,515**	(2,288)	**(3,639)**	(4,952)
Net income (loss) and comprehensive income (loss)	**6,506**	(198)	**1,861**	(1,245)

Third Quarter 2018 versus Third Quarter 2017

Net income for the third quarter of 2018 was $6.5 million, which increased by $6.7 million, from a loss of $0.2 million in the third quarter of 2017. The increase was directly related to the bargain purchase gain.

In the Environmental Services segment, net income for the third quarter of 2018 was $1.4 million, up $0.3 million, from $1.1 million in the third quarter of 2017. This increase was due to improved EBITDA in the quarter.

In the Industrial Services segment, net income for the third quarter of 2018 was $0.3 million, down $0.7 million, from a net income of $1.0 million for third quarter of 2017 due to the reduced revenue and EBITDA.

In the Corporate Services segment, net income for the third quarter of 2018 increased by $6.8 million, to net income of $4.5 million, as compared to a loss of $2.3 million for the third quarter of 2017. The increase in net income was namely due to the bargain purchase gain realized in the third quarter.

Improvements in net income in the Environmental Services segment were offset by decreased volume in Industrial Services segment. If the bargain purchase gain for the quarter of $6.8 million were removed from the results, the Company would have realized a net loss of $0.3 million.

Nine Months Ended September 30, 2018 versus Nine Months Ended September 30, 2017

Net income and comprehensive income increased by $3.1 million, from a loss of $1.2 million for 2017 to net income of $1.9 million for the first nine months of 2017 to a net income of 1.9 million for the first nine months of 2018.

In the Environmental Services segment, net income for the nine-month period ending September 30, 2018 increased by 38.2% or $0.9 million, from net income of $2.5 million in 2017 to net income of $3.4 million in 2018. The improvement was due to increased EBITDA.

In the Industrial Services segment, net income for the nine-month period ending September 30, 2018 increased by $0.5 million to net income of $1.7 million, from net income of $1.2 million for the nine-month period ending September 30, 2017. The improvement was due to efficient execution and completion of higher margin projects during the first nine months of 2018.

In the Corporate Services segment, net loss and comprehensive loss for the first nine months of 2018 decreased by $1.3 million, from a loss of $5.0 million for 2017 to a loss of $3.6 million for 2018. The decrease in net loss is due to the positive impact of the bargain purchase gains offset by one-time costs on refinancing debt facilities, costs related to nine acquisitions and additional G&A to support growth in operations.

4.7 Summary of Quarterly Results

($000 except per share amounts)	2018			2017				2016
	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec
Revenue	**41,425**	27,692	34,686	35,772	34,989	26,020	21,638	25,011
Net income (loss)	**6,506**	(4,178)	(467)	(1,703)	(198)	(367)	(680)	(2,439)
Basic and diluted income (loss) per share	**0.07**	(0.05)	(0.05)	(0.02)	(0.00)	(0.01)	(0.01)	(0.05)
EBITDA(1)	**6,076**	4,258	4,337	3,928	5,049	3,147	3,403	1,316

(1) See EBITDA definition Section 2.2.

The past eighteen months have shown that economic activity in the industries in which Vertex operates has slowly continued to rebound, with recent results trending more consistently showing improvements over the first half of 2017 as the results of nine complementary acquisitions results were included. Improved activity and utilization in most service lines are being driven by the stabilization of commodity prices. However, some service lines have also been negatively impacted by heavy oil differentials, lack of investment in major industrial projects, less drilling and completions activity and the fact that pricing increases have not kept pace with cost increases namely in fuel and labour. The Company's results and corresponding utilizations of its people and assets are positively impacted by increased spending on operating, maintenance and capital budgets of Vertex's customers. Vertex continues to address the needs of a diversified customer base by actively pursuing projects and providing services outside the oil and gas industry. This has resulted in an increase in the mix of revenue from non-oil and gas customers to 40% of Vertex's total revenues in 2018, compared to 7% in 2015.

In 2016, the Company was exposed to the western Canadian economic slump as the price of oil dropped to unprecedented lows, directly impacting all business lines and increasing mergers and acquisitions within Vertex's customers. As illustrated above, the Company experienced gradual improvements to revenues, EBITDA and net incomes compared to a high net loss in the fourth quarter of 2016.

EBITDA and revenue in 2017 and 2018 reflect a stabilization in the oil and gas industry which continued throughout 2018. The first and second quarters of 2018 included EBITDA for all acquisitions completed in fiscal 2017, and the third and fourth quarters ended December 31, 2017 included EBITDA from the four acquisitions completed during the first half of 2017. In the fourth quarter of 2017, the net loss increased relative to the other quarters of 2017 as Vertex incurred roughly $0.8 million of going public costs. In the second and third quarter of 2018, Vertex incurred $3.6 million in one-time costs related to refinancing its debt facilities and, in addition, completed three acquisitions resulting in bargain purchase gains of $6.8 million being recognized.

4.8 Outlook

Headed into the last quarter of 2018 and into 2019, Vertex is well positioned to withstand short term economic pains in Western Canada. This view is based on recent acquisitions that have been purchased prudently and are exceeding expectations, the fact that Vertex was profitable in the third quarter and nine months ending September 30, 2018, and because positive trends in revenue, gross margin, EBITDA and net income are expected to continue in the future. The nine complementary acquisitions completed throughout the last eighteen months are now positively adding to the Company's financial position. These acquisitions allow Vertex to cross utilize people and equipment to service its existing customer base within and outside the oil and gas industry.

Vertex continues to be impacted negatively by macro economic trends and investment uncertainty within the oil and gas industry. Customer budgets, cash flow and activity levels are being affected by the crude oil differentials which results in uncertainty beyond the first quarter of 2019. Vertex is being challenged by margin pressures but is encouraged by ongoing dialogue regarding pricing with its customers. As Vertex obtains further clarity from clients as to their maintenance, operating and capital budgets for the coming year, Vertex will be able to better forecast its own outlook for 2019. Preliminary feedback on activity levels for early 2019 indicates a continuation of recent positive trends specifically a potential improvement in activity levels related to opportunities outside of the oil and gas industry and opportunities related to significant demand for moving oil by trucks.

Vertex anticipates increases in future activity levels with the recent LNG major project approvals and new oil sand developments as it will be able to capture and benefit from existing relationships within the region to offset any negative impacts of the differentials on Canada's commodity pricing and potential reduction in drilling and completions in western Canada in the fourth quarter of 2018 and the first two quarters of 2019. Vertex continues to gain momentum in pursuing its customer diversity strategy whereby Vertex customers continue to grow and provide stable opportunities in the utilities, agriculture, municipalities and telecommunications industries.

Despite the overall negative short-term macro economic backdrop, Vertex continues to be encouraged by growth opportunities in its Environmental Services segment through abandonments, new emissions regulations, fluid hauling and environmental liability management for its customers both in western Canada and the United States heading into the last quarter of 2018. Vertex continues to focus on addressing the demands of its diversified customer base and addressing opportunities to capitalize directly on the operating and maintenance budgets of all its customers. The Company continues to serve and expand its customer base by providing its services to customers outside of the oil and gas industry however, given the recent acquisitions in 2018, impacts from the oil and gas industry and larger macro industrial trends will be felt for the foreseeable future. Vertex will continue to focus on growing its business organically, achieving efficiencies and cost reductions throughout its operations. Vertex continues to focus on the integration of recent acquisitions, cross-selling complementary services between segments in order to lower customers' costs and provide integrated solutions for the environmental liabilities of its customers.

Vertex continues to focus on paying down debt, de-leveraging through acquisitions, reducing its overall cost of borrowing, managing working capital and evaluating its capital expenditure plans to match core and strategic opportunities. Accretive, complementary and opportunistic acquisitions remain an essential component of Vertex's long-term growth plans and it continues to integrate acquisitions and evaluate future opportunities when beneficial. Vertex is committed to further improving its operational and financial performance while ensuring that it is creating shareholder value for the longer term.

5.0 Liquidity and Capital Management

The following table sets forth the Company's cash flow by activity for the following periods:

	Nine months ended September 30,	
	2018	2017
Cash generated from (used in) operating activities	**4,541**	(3,836)
Cash (used in) generated from investing activities	**(6,464)**	1,085
Cash generated from financing activities	**2,527**	3,035
	604	284

The Company expects to generate sufficient cash flows from operations and continues to access its credit facilities to meet contractual obligations, planned expenditures and growth initiatives as they are required. The Company expects working capital investments will be required to support future revenue growth that is consistent with historical requirements. The Company typically utilizes its available committed operating loan as it has access to $35 million to fund working capital requirements and planned expenditures.

5.1 Cash Generated from Operating Activities

Cash generated from operating activities increased by $8.3 million to $4.5 million for the nine months ending September 30, 2018, from cash used in operating activities of $3.8 million in the nine months ending September, 2017. Increased revenue and acquisitions in the third quarter of 2018 resulted in improvement cash generated from operating activities.

5.2 Cash Used in Investing Activities

Cash used in investing activities increased by $7.6 million to $6.5 million for the nine months ending September 30, 2018, versus cash generated of $1.1 million in the nine months ending September 30, 2017. Acquisition, net of cash acquired, decreased by $6.6 million as the 2018 acquisitions resulted in a use of cash of $4.5 million compared to a net inflow of cash from acquisitions in 2017 of $2.1 million. Vertex's capital expenditure program was higher on a net basis by $0.9 million in the nine months ending September 30, 2018 in order to facilitate 2018 growth plans compared to the same nine months of 2017.

5.3 Cash Used in Financing Activities

Cash used in financing activities decreased by $0.5 million to $2.5 million in the nine months ending September 30, 2018, from $3.0 million in the nine months ending September 30, 2017. The decrease was due to the impact the timing of the credit facility refinancing had on scheduled principal repayments. Vertex is focused on reducing its overall debt through regular and additional repayments in 2018.

5.4 Working Capital

	September 30, 2018	December 31, 2017
Current assets	**48,004**	41,782
Current liabilities	**16,114**	12,629
Working Capital	**31,890**	29,153

Working capital at the quarter ended September 30, 2018 was $31.9 million compared to the 2017 balance of $29.2 million, an increase of $2.7 million. Unbilled revenue and inventories have increased by $3.9 million from December 31, 2017 to September 30, 2018, which is a reflection in the mix of activity and the inclusion of the working capital positions of all the acquired entities in the last two quarters.

5.5 Credit Facilities

	September 30, 2018	December 31, 2017
Operating loans:		
Available operating facilities	**35,000**	23,000
Drawn on operating facilities	**27,310**	18,302
	7,690	4,698

Debt as of September 30, 2018, consisted of the items noted in Section 5.6 Commitment and Contingencies.

On May 11, 2018, the Company entered into an agreement with a syndicated group of senior lenders (the "Lenders") led by HSBC Bank Canada, under which the Lenders have agreed to provide Vertex with $70.0 million in senior secured credit facilities for a three-year term. This agreement includes an additional $20.0 million accordion facility available to support future growth initiatives of the Company. All loans are being provided in Canadian dollars and come with customary covenant terms similar to the terms as noted in the Company's Interim Financial Statements.

On July 12, 2018, the Company amended its Credit Facility by adding $10.0 million on its term loan and $5.0 million on its revolving loan, which increased the revolving loan limit coupled with the operating facility to a maximum of $5 million, to $35.0 million and increased the term loan to $50.0 million. The proceeds from the loans were used to retire debt arising from the July 12, 2018 acquisition and fund the $4.2 million cash payment on closing. The terms and covenants of the amended agreement are the same as described in Note 5 of the financial statements. As part of the amendment, the accordion facility remained at $20.0 million.

The financing arrangement replaced existing credit arrangements and supports the Company's ability to capitalize on both organic and acquisition opportunities as they arise while maintaining a prudent approach to leverage. It is anticipated, starting in 2019, that the refinancing will reduce the Company's overall interest rate and expense, resulting in annual cost savings of approximately $2.0 million.

Debt Covenants

As of September 30, 2018, the Company complied with the terms and covenants of its senior secured credit facilities. Trailing twelve-month EBITDA attributable to businesses acquired in the period is permitted to be added to EBITDA and other adjustments as approved by Lenders, when calculating covenants. Trailing twelve-month adjusted EBITDA was $25.6 million for the trailing twelve months ending September 30, 2018.

5.6 Commitments and Contingencies

As part of the Company's normal operations, it often enters into contracts, such as leases and purchase contracts, which obligate the Company to make disbursements in the future. The following table summarizes these future payments required in respect to the Company's contractual obligations:

	Due within one year	Due between one and five years	Total
Accounts payable and accrued liabilities	14,035	-	**14,035**
Revolving loan	-	27,310	**27,310**
Term loan	6,562	41,520	**48,082**
Equipment loans	1,766	2,899	**4,665**
Lease liabilities	1,508	3,750	**5,258**
Provisions	3,309	2,996	**6,305**
Long-term financial liabilities	13,145	78,475	**91,620**

The Company does not have any future payments that extend past five years.

Share Based Settlement of Obligations

The acquisition obligation with an aggregate face value of $1.8 million was settled for 1,924,320 common shares ("Common Shares") of the Company on January 10, 2018.

Legal Claims

In the ordinary course of business activities, the Company may be contingently liable for litigation and claims with customers, suppliers and other third parties. Management believes that adequate provisions have been made for potential claims in the Company's accounts. Although it is not possible to estimate the extent of potential costs and losses, if any, management believes, but can provide no assurance, that the ultimate resolution of such contingencies would not have a material adverse effect on the consolidated financial position of the Company.

Off-Balance Sheet Arrangements

At September 30, 2018 and 2017, the Company did not have any off-balance sheet arrangements.

5.7 Capital Expenditures

Capital expenditures, as discussed in Section 5.1 Cash Generated from Investing Activities, were in line with the Company's approved capital plan for 2018. The Company's capital expenditures for the nine months ending September 30, 2018 were $4.7 million compared to $2.3 million for the nine months ending September 30, 2017.

The Company will continue to sell any under-utilized assets that are not able to be redeployed in other geographical locations in order to improve utilization. In the nine months ending September 30, 2018, the Company sold $2.8 million worth of capital assets compared to $1.3 million for the nine months ending September 30, 2017.

Annual gross maintenance capital expenditures for 2018 are forecasted to be $4.2 million, while proceeds from dispositions are expected to be $4.1 million. Gross growth capital expenditures are planned to be $3.9 million. The maintenance and growth capital expenditures are not committed for or required if factors related to economics, industrial and customer spending plans change or destabilize.

5.8 Credit Risk

The Company's revenues come from a diverse customer base, which includes the oil and gas, real estate, utilities, agriculture, municipalities, telecommunication and mining industries in western Canada. The Company believes that there is no unusual exposure associated with the collection of accounts receivable outside of the normal risk associated with contract audits and normal trade terms common in the oil and gas industry. The Company performs regular credit assessments of its customers and provides allowances for potentially uncollectible accounts receivable. For the nine months ended September 30, 2018, the Company had no customer that accounted for more than 10% of the consolidated sales (year ended December 31, 2017 – two customers for 27.2%). The aging analysis of accounts receivable is as follows:

	September 30, 2018	December 31, 2017
0 to 30 days	19,992	15,058
31 to 60 days	8,447	9,531
61 to 90 days	3,871	6,756
Over 90 days	2,723	2,254
Holdbacks	2	77
Trade accounts receivable	35,035	33,676
Allowance for doubtful accounts	(701)	(62)
Trade receivables, net of allowance	34,334	33,614
Other receivables	435	1,286
	34,769	34,900

5.9 Outstanding Share Data

As of November 23, 2018, the Company had 93,413,124 Common Shares outstanding. As of the same date, the Company had outstanding 4,125,000 stock options and 2,197,206 warrants to purchase up to an aggregate of 6,322,206 Common Shares.

5.10 Transactions with Related Parties

All related party transactions are entered into in the normal course of business, materially under the same commercial terms and conditions as transactions with unrelated companies, and are recorded at the exchange amount. Related party transactions include transactions with other private companies that are owned or controlled by a director, officer.

	Nature of relationship	Three months ended September 30, 2018	2017	Nine months ended September 30, 2018	2017
Transactions:					
General and administrative expenses - rent	(i)	**225**	225	**675**	675
Property and equipment additions	(i)	**-**	-	**856**	489
Repayments of advances from shareholders	(i)	**-**	-	**-**	2,151
Proceeds from sale of property and equipment	(i)	**-**	-	**-**	75

(i) Related by common director, officer

6.0 Critical Accounting Judgments, Estimates and Accounting Policy Developments

6.1 Critical Judgments in Applying the Company's Accounting Policies

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period, as well as the disclosures of contingent assets and liabilities. Accordingly, actual results could differ from these estimates and judgments. Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Percentage Completion

Judgment used to determine percentage of completion for construction contracts, specifically related to estimated costs to complete, include the various construction projects. Given that the expected period of contract revenue is based on judgment, future results could be affected if management's current assessment of its estimated costs to complete differ from actual performance.

Property and Equipment

As part of the capitalization process, management must estimate the expected period of benefit over which capitalized costs should be depreciated. The considerations for estimated useful lives include the timing of technological obsolescence and competitive pressures, as well as historical experience and internal business plans for the projected use of related assets. Given that the expected period of benefit is an estimate, future results could be affected if management's current assessment of its property and equipment's useful lives differs from actual performance.

Cash-Generating Units ("CGUs")

For the purpose of assessing impairment of non-financial assets, the Company must determine its CGUs. Assets and liabilities are grouped into CGUs at the lowest level of separately identified cash flows. Determination of what constitutes a CGU is subject to management judgment. The asset composition of a CGU can directly impact the recoverability of assets included within the CGU. Management has determined that the appropriate CGUs for the Company are the Industrial, Consulting, Fluid Management and Rentals divisions.

Provisions and Contingencies

The determination of provisions and contingencies is a complex process that involves judgment about the outcome of future events, estimates of timing and amount of future expenditures, and discount rates. The amount recognized as a provision is management's best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

6.2 Key Sources of Estimation Uncertainty

The key assumptions concerning the future and other key sources of estimating uncertainty at the statement of financial position date that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below:

Impairment of Non-Financial Assets

All of the Company's financial assets are reviewed for indicators of impairment. At the end of each reporting period, management reviews the individual balances in accounts receivable and assesses their recoverability based on the aging of outstanding balances, historical bad debt experience, indicators of changes in customer credit worthiness, and changes in customer payment terms, to identify and determine the extent of impairment, if any. Accordingly, management establishes an allowance for estimated losses arising from non-payment and other sales adjustments, taking into consideration individual customer credit worthiness and current economic trends, as well as past experience. If future collections differ from estimates, future earnings would be affected.

Goodwill Impairment

The Company tests annually whether goodwill has suffered any impairment. An impairment loss is recognized for the amount by which the carrying amount of the CGU or group of CGUs, to which the goodwill is allocated, exceeds its recoverable amount. The recoverable amount of the CGU, or group of CGUs, is the higher of its fair value less cost of disposal and its value in use. Management estimates expected future cash flows from each CGU, or group of CGUs, in determining the value in use. Management makes assumptions about future operating results and performs sensitivity testing of key assumptions in the process of measuring expected future cash flows which are based on future events and circumstances disclosed in Note 12 to the Annual Financial Statements.

Business Combinations

The Company applies the acquisition method of accounting to business combinations, which involves the allocation of the cost of an acquisition to the underlying net assets acquired based on their respective estimated fair values. The Company uses valuation techniques in determining fair values of the various elements of a business combination, including intangible assets, based on future expected cash flows and a discount rate. These determinations involve significant estimates and assumptions regarding cash flow projections, economic risks and weighted average cost of capital. If future events or results differ significantly from these estimates and assumptions, the Company may be required to record impairment charges in the future.

Deferred Tax Assets

Management estimates the probability of future taxable income in which deferred tax assets can be utilized based on Company forecasts. The Company also takes into consideration non-taxable income and expenses, and the various tax rules in effect or expected to be in effect at a future date. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, that deferred tax asset is recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific circumstances.

In the quarter, the Company recognized a valuation allowance against taxes on current losses. The Company will revaluate its forecast of taxable income in each future quarter to determine if further valuation allowances are required.

6.3 Changes in Accounting Policies

IFRS 15 – Revenue from Contracts with Customers

The Company adopted IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") retrospectively on January 1, 2018. IFRS 15 supercedes IAS 11 – Construction Contracts and IAS 18 – Revenue, and related interpretations. The Company has detailed below the impact of the transition to IFRS 15 on its accounting policy for revenue recognition.

The Company applied IFRS 15 retrospectively to all contracts that were not complete on January 1, 2018, the date of the initial application, in order to determine if a restatement was required for prior periods presented. The Company performed a comprehensive review of existing contracts, control processes and revenue recognition methodology. In evaluating the impact of IFRS 15 on previously reported comparative figures, the Company determined that there was no change required as the existing revenue recognition practices met the requirements of IFRS 15. There were no changes to the classification and timing of revenue recognition, the measurement of contract costs and the recognition of contract assets (unbilled revenue) and contract liabilities (deferred revenue). The Company continues to recognize revenue at a contract level as performance obligations are satisfied over time, using project stage of completion based on costs incurred, labour hours expended and resources consumed. Revenue is recognized by applying the five-step model under IFRS 15.

Recognition requirements surrounding contract modifications (variations and claims) have been implemented, where the Company is required to provide stronger evidence of customer acceptance. For any change in transaction price as a result of a variation or claim, the Company will only recognize revenue to the extent that it is highly probable that revenue will not reverse in the future.

IFRS 9 - Financial Instruments

In 2014, the International Accounting Standards Board (IASB) issued the final version of IFRS 9 - Financial Instruments ("IFRS 9") to replace IAS 39 - Financial Instruments: Recognition and Measurement. The Company adopted IFRS 9 retrospectively on January 1, 2018. The adoption of this standard did not have a material impact on the condensed consolidated interim financial statements. IFRS 9 utilizes a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Specifically, the new standard require entities to account for expected credit losses from when financial instruments are first recognized and to recognize full lifetime expected losses on a timelier basis. The Company's policies and procedures surrounding the identification of credit risk and the recognition of credit losses comply with the requirements of this standard.

IFRS 2 - Share-Based Payments

In June 2016, the IASB published *Classification and Measurement of Share-based Payment Transactions*, providing clarification on the classification and measurement of certain types of share-based payment transactions. The Company adopted the amendments to IFRS 2 - Share-Based Payments ("IFRS 2") retrospectively on January 1, 2018. The amendments to IFRS 2 clarify that the accounting for the effects of vesting and non-vesting conditions of cash-settled share-based payments should follow the same approach as for equity-settled share-based payments. The adoption of these amendments did not have any material impact to the Interim Financial Statements.

6.4 Future Accounting Standard Pronouncements

The following new standard has been issued, but was not effective for the quarter ended September 30, 2018:

IFRS 16 - Leases

IFRS 16 - Leases ("IFRS 16"), was issued by the IASB on January 13, 2016, and will replace IAS 17 - Leases. IFRS 16 will bring most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and financing leases. Lessor accounting, however, remains largely unchanged and the distinction between operating and financing leases is retained. The new standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted if IFRS 15 has also been applied. The Company is evaluating the impact of this standard on its consolidated financial statements.

6.5 Financial Instruments

The Company considers managing risk as being an integral part of its development and diversification strategies. The Company uses a proactive and rigorous approach for management of the financial risks to which it is exposed.

The Company does not enter into financial instrument agreements, including derivative financial instruments, for speculative purposes.

The Company's most significant financial risk exposure and its financial risk management policies are discussed in Note 26 to the Annual Financial Statements.

7.0 Forward-Looking Information

Any "financial outlook": or "future oriented financial information" in this MD&A, as defined by applicable securities laws, has been approved by management of Vertex. Such financial outlook or future oriented financial information is provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other circumstances.

Certain statements contained in this document constitute "forward-looking information". When used in this document or by any of the Company's management, the words "may", "would", "will", "intend", "plan", "propose", "anticipate" and "believe" are intended to identify forward-looking information. Such statements reflect the Company's forecasts, estimates and expectations, as they relate to the Company's current views based on its experience and expertise with respect to future events, and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any expected future results, performance or achievement that may be expressed or implied by such forward-looking statements.

The forward-looking information and statements contained in this document reflect several material factors and expectations and assumptions of the Company, including, without limitation: that the Company will continue to conduct its operations in a manner consistent with past operations; the general continuance of current or, where applicable, assumed industry conditions; the continuance of existing tax, royalty and regulatory regimes; the impact of seasonal weather conditions; and certain cost assumptions.

The forward-looking information and statements included in this document are not guarantees of future performance and should not be unduly relied upon. Such information and statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information or statements, including, without limitation: changes in the demand for or supply of the Company's services; unanticipated operating results; changes in tax or environmental laws, or other regulatory matters; changes in the development plans of third parties; increased debt levels or debt service requirements; increased costs; the impact of competitors; reliance on industry partners; and attracting and retaining skilled personnel.

Vertex's business is subject to a number of risks and uncertainties. Readers are encouraged to review and carefully consider the risk factors described in the AIF, which risk factors are specifically incorporated by reference herein.

The forward-looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this MD&A are made as of the date of this MD&A. The Company does not intend and does not assume any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments, unless required by law.

8.0 Additional Information

Additional information is available on SEDAR at www.sedar.com and the Corporation's website at www.vertex.ca.