

TORQ RESOURCES INC.

Suite 600 – 1199 West Hastings Street
Vancouver, British Columbia V6E 3T5
Telephone No.: (778) 729-0500 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 August 19, 2020, 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, 2019, together with the auditor’s report thereon (see accompanying Information Circular (the “**Circular**”), *Particulars of Matters to be Acted Upon*);
2. To elect directors of the Company for the ensuing year (see accompanying Circular, *Election of Directors* and *Particulars of Matters to be Acted Upon*);
3. To appoint the auditor of the Company for the ensuing year (see accompanying Circular, *Appointment of Auditor* and *Particulars of Matters to be Acted Upon*); and
4. To ratify and approve continuation of the share option plan, as described in the Circular (see accompanying Circular, *Particulars of Matters to be Acted Upon – Continuation of Share Option Plan*).

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 their shares will be voted at the Meeting are asked to complete, date and sign 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 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 their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are a non-registered shareholder.

Notice-and-Access Provisions

The Company has chosen to use provisions of National Instrument 54-101–*Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102–*Continuous Disclosure Obligations* (together the “**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators, which aim to reduce the volume of printed materials to be mailed to Shareholders by allowing the Company to post the Circular and any additional materials online. Shareholders will receive this Notice of Meeting and a form of proxy (together the “**notice package**”), and a Shareholder may choose to receive a paper copy of the Circular. The Company will not use ‘stratification’ in relation to Notice-and-Access Provisions, which occurs when an issuer using Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under Notice-and-Access Provisions, which will not include a paper copy of the Circular.

A copy of the Circular is posted for viewing and available on the Company’s website at <https://www.torqresources.com/investors/investor-package/>. Any Shareholder who wishes to receive a paper copy of the Circular, should contact the Company at Suite 600, 1199 West Hastings Street, Vancouver, British Columbia V6E 3T5, Toll Free: 1-800-863-8655 or Tel: 778-729-0500, 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 proxy materials must be available for viewing up to 1 year from the date of the Meeting . A paper copy of the Circular may be requested at any time during this period. To allow time for a Shareholder to receive and review a paper copy of the Circular and then submit their vote by **10:00 a.m. (Pacific Time) on Monday, August 17, 2020** (the “**Proxy Deadline**”), a Shareholder should ensure their request for a paper copy is received by the Company by **Friday, July 31, 2020**.

NOTE OF CAUTION Concerning COVID-19 Outbreak

At the date of this Notice and the accompanying Circular the Company intends to hold the Meeting on the date and at the location stated above. The Company is continuously monitoring development of the current pandemic (“**COVID-19**”). In light of rapidly evolving public health guidelines related to COVID-19, the Company asks shareholders to consider voting their shares by proxy and **not** attend the meeting in person. Shareholders who wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. The Company asks that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the form of Proxy accompanying this Notice.

The Company asks Shareholders who wish to attend the Meeting in person, to send an email notice beforehand to info@torqresources.com to inform of their intention to attend in person. This allows the Company to ensure physical distancing and compliance with current directions from health departments on all levels of government are met. The Company reserves the right to take any additional precautionary measures deemed appropriate, necessary or advisable in relation to the Meeting in response to recent developments of COVID-19, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date or location and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company’s profile at www.sedar.com as well as on our Company website at www.torqresources.com. The Company strongly recommends you check SEDAR and the Company’s website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to COVID-19, the Company will **not** prepare or mail amended Meeting Proxy Materials.

The Circular contains details of matters to be considered at the Meeting, and a copy is posted for viewing on the Company’s website at <https://www.torqresources.com/investors/investor-package/>. **Please review the Circular before voting.**

DATED at Vancouver, British Columbia, July 10, 2020.

BY ORDER OF THE BOARD

“Michael Kosowan”

Michael Kosowan
President and Chief Executive Officer