

TORCHLIGHT INNOVATIONS INC.
Suite 2300, 550 Burrard Street
Vancouver, British Columbia, V6C 2B5

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Torchlight Innovations Inc. (the "**Company**") will be held at the Bentall 5 Conference Room, Ground Floor, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 2B5 on Monday, the 27th day of March, 2023 at 11:00 a.m. (Vancouver time) (the "**Meeting**"), for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended December 31, 2022 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. To fix the number of directors at three (3);
3. To elect the directors for the ensuing year;
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors of the Company to fix their remuneration;
5. To consider and, if thought fit, to pass an ordinary resolution, approving the Company's rolling stock option plan and reserving for the grant of options of up to 10% of the issued and outstanding shares of the Company at the time of any stock option grant, as more particularly described in the accompanying information circular; and
6. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Information Circular, a form of Proxy, Audited Financial Statements for the year ended December 31, 2022, Management's Discussion and Analysis related thereto, and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders of the Company are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read the notes to the enclosed form of Proxy and then to, complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.

DATED at Vancouver, British Columbia, this 14th day of February, 2023.

BY ORDER OF THE BOARD

(signed) "Fayyaz Alimohamed"
Fayyaz Alimohamed
Chief Executive Officer, Chief Financial Officer,
Corporate Secretary and Director