

**CHANGE OF AUDITOR NOTICE**  
Pursuant to NI 51-102 (Section 4.11)

TO: PricewaterhouseCoopers LLP, Chartered Professional Accountants

AND TO: Deloitte LLP, Chartered Professional Accountants

AND TO: Alberta Securities Commission  
British Columbia Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan, Securities Division

NOTICE IS HEREBY GIVEN that, in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) the Audit Committee and the Board of Directors of Vertex Resource Group Ltd. (the “**Corporation**”), considered and approved:

1. the resignation of Deloitte LLP, Chartered Professional Accountants (the “**Former Auditor**”) as auditors of the Corporation, effective June 7, 2019; and
2. the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants as auditors of the Corporation, effective June 7, 2019 (the “**Appointment**”).

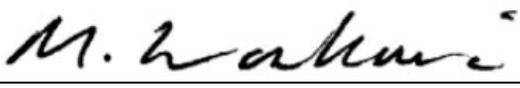
The Former Auditor resigned at the request of the Corporation’s Board of Directors. The shareholders of the Corporation will be asked to approve, by ordinary resolution, the Appointment at the next annual and special meeting of the shareholders.

**The Former Auditor has not expressed a modified opinion in its audit reports for the period commencing at the beginning of the Corporation’s two most recent financial years and ending at the date of the resignation of the Former Auditor.**

**To the knowledge of the directors of the Corporation, no “reportable event” as defined in NI 51-102 has occurred in connection with the audits for the period commencing at the beginning of the Corporation’s two most recent financial years and ending at the date of the resignation of the Former Auditor.**

Dated at Sherwood Park, Alberta, this 10th day of June, 2019.

**VERTEX RESOURCE GROUP LTD.**

By:   
Michael Zvonkovic, Chief Financial Officer