

FORM 51-102F3

MATERIAL CHANGE REPORT

1. NAME AND ADDRESS OF COMPANY:

Vertex Resource Group Ltd. ("**Vertex**")
Suite 161, 2055 Premier Way
Sherwood Park, Alberta
T8H 0G2

2. DATE OF MATERIAL CHANGE

July 12, 2018

3. NEWS RELEASE

A news release disclosing the nature and substance of the material change was issued on July 13, 2018 the facilities of Cision.

4. SUMMARY OF MATERIAL CHANGE

On July 12, 2018, Vertex completed the acquisition of Three Star Trucking Ltd. (Three Star), an environmental service company providing fluid hauling service, pressure truck services, hot oilers and combo vac services throughout western Canada (the "Acquisition").

The Acquisition was completed for a purchase price of \$8.9 million consisting of 2.6 million common shares being issued at \$1.00 per common share, \$4.4 million in cash, and \$1.9 million in non-interest bearing promissory notes payable over 2 years and assumption of \$10.2 million in long term debt offset by positive working capital of \$6.3 million. Vertex will use its approved \$20 million senior secured accordion credit facility to fund the Acquisition.

5. FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full Description of Material Change:

On July 12, 2018, Vertex completed the acquisition of Three Star Trucking Ltd. (Three Star), an environmental service company providing fluid hauling service, pressure truck services, hot oilers and combo vac services throughout western Canada (the "Acquisition"). The acquisition of Three Star will add over 270 pieces of equipment to Vertex's fleet, making the company's fleet one of the largest in operations serving Saskatchewan, the Montney, and the Duvernay resource plays of Alberta and British Columbia.

Established in 1962, Three Star has been a leader in the industry resulting in the successful growth to date and is currently licensed to haul condensate, NGL, butane and propane between Canada and the United States, holding federal transportation licenses in five states. The Acquisition will allow Vertex to continue to develop its

customer base and service offerings within the Company's current operating locations while further expanding into new service offerings and geographical markets including further expansion into the United States. The Acquisition includes numerous high-pressure fluid hauling trailers that will enable Vertex to begin offering propane, butane and NGL fluid hauling services.

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5.2 Disclosure for Restructuring Transactions:

Not applicable.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICER

For further information, please contact Terry Stephenson, President & CEO, or Michael Zvonkovic, CFO, Vertex Resource Group Ltd., 780-464-3295.

9. DATE OF REPORT

July 23, 2018.