

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of the Corporation

Vertex Resource Group Ltd. (“**Vertex**” or the “**Corporation**”)
161, 2055 Premier Way, Sherwood Park, Alberta T8H 0G2.

2. Date of Material Change

December 22, 2025

3. News Release

A news release was disseminated on December 22, 2025 via NewsWire.

4. Summary of Material Change

Vertex announces proposed amendments to its 8.0% convertible secured debentures, subject to TSX Venture Exchange approval. Amendments include (i) extending maturity from March 7, 2027, to March 7, 2029, with two optional one-year extensions, at Vertex’s option and with the prior written consent of the holders of the debentures; (ii) removing the debenture holders’ conversion rights; (iii) increasing the interest rate from 8.0% to 10.0% (collectively, the “**Amendments**”).

Prior to the amendments, IBBC Limited Partnership and IBBC GP Inc. held \$15,000,000 of Debentures convertible into 23,076,923 common shares (20.18% post-conversion). Following the Amendments, they will hold no common shares or convertible securities.

5. Full Description of Material Change

Vertex Resource Group Ltd. (“**Vertex**” or the “**Corporation**”) announces that, with the consent of its senior creditors, the Corporation and the holders of its 8.0% convertible secured debentures, issued on March 7, 2022, and due on March 7, 2027 (the “**Original Debentures**”) have agreed to amend and restate the terms of the Original Debentures.

The amendments to the Original Debentures include: (i) extending the maturity date from March 7, 2027, to March 7, 2029, with the ability to extend the maturity date, at the Corporation’s option and with the prior written consent of the holders of the debentures, for up to two additional one-year terms; (ii) removing the holder’s right to convert the principal amount into common shares of the Corporation; and (iii) amending the interest rate of the Original Debenture from 8.0% per annum to 10.0% per annum, effective as of the date hereof (the “**Amended and Restated Debentures**”).

EARLY WARNING DISCLOSURE

The Original Debentures were issued in connection with a non-brokered private placement for aggregate gross proceeds equal to \$15,000,000, pursuant to which: (a) IBBC GP Inc. (of 2900, 421 7th Avenue SW, Calgary, AB T2P 0Z3) was issued an Original Debenture in the principal amount of \$235,000, convertible into up to 361,538 common shares, representing, as of the date of the Original Debentures, 0.32% of the outstanding common shares on a post-conversion

basis, and (b) IBBC Limited Partnership was issued an Original Debenture in the principal amount of \$14,765,000, convertible into up to 22,715,385 common shares, representing, as of the date of the Original Debentures, 19.86% of the outstanding common shares on a post-conversion basis (collectively, the “**IBBC Convertible Securities**”), and triggering the early warning reporting requirements.

As the Amended and Restated Debentures are no longer convertible into securities of the Corporation, upon the effective date of the Amended and Restated Debentures, IBBC GP Inc. and IBBC Limited Partnership will cease to hold the IBBC Convertible Securities, and will not hold any voting or equity securities of the Corporation.

A copy of the early warning report filed by IBBC GP Inc., on its own behalf and in its capacity as the general partner of IBBC Limited Partnership, under applicable Canadian securities laws, can be obtained at www.sedarplus.com under the Corporation’s profile or by contacting the Corporation as set out below.

ABOUT VERTEX

Since 1962, Vertex has been a leading North American provider of environmental services. Headquartered in Sherwood Park, Alberta, Vertex employs a staff of approximately 1,000 employees and lease operators that provide services to help clients achieve their developmental and operational goals. From initial site selection, consultation and regulatory approval, through construction, operation and maintenance, to conclusion and environmental cleanup, Vertex provides a wide array of services to customers operating in industries such as energy, mining, utilities, private development, public infrastructure, construction, telecommunications, forestry, agriculture and government.

Vertex principally operates in Canada with select locations in the United States.

For further information please contact:

Terry Stephenson, CEO, or Sherry Bielopotocky, CFO
Tel: 780-464-3295

READER ADVISORY

This news release contains forward-looking statements, within the meaning of applicable securities legislation, concerning the business and affairs of Vertex and the Amended and Restated Debentures. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “intends” “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements also include any other statements that do not refer to historical facts.

By their nature, forward-looking statements are based on assumptions and subject to inherent risks and uncertainties. There is a risk that the Amended and Restated Debentures may be terminated, suspended or cancelled, or that the effective date of the Amended and Restated Debentures may be delayed. This could cause future results to differ materially from the forward-looking statements made in this news release.

Statements of past performance should not be construed as an indication of future performance. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors, including those discussed above, could cause actual results to differ materially from the results discussed in the forward-looking statements. All of the forward-looking statements made in this press release are qualified in their entirety by these cautionary statements.

Readers are cautioned not to place undue reliance on such forward-looking statements. Forward-looking information is provided as of the date of this press release and except as required by law, Vertex undertakes no obligation to publicly update or revise any forward-looking statements. Forward-looking statements are provided herein for the purpose of giving information about the Amended and Restated Debentures. Readers are cautioned that such information may not be appropriate for other purposes.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officer

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Terry Stephenson, President and Chief Executive Officer.

Tel: 780-464-3295

Email: tstephenson@vertex.ca

9. Date of Report

December 22, 2025