



NOTICE OF ANNUAL AND SPECIAL SHAREHOLDERS MEETING

Dear Shareholder:

On behalf of the board and management, we are pleased to invite you to attend the annual and special meeting of the shareholders of Vertex Resource Group Ltd.

When: Wednesday, May 15, 2024 at 9:00 a.m. (MDT)

Where: Virtual only by teleconference. Conference phone number: 1-877-385-4099; Participant code: 2635025#

The meeting will be called for the following purpose:

1. to receive and consider Vertex's financial statements for the year ended December 31, 2023 and the auditor's report on those statements;
2. to elect Vertex's directors;
3. to appoint KPMG LLP as Vertex's auditor at a remuneration to be fixed by the directors;
4. to approve the Amended and Restated Stock Option Plan;
5. to transact any other business properly brought before the Meeting.

Vertex strongly encourages registered Shareholders and proxy holders to vote in advance of the meeting. Beneficial Shareholders who are not also proxy holders are required to vote in advance. Voting instructions are outlined in the Circular.

The board of directors of the Company (the "Board") has fixed March 26, 2024, as the record date for the Meeting (the "Record Date"). Shareholders of record at the close of business on March 26, 2024, are entitled to receive notice of the Meeting and to vote those Common Shares held as at the Record Date. If a Shareholder transfers any Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not less than ten days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, such transferee shall be entitled to vote such Common Shares at the Meeting.

Vertex's Management Information Circular (the "Circular") which accompanies this notice is your guide to the business to be considered at the Meeting. Shareholders are reminded to review the Notice of Annual and Special Meeting of Shareholders and the Circular prior to voting.

Vertex has provided instructions on how to complete and return your proxy with the enclosed proxy form and in the Circular. Vertex's transfer agent, TSX Trust Company, must receive your proxy no later than 9:00 a.m. (MDT) on Monday, May 13, 2024, or, if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting. You must send your proxy to Vertex's transfer agent by: (i) mailing or hand delivering the proxy to TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, ON M5H 4H1; (ii) voting by internet at www.voteproxyonline.com and entering the 12-digit control number; or (iii) faxing your proxy to TSX Trust Company at 416-595-9593.

If you are not a registered holder of Common Shares and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or applicable voting instruction form in accordance with the instructions provided to you by your broker or other intermediary with respect to the procedures to be followed for voting.

By Order of the Board,

A handwritten signature in black ink, appearing to read 'T. Stephenson', written over a horizontal line.

Terry A. Stephenson

President and Chief Executive Officer

March 26, 2024