

TOREX GOLD RESOURCES INC.

WHISTLEBLOWER POLICY

Purpose and Responsibility

Torex Gold Resources Inc. (the “**Corporation**”) has adopted certain policies, including a Code of Business Conduct and Ethics, which requires the observance of high standards of business and personal ethics. This high standard includes an obligation and responsibility to report anything that could potentially jeopardize the Corporation’s operations or personnel. With that in mind, the Board of Directors has developed and approved this Whistleblower Policy (this “**Policy**”) to show its commitment to openness and transparency – and to provide the tools to handle complaints, reports and concerns by any individual regarding:

- Questionable accounting practices
- Inadequate internal accounting controls
- Coercion relating to auditing matters
- Actual or potential violations of any applicable law
- Any other suspected wrongdoing, including conduct prohibited under the Code of Business Conduct and Ethics of the Corporation

Our Assurance to Whistleblowers

The Corporation will treat all complaints as confidential to the fullest extent permitted by law. You are encouraged to put your name on any complaint you make, but a complaint may also be made anonymously.

Any employee, officer or director who reports a violation or even a suspected violation will be recognized as someone who is trying to be a solution to a potential problem for the Corporation. This recognition is based on the expectation that the report or filing of a complaint will be done in good faith with reasonable grounds for believing the information being shared indicates a violation. In return, the person making this report shall not be subject to any form of harassment, retaliation or negative impact on their employment status. Further, anyone who retaliates against someone reporting a violation in good faith will be subject to discipline that could include termination of employment in some situations, as it will be considered as a specific lack of honesty, and an act of disobedience and/or harassment.

Reporting Responsibility

It is the responsibility of all directors, officers and other employees to report violations or suspected violations in accordance with this Policy.

How to Report a Suspected Violation/Concern

A violation or suspected violation should be reported to your immediate supervisor. If you have reported a violation or suspected violation to your supervisor and they have not dealt with it, or you do not feel comfortable discussing the incident with your supervisor, you should contact the Chief Financial Officer, the General Counsel or the Whistleblower Hotline.

Andrew Snowden
Chief Financial Officer
Torex Gold Resources
Email: andrew.snowden@torexgold.com
Ext: 505
Tel: +1 647 260 1505
Mobile: +1 416 543 3005
(email – English or Spanish, telephone - English only)

Mary Batoff
General Counsel and Corporate Secretary
Torex Gold Resources
Email: mary.batoff@torexgold.com
Ext: 518
Tel: +1 416 203 7431
Mobile: +1 416 606 6279
(email – English or Spanish, telephone - English only)

The Whistleblower Hotline is provided through ClearView Connects™, a reporting service that the Corporation has set up for this purpose. This service enables individuals to submit a confidential and anonymous report in either English or Spanish.

- **By internet:** Individuals can go to www.clearviewconnects.com and follow the directions on the screen to submit a report using the website.
- **By phone:**
 - Individuals in Canada can call Torex-dedicated toll-free hotline at 1-844-415-0097 – and choose to speak with a live agent or leave a voice mail report.
 - Individuals in Mexico call the same report hot-line using the Mexican toll free hotline number at 800 062 2812.
- **By skype:** Individuals can call the same report hot-line by calling clearview-torexgold.
- **By mail:** Individuals can send Reports by mail to a confidential post office box at:
P.O. Box 11017
Toronto, Ontario
Canada
M1E 1N0

All complaints received will be considered carefully. Any complaint should provide sufficient details so that a reasonable investigation can be conducted.

What Happens during an Investigation

If the Chair of the Audit Committee of the Board determines the complaint is covered by this Policy, the Chair of the Audit Committee will launch an investigation that engages internal and/or external resources as the Chair considers advisable and will have access to all books and records of the Corporation. Any and all employees, directors and officers are expected to cooperate fully. If a complaint has to do with violations or suspected violations by the Chair of the Audit Committee, the Chair of the Corporate Governance and Nominating Committee will lead the investigation. If a complaint has to do with violations or suspect violations by both the Chair of the Audit Committee and the Chair of the Corporate Governance and Nominating Committee, the Chairman of the Board will lead the investigation. In circumstances of a complaint regarding violations or suspected violations by the Board as a whole, the Chief Executive Officer will be responsible for leading the investigation and will report his or her findings to the Board.

Investigations will be conducted as quickly as possible, taking into account the nature and complexity of the complaint and the matters raised in the complaint.

Acting in Good Faith

Any allegations that prove to have been made maliciously or in bad faith, or were knowingly false will be viewed as a serious disciplinary offense and any individual who reports or files a complaint on such a basis will be subject to discipline, up to and including termination of employment according to applicable law, as it will be considered as a specific lack of honesty, and an act of disobedience and/or harassment.

Reporting to the Audit Committee

At each regularly scheduled quarterly meeting of the Audit Committee, the Chair of the Audit Committee will report to the committee any details surrounding reported, ongoing or concluded investigations regarding any complaints. The Chair will also report to the committee and the full Board any complaint that could have material consequences for the Corporation.

Certification

When your employment or association with the Corporation begins, you must sign an acknowledgement form confirming that you have read and understand this Code and agree to abide by its provisions. Requests to make similar acknowledgements will be made on a periodic basis.

Failure to read or understand this Code, sign any acknowledgement form does not excuse you from compliance with this Code.

Review of this Policy

The Audit Committee will review this Policy from time to time to determine whether this Policy is effective in providing appropriate procedures to report violations or suspected violations, and recommend to the Board any amendments to this Policy. If there are any policy changes, each employee, director and officer will be made aware of any changes in a timely manner.