

TOREX GOLD RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

WHEN

Wednesday, June 17, 2020, at 10:00 a.m. (EDT)

WHERE

Out of an abundance of caution, to proactively deal with potential issues arising from the unprecedented public health impact of the Coronavirus Disease 2019 (COVID-19), and to mitigate risks to the health and safety of our communities, shareholders, employees, directors and other stakeholders, Torex Gold Resources Inc. (the “**Company**”) will hold the 2020 annual and special meeting of shareholders (the “**Meeting**”) by virtual meeting conducted via live audio webcast. Shareholders can access the Meeting by visiting <https://web.lumiagm.com/243951912>.

The Meeting is for the following purposes:

- to receive the audited financial statements of the Company for the year ended December 31, 2019 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 confirming the amendment of By-Law No. 1 of the Company to increase the quorum required at each meeting of Shareholders, as more particularly described in the accompanying management information circular (the “**Circular**”);
- to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution confirming the amendment of By-Law No. 2 of the Company with respect to advance notice of nomination of directors to bring the Company’s advance notice provisions in line with institutional investor guidelines and corporate best practices, as more particularly described in the accompanying Circular;
- to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution amending and reconfirming the shareholder rights plan of the Company, as more particularly described in the Circular;
- 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.

RECEIVING MATERIALS FOR THE MEETING

This notice is accompanied by the 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/HGIQ2020. The use of this alternative means of delivery is more environmentally friendly as it will reduce paper use and the Company’s carbon footprint, 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.

YOUR VOTE IS IMPORTANT

As mentioned above, the Company is conducting an online only shareholders’ meeting. Shareholders will not be able to attend the Meeting in person. In addition to mitigating the risks posed by COVID-19, the Company believes hosting the Meeting virtually will enable increased shareholder attendance from different geographic locations and will encourage more active shareholder engagement and participation at the Meeting. Shareholders will be able to listen to the Meeting live, submit questions and submit their vote while the Meeting is being held. Please note that Non-Registered Shareholder (as defined below) are required to take additional steps in order to participate, vote, or submit questions during the Meeting’s live webcast.

Registered Shareholders (as defined in this Circular under the heading “Article 2 - Attendance and Voting at the Meeting”) and duly appointed proxyholders can attend the Meeting online at <https://web.lumiagm.com/243951912> where they can participate, vote, or submit questions during the Meeting’s live webcast.

Registered shareholders will need to enter the 15-digit control number (the “**Control Number**”) as your username. The Control Number is located on your form of proxy or in the email notification you received in order to access the Meeting. You will also need to enter the password, **torex2020**. Duly appointed proxyholders will be provided with a username after the voting deadline has passed and the same password, **torex2020**, will be required to access the Meeting.

Most shareholders of the Company are “non-registered” shareholders (“**Non-Registered Shareholders**”) because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the common shares. **In order to participate, vote, or submit questions during the Meeting’s live webcast, a Non-Registered Shareholder will need to appoint themselves as a proxyholder.** See “Article 6 - Voting by Non-Registered Shareholders” in the Circular for information on how a Non-Registered Shareholder may make arrangements to be duly appointed proxyholder.

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 4, 2020 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 AM (EDT) on June 15, 2020, 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 5th day of May, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Fred Stanford" (signed)
President and Chief Executive Officer