

TOREX GOLD RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of shareholders (the “**Meeting**”) of Torex Gold Resources Inc. (the “**Company**”) will be held at Vantage Venues, 150 King Street West, 27th Floor, Toronto, Ontario on June 20, 2019 at 10:00 a.m. (Toronto time), for the following purposes:

- to receive the audited financial statements of the Company for the year ended December 31, 2018 and the report of the auditors thereon;
- to elect directors of the Company for the ensuing year;
- to re-appoint KPMG LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
- to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve all unallocated share units under the Company’s employee share unit plan;
- to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve all unallocated options under the Company’s incentive stock option plan;
- to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve all unallocated restricted share units and amendments to the Company’s restricted share plan;
- to consider and, if deemed appropriate, pass, with or without variation, a non-binding advisory resolution on executive compensation; and
- to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by a management information circular, a form of proxy, and a supplemental mailing list and consent for electronic delivery return card (collectively, the “**Meeting Materials**”). For those shareholders who did not request to receive a copy of the Company’s audited financial statements, a copy is available upon request to the Company and can also be found on the Company’s website at www.torexgold.com or on SEDAR at www.sedar.com.

This year, as described in the notice and access notification mailed to shareholders of the Company, the Company has decided to deliver the Meeting Materials to all registered and non-registered shareholders by posting it to the website found at www.envisionreports.com/HGIQ2019. The use of this alternative means of delivery is more environmentally friendly as it will reduce paper use and it will also reduce the Company’s printing and mailing costs. The Meeting Materials will also be available on SEDAR at www.sedar.com. The Company pays the cost of delivery of proxy materials for all registered and non-registered shareholders.

Shareholders may request copies of the Meeting Materials at no cost by calling toll-free at 1-866-962-0498; or, if outside of North America, by calling 514-982-8716, up to the date of the Meeting or any adjournment thereof, or thereafter by contacting the Company at 647-260-1500.

If you would like more information about the “notice-and-access” rules, please contact Computershare Investor Services Inc., the Company’s registrar and transfer agent, toll-free at 1-866-964-0492.

Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the form of proxy.

The board of directors of the Company has by resolution fixed the close of business on May 10, 2019 as the record date, being the date for the determination of the registered holders of common shares entitled to notice of and to vote at the Meeting and any adjournment or adjournments thereof.

The board of directors of the Company has by resolution fixed 10:00 a.m. (Toronto time) on June 18, 2019, or 48 hours (excluding Saturdays, Sundays and holidays) before any adjournments, as the time by which proxies to be used or acted upon at the Meeting or any adjournment or adjournments thereof shall be deposited with the Company's transfer agent, Computershare Investor Services Inc., in accordance with the instructions set forth in the accompanying management information circular and in the form of proxy. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

DATED at Toronto, Ontario this 7th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Fred Stanford" (signed)

Fred Stanford

President and Chief Executive Officer