



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

When

Tuesday, June 22, 2022, at 10:00 a.m. (EDT)

Where

Due to the ongoing uncertainty of restrictions on gatherings in Toronto, Ontario arising from the public health impact of the Coronavirus (COVID-19), and to mitigate risks to the health and safety of our shareholders, employees, directors and other stakeholders, Torex Gold Resources Inc. (the “**Company**”) will hold the 2022 annual and special meeting of shareholders (the “**Meeting**”) as a virtual meeting conducted via live audio webcast. Shareholders can access the Meeting by visiting <https://meetnow.global/M72XRLQ>.

The Meeting is for the following purposes:

- to receive the audited financial statements of the Company for the year ended December 31, 2021 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 share units under 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.

Receiving Materials for the Meeting

This notice is accompanied by the management information circular (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/HGIQ2022. 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 Shareholders (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 "Section 2 - Attendance and Voting at the Meeting" and duly appointed proxyholders can attend the Meeting online at <https://meetnow.global/M72XRLQ> where they can participate, vote, or submit questions during the Meeting's live webcast.

If you are a Registered Shareholder, you 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. If you wish to appoint a proxyholder to represent you at the Meeting, please see "Section 2 - Attendance and Voting at the Meeting" for instructions.

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 "Section 6 - Voting by Non-Registered Shareholders" in the Circular for information on how a Non-Registered Shareholder may make arrangements to be duly appointed as a 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 13, 2022 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 20, 2022, 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 Circular and in the form of proxy. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

DATED at Toronto, Ontario this 11th day of May, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"Jody Kuzenko" (signed)

Jody Kuzenko
President and Chief Executive Officer



Have questions about this notice? Call the Toll Free Number below or scan the QR code to find out more.

Toll Free 1-866-964-0492



[www.computershare.com/
noticeandaccess](http://www.computershare.com/noticeandaccess)

Notice of Availability of Proxy Materials for TOREX GOLD RESOURCES INC. Annual General and Special Meeting

Meeting Date and Location:

When: June 22, 2022
10:00 am (Eastern Time) **Where:** Online at <https://meetnow.global/M72XRLQ>

You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting.

The information circular and other relevant materials are available at:

www.envisionreports.com/HGIQ2022

OR

www.sedar.com

How to Obtain Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the current meeting materials by mail at no cost. Requests for paper copies may be made using your Control Number as it appears on your enclosed Voting Instruction Form or Proxy. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than June 13, 2022. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

For Holders with a 15 digit Control Number:

Request materials by calling Toll Free, within North America - 1-866-962-0498 or direct, from Outside of North America - (514) 982-8716 and entering your control number as indicated on your Voting Instruction Form or Proxy.

To obtain paper copies of the materials after the meeting date, please contact (647) 260-1500.

For Holders with a 16 digit Control Number:

Request materials by calling Toll Free, within North America - 1-877-907-7643 or direct, from Outside of North America - (905) 507-5450 and entering your control number as indicated on your Voting Instruction Form.

To obtain paper copies of the materials after the meeting date, please contact (647) 260-1500.

Securityholder Meeting Notice

The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. **Election of Directors** - *Business of the Meeting - Election of Directors*
2. **Appointment of Auditors** - *Business of the Meeting - Re-appointment of the Auditors*
3. **Approval of Unallocated Share Units under the Employee Share Unit Plan** - *Business of the Meeting - Approval of Unallocated Share Units under the Employee Share Unit Plan*
4. **Approval of Unallocated Restricted Share Units under the Restricted Share Plan** - *Business of the Meeting - Approval of Unallocated Share Units under the Restricted Share Plan*
5. **Advisory Resolution on Executive Compensation Approach** - *Business of the Meeting - "Say on Pay" Advisory Vote*

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Voting

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote using the methods reflected on your enclosed Voting Instruction Form or Proxy.

PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING

Annual Financial statement delivery

- No Annual Report (or Annual Financial Statements) is (are) included in this mailing