

**TOREX GOLD RESOURCES INC.**  
 130 King St. West, Suite 740, Toronto, ON M5X 2A2  
 Tel: 647-260-1500 Fax: 416-304-4000

June 17, 2020

TO ALL APPLICABLE EXCHANGES AND COMMISSIONS:

**Re: Torex Gold Resources Inc. (the “Company”)  
 Report of Voting Results pursuant to Section 11.3 of  
National Instrument 51-102 – Continuous Disclosure Obligations (“NI 51-102”)**

Following the annual and special meeting of shareholders of Torex Gold Resources Inc. held on June 17, 2020 (the “**Meeting**”), and in accordance with Section 11.3 of NI 51-102, we hereby advise you of the following voting results obtained at the Meeting:

Item 1. Election of Directors

At the Meeting, all director nominees listed in the Company’s management information circular (the “**Circular**”) dated May 5, 2020, were elected as directors of the Company. The detailed results of the vote by ballot are as follows:

Director	Vote Type	Number of Votes	Percentage of Votes
Frederick M. Stanford	For	64,023,178	98.60
	Withheld	910,785	1.40
Andrew B. Adams	For	52,280,881	80.51
	Withheld	12,653,082	19.49
Robin A. Bienenstock	For	64,741,313	99.70
	Withheld	192,650	0.30
Franklin L. Davis	For	52,597,039	81.00
	Withheld	12,336,924	19.00
David A. Fennell	For	41,152,828	63.38
	Withheld	23,781,135	36.62
Richard A. Howes	For	64,754,200	99.72
	Withheld	179,763	0.28
Michael D. Murphy	For	43,691,720	67.29
	Withheld	21,242,243	32.71
Roy S. Slack	For	64,756,495	99.73
	Withheld	177,468	0.27
Elizabeth A. Wademan	For	64,569,757	99.44
	Withheld	364,206	0.56
Jody L.M. Kuzenko	For	64,745,157	99.71
	Withheld	188,806	0.29

Item 2. Appointment of Auditor

On a vote by ballot, KPMG LLP, Chartered Public Accountants, were re-appointed as auditors of the Company.

Votes For	% Votes For	Votes Withheld	% Votes Withheld
68,501,712	99.83	114,199	0.17

Item 3. Approval of Amendments to By-Law No. 1

On a vote by ballot, a resolution was passed whereby By-Law No. 1 of the Company was amended to increase the quorum required at each meeting of shareholders as described in the Circular.

Votes For	% Votes For	Votes Against	% Votes Against
64,868,184	99.90	65,779	0.10

Item 4. Approval of Amendments to By-Law No. 2

On a vote by ballot, a resolution was passed whereby By-Law No. 2 of the Company was amended with respect to advance notice of nomination of directors, bringing the Company's advance notice provisions in line with institutional investor guidelines and corporate best practices as described in the Circular.

Votes For	% Votes For	Votes Against	% Votes Against
44,185,447	68.05	20,748,517	31.95

Item 5. Approval of Reconfirmation and Amendment of Shareholder Rights Plan

On a vote by ballot, a resolution was passed whereby the shareholders rights plan of the Company was amended and reconfirmed as described in the Circular.

Votes For	% Votes For	Votes Against	% Votes Against
63,268,987	97.44	1,664,978	2.56

Item 6. Executive Compensation

On a vote by ballot, a non-binding advisory resolution was passed accepting the approach to executive compensation disclosed in the Circular and delivered in advance of the Meeting.

Votes For	% Votes For	Votes Against	% Votes Against
62,865,002	96.81	2,068,963	3.19

Yours truly,

**TOREX GOLD RESOURCES INC.**

*(signed) "Mary Batoff"*

Per: Mary Batoff  
General Counsel and Corporate Secretary