



Suite 1400 – 1199 West Hastings Street
Vancouver, British Columbia V6E 3T5
Telephone No.: (778) 729-0500 Fax No.: (778) 729-0650

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of shareholders of **Torq Resources Inc.** (the “**Company**”) is currently scheduled to be held at 1055 West Georgia Street, Suite 1500, Vancouver, British Columbia, on January 10, 2025, at 10:00 a.m. (Vancouver time), for the purposes described below. DUE TO THE CANADIAN POSTAL SERVICE INTERRUPTION IN EFFECT AS OF THE DATE OF THIS NOTICE, PLEASE RECONFIRM THE DATE OF THIS MEETING ON THE COMPANY’S WEBSITE OR AT WWW.SEDARPLUS.CA BEFORE MAKING ANY ARRANGEMENTS TO ATTEND.

Annual Business

1. To receive and consider the audited consolidated financial statements of the Company for its fiscal years ended December 31, 2023 and 2022, together with the auditor’s report thereon and management’s discussion and analysis (see also the Information Circular prepared for the Meeting (the “**Circular**”), *Financial Statements*);
2. To elect directors of the Company for the ensuing year (see the Circular, *Election of Directors*);
3. To appoint the auditor of the Company for the ensuing year (see the Circular, *Appointment of Auditor*);
4. To consider and, if thought fit, approve the continuation of the Company’s Share Option Plan until the next annual general meeting of shareholders, as described in the Circular (see the Circular, *Particulars of Matters to be Acted Upon – Continuation of Share Option Plan*).

Special Business

5. To consider and, if thought fit, approve by a resolution of disinterested shareholders the entering into an Option and Joint Venture Agreement and related transactions with an affiliate of Gold Fields Limited regarding the Company’s Santa Cecilia Project, as more particularly described in the Circular and as required by the policies of the TSX Venture Exchange (see the Circular, *Agreements with Gold Fields Regarding Santa Cecilia Project*).

No other matters are currently expected to come before the Meeting, 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, however because shareholders must be able to make an informed decision it is unlikely that any additional business can be properly raised at the Meeting without additional materials first being provided to shareholders.

Shareholders who choose not to attend the Meeting and who wish to ensure their shares are voted at the Meeting are asked to complete, date and sign the enclosed Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the accompanying 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 is following notice-and-access provisions of National Instrument 51-102-*Continuous Disclosure Obligations* and of National Instrument 54-101-*Communication with Beneficial Owners of Securities of a Reporting Issuer* (together the “**Notice-and-Access Provisions**”) for this Meeting, which are a set of rules developed by the Canadian Securities Administrators, with the aim to reduce the volume of printed materials mailed to Shareholders. The Company is instead allowed to post the Circular and any additional proxy materials online and Shareholders will receive only the form of Notice of Availability and the Proxy (together the “**notice package**”). A Shareholder may choose to request 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 notice package as required under Notice-and-Access Provisions, which will not include a paper copy of the Circular.

A copy of the Circular is posted for viewing 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 1400, 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 one (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 proxy vote by **10:00 a.m. (PST), January 8, 2025** (the “**Proxy Deadline**”), a Shareholder should ensure their request for a paper copy is received by the Company by **Tuesday, December 24, 2024**.

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, as at December 5, 2024.

BY ORDER OF THE BOARD

Signed “Shawn Wallace”

Shawn Wallace
Chief Executive Officer and Chair of the Board