



FILED BY SEDAR

January 31, 2018

Ontario Securities Commission (Principal Regulator)
Alberta Securities Commission
British Columbia Securities Commission
Saskatchewan Financial and Consumer Affairs Authority
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Government of Newfoundland and Labrador
Office of the Superintendent of Securities, Prince Edward Island
Registrar of Securities, Government of Yukon
Superintendent of Securities, Government of the Northwest Territories
Office of the Superintendent of Securities, Government of Nunavut

Dear Sirs/Mesdames:

**RE: Torex Gold Resources Inc. (the "Corporation")
Prospectus Supplement dated January 31, 2018 (to the Short Form Base
Shelf Prospectus dated January 24, 2018) (the "Supplement")**

We refer to the Supplement relating to the issue and sale of common shares of the Corporation.

We, as counsel to the Corporation, hereby consent to the use of and reference to our firm opinion under the heading "Eligibility for Investment" and to the reference to our firm name on pages S-2 and S-3 of the Supplement and under the heading "Legal Matters".

We confirm that we have read the Supplement and that we have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinion referred to above or that is within our knowledge as a result of the services we performed in connection with such opinion.

Yours truly,

"CASSELS BROCK & BLACKWELL LLP"