



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

When

June 20, 2023, at 10:00 a.m. (EDT)

Where

Torex Gold Resources Inc. (the “**Company**”) will hold the 2023 annual meeting of shareholders (the “**Meeting**”) as a virtual meeting only, conducted via live audio webcast. Shareholders can access the Meeting by visiting <https://meetnow.global/M6UFHAU>.

The Meeting is for the following purposes:

- to receive the audited financial statements of the Company for the year ended December 31, 2022 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, 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

Again this year, the Company is using the “notice-and-access” procedure (“**Notice-and-Access**”) adopted by the Canadian Securities Administrators for delivery of the management information circular (the “**Circular**”) to all registered and non-registered shareholders by posting it to the website found at www.envisionreports.com/HGIQ2023. The use of this alternative means of delivery of the Circular 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. Under Notice-and-Access, registered shareholders remain entitled to receive a form of proxy enabling the shareholder to vote at the Meeting (non-registered shareholders will receive a voting instruction form – See “Section 6 - Voting by Non-Registered Shareholders”). In addition, the Company has included with the form of proxy, a supplemental mailing list and consent for electronic delivery return card (collectively with the Circular, the “**Meeting Materials**”). The Meeting Materials will also be available on SEDAR at www.sedar.com and on the Company’s website at www.torexgold.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.

For those shareholders who requested a copy, the Company’s audited financial statements were mailed to them in February 2023. 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 and on SEDAR at www.sedar.com.



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. 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/M6UFHAU> 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 4, 2023 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 16, 2023, 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 10th day of May, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Jody Kuzenko" (signed)

Jody Kuzenko
President and Chief Executive Officer