TORC
Oil & Gas Ltd

ANNUAL MEETING OF SHAREHOLDERS
NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as TORC Oil & Gas Ltd. ("TORC") uses the notice and access model for delivery of meeting materials to its shareholders. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the shareholders' meeting. However, instead of a paper copy of the notice of meeting and information circular-proxy statement ("Information Circular") and TORC's financial statements and related management's discussion and analysis for its most recently completed financial year end ("Financial Information"), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

MEETING DATE AND LOCATION:

WHEN: Tuesday, May 9, 2017 at 2:30 p.m. (Calgary time)

WHERE: Westin Hotel
Mayfair Room
320 – 4th Avenue S.W.
Calgary, Alberta

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

Financial Statements: Although no vote is required, shareholders will receive and consider TORC's financial statements for the year ended December 31, 2016, together with the report of the auditors thereon.

Fixing Number of Directors: Shareholders will be asked to fix the number of directors to be elected at the meeting at seven members. Information respecting fixing the number of directors may be found in the *Matters To Be Acted Upon at the Meeting – Fixing Number of Directors* section of the Information Circular.

Election of Directors: Shareholders will be asked to elect seven directors for the ensuing year. Information respecting the election of directors may be found in the *Matters To Be Acted Upon at the Meeting – Election of Director*s section of the Information Circular.

Appointment of Auditors: Shareholders will be asked to appoint KPMG LLP as TORC's auditors for the ensuing year, and authorize TORC's directors to fix their remuneration. Information respecting the appointment of KPMG LLP may be found in the *Matters To Be Acted Upon at the Meeting – Appointment of Auditors* section of the Information Circular.

Advisory Vote on Executive Compensation: Shareholders will be asked to consider a non-binding advisory resolution on TORC's approach to executive compensation. Information respecting this advisory vote may be found in the *Matters To Be Acted Upon at the Meeting – Advisory Vote on Executive Compensation* section of the Information Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the *Other Matters* section of the Information Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Material can be viewed online at **www.sedar.com** or at **www.torcoil.com**

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial shareholders may request that a paper copy of the Information Circular and/or Financial Information be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Calling 1-844-453-5507

Requests should be received at least five (5) business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date.

TORC has determined that all registered shareholders will receive a paper copy of the Information Circular and the Financial Information. Beneficial shareholders will only receive this notice and a voting instruction form or proxy form except that a paper copy of the Information Circular and the Financial Information will be mailed to those beneficial shareholders who previously requested to receive such information.

VOTING:

Beneficial shareholders are asked to return their proxy or voting instruction form using one of the following methods at least one (1) business day in advance of the proxy deposit date set out in the accompanying proxy or voting instruction form:

CANADA		**UNITED STATES**	
MAIL:	Data Processing Centre P.O. Box 2800, STN LCD Malton Mississauga, Ontario L5T 2T7 Canada	**MAIL:**	Proxy Services P.O. Box 9104 Farmingdale, New York 11735-9533 USA
TELEPHONE:	English: 1-800-474-7493 French: 1-800-474-7501	**TELEPHONE:**	1-800-454-8683
FACSIMILE:	Fax to 905-507-7793		
INTERNET:	Go to www.proxyvote.com and follow the instructions using the16 digit control number.	**INTERNET:**	Go to www.proxyvote.com and follow the instructions using the 16 digit control number.

Shareholders with questions about notice and access can call toll free at 1-844-453-5507.