

TORQ RESOURCES INC.
(Formerly, Stratton Resources Inc.)

Suite 600 – 1199 West Hastings Street
Vancouver, British Columbia V6E 3T5
Telephone No.: (778) 729-0600 Fax No.: (778) 729-0650

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting (the “**Meeting**”) of shareholders of **Torq Resources Inc.** (the “**Company**”) will be held at Suite 600, 1199 West Hastings Street, Vancouver, British Columbia, on June 8, 2017, at 10:00 a.m., local time, for the following purposes:

1. To receive and consider the financial statements of the Company for its fiscal year ended December 31, 2016, together with the auditor’s report thereon;
2. To elect directors of the Company for the ensuing year;
3. To appoint the auditors of the Company for the ensuing year; and
4. To ratify and approve continuation of the share option plan, as described in the Information Circular.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (“**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators which reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Information Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a hard copy of the Information Circular. The Company will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

The Information Circular is available on the Company’s website at <http://www.Torqresources.com/media/Torq-agm-2017.pdf>. Any Shareholder who wishes to receive a paper copy of the Information Circular, should contact the Company at Suite 600, 1199 West Hastings Street, Vancouver, British Columbia V6E 3T5, Toll Free: 1-800-863-8655 or by fax: 778-729-0650. A Shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

Under Notice-and-Access Provisions, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the materials can be requested at any time during this period. In order to allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Information Circular prior to the Proxy Deadline, any Shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request is received by 10 a.m. (Vancouver time) on approximately June 6, 2017.

The Information Circular contains details of matters to be considered at the Meeting.

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, April 27, 2017.

BY ORDER OF THE BOARD

“Michael Kosowan”

**Michael Kosowan
President and Chief Executive Officer**