



**Annual Meeting of Holders of Common Shares of
Vertex Resource Group Ltd. (the “Corporation”)**

May 10, 2019

REPORT OF VOTING RESULTS

*National Instrument 51-102 Continuous Disclosure Obligations
Section 11.3*

In respect of the annual meeting of holders of common shares (“Shareholders”) of Vertex Resource Group Ltd. (the “Corporation”) held on May 10, 2019 (the “Meeting”), the following sets forth a brief description of the matters which were voted upon at such Meeting and the outcome of the vote:

Business	Outcome of Vote	Votes For	Votes Withheld	Votes Against
1. Resolution electing:				
a) Brian Butlin	Approved	62,267,065 (100%)	0 (0%)	N/A
b) Terry Freeman	Approved	60,941,047 (97.870%)	1,326,018 (2.130%)	N/A
c) Trent Baker	Approved	61,169,134 (96.237%)	1,097,931 (1.763%)	N/A
d) Terry Stephenson	Approved	61,120,934 (98.159%)	1,146,131 (1.841%)	N/A
e) Stuart O’Connor	Approved	61,169,134 (98.237%)	1,097,931 (1.763%)	N/A
2. Resolution appointing Deloitte, LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	Approved	55,911,744 (89.793%)	6,355,321 (10.207%)	N/A
3. Resolution to approve the Corporation’s Amended By-Laws, as more particularly described in the Information Circular dated April 12, 2019.	Approved	62,267,065 (100%)	N/A	0 (0%)
4. Resolution to approve the Corporation’s Stock Option Plan, as more particularly described in the Information Circular dated April 12, 2019.	Approved	61,128,634 (98.172%)	N/A	1,138,431 (1.828%)