



(Formerly Stratton Resources Inc.)

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE COMPANY'S CONSOLIDATED
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the nine months ended September 30, 2017

Dated: November 23, 2017

TORQ RESOURCES INC.
(formerly Stratton Resources Inc.)

Management's Discussion and Analysis of the Financial Condition and
Results of Operations for the Nine Months Ended September 30, 2017

Expressed in Canadian Dollars

HIGHLIGHTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017 AND THE PERIOD UP TO NOVEMBER 23, 2017

Corporate highlights

- On September 18, 2017, the Company commenced trading on the OTCQX under the US symbol TRBMF.
- On September 12, 2017, the Company appointed Jeffery Mason to its board of directors. Mr. Mason is a corporate and financial professional with over 25 years of experience serving public companies in the mining and mineral exploration industry.
- On March 2, 2017, the Company changed its name to Torq Resources Inc. and the ticker symbol to TORQ.
- On February 27, 2017, the Company completed a non-brokered private placement of 20,300,000 common shares for total gross proceeds of approximately \$13.2 million.

Operational highlights

- On September 21, 2017, the Company announced the results from the regional till sampling program on its Gander Gold Project located in central Newfoundland, Canada. The program was designed to identify centers of gold mineralization beneath till cover and has successfully identified 6 gold-in-till anomalies over a 25 km long structural trend. These anomalies represent primary targets for future exploration and drilling.
- On June 26, 2017, the Company entered into an agreement to acquire either 75% or 100% interest in certain mineral claims referred to as the Cracker Option, located in northeastern Newfoundland, Canada. The claims complete the southern portion of the Company's Gander block and are adjacent to three high-grade geochemical anomalies identified in the 2016 till survey.
- The Company continually reviews and evaluates projects globally in its path to building a world-class exploration portfolio.

< Refer to the page 3 for cautionary wording concerning forward-looking information >

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1.1. Date and presentation

This Management Discussion and Analysis ("MD&A") of Torq Resources Inc. (formerly Stratton Resources Inc.) (the "Company" or "Torq") has been prepared by management to assist the reader to assess material changes in the financial condition and results of operations of the Company as at September 30, 2017 and for the three and nine months then ended. This MD&A should be read in conjunction with the condensed consolidated interim financial statements of the Company for the three and nine months ended September 30, 2017 and 2016 and the notes thereto, as well as the annual audited consolidated financial statements of the Company for the years ended December 31, 2016 and 2015. All financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP") and all dollar amounts presented are Canadian dollars unless otherwise stated.

The effective date of this MD&A is November 23, 2017.

1.1.2 Forward-looking statements and risk factors

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company, including but not limited to statements with respect to the Company's plans or future financial or operating performance, the estimation of mineral reserves and resources, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of deposits, success of exploration activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits and future outcome of legal and tax matters.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect", "budget", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include but are not limited to risks related to international operations; risks related to general economic conditions and credit availability; actual results of current exploration activities, unanticipated reclamation expenses; fluctuations in prices of base and precious metals; fluctuations in foreign currency exchange rates, increases in market prices of mining consumables; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in countries in which the Company operates, as well as other factors. Additional information relating to the Company and its operations is available on SEDAR at www.sedar.com and on the Company's web site at www.torqresources.com.

The Company's management reviews periodically information reflected in forward-looking statements. The Company has and continues to disclose in its Management's Discussion and Analysis and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

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1.2 Over-all performance

1.2.1 Description of business

Torq is a junior exploration company focused on the acquisition, exploration and development of mineral resource properties. On March 15, 2017, the Company changed its name from Stratton Resources Inc. to Torq Resources Inc. The Company is incorporated under the Business Corporations Act (British Columbia) and is a reporting issuer in British Columbia, Alberta and Ontario. The Company is listed on the TSX Venture Exchange ("the Exchange") as a Tier 2 mining issuer, and its shares trade under the symbol TORQ.V. On September 18, 2017, the Company commenced trading on the OTCQX under the US symbol TRBMF.

As at the date of this MD&A, the organizational structure of Torq is as follows:

Subsidiary	Place of incorporation	Beneficial Interest
Stratton Resources (Canada) Ltd.	BC, Canada	100%
Gecon OOD	Bulgaria	100%
Archelaus Resources DOOEL (inactive)	Macedonia	100%
Balakros Resources DOOEL (inactive)	Macedonia	100%

1.2.2 Newfoundland projects

Wildwood Option

On October 28, 2016, the Company entered into an option agreement with Wildwood Exploration Inc. to acquire the rights to four separate groups of mineral claims, totalling approximately 4,777 mineral claims and covering approximately 119,000 hectares in Newfoundland, Canada (the "Wildwood Option"). The groups of claims under the Wildwood Option are referred to as Gander, Frenchman, Millertown and Quinn. Under the terms of the Wildwood Option, the Company may acquire a 100% interest, subject to a NSR royalty, in the mineral claims through a combination of work expenditures and cash and share payments as listed in the table below:

Due dates	Cash Payments	Torq	
		Common Shares	Work Expenditures
October 28, 2016 (Paid and issued)	\$ 75,000	100,000	\$ -
On or before October 28, 2017 (Paid and issued)	150,000	200,000	250,000
On or before October 28, 2018	200,000	250,000	500,000
On or before October 28, 2019	250,000	400,000	500,000
On or before October 28, 2020	175,000	500,000	1,000,000
On or before October 28, 2021	-	1,750,000	-
Total	\$ 850,000	3,200,000	\$ 2,250,000

The NSR is 2.0% with 50% (being 1.0%) buyable for \$3,000,000 at any time.

As at September 30, 2017, the Company incurred an aggregate of \$1,039,501 (net of government grants and excluding share-based compensation and acquisitions costs) in exploration expenditures on the Wildwood option claims, thereby fully meeting and exceeding the work expenditures requirement until October 28, 2018.

Cracker Option

On June 26, 2017, the Company entered into an option agreement with a private individual to acquire the rights to certain mineral claims in northeastern Newfoundland, Canada (the "Cracker Option"), that are within the Company's Gander block of mineral claims (see Figure 1). The claims complete the southern portion of the Company's Gander block and are adjacent to three high-grade geochemical anomalies identified in the 2016 till survey.

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1.2.2 Newfoundland projects (continued)

Under the terms of the Cracker Option, the Company may acquire a 75% or 100% interest in the mineral claims through a combination of work expenditures and cash or share payments as outlined in the table below:

Due dates	Cash Payments	Cash or Share payments	Work Expenditures
On June 26, 2017 (Paid)	\$ 25,000	\$ -	\$ -
On or before June 26, 2018	50,000	-	100,000
On or before June 26, 2019	-	-	250,000
On or before June 26, 2020	-	175,000	650,000
Cumulative totals to earn a 75% interest in the claims	75,000	175,000	1,000,000
On or before June 26, 2021	-	250,000	1,000,000
Cumulative totals to earn a 100% interest in the claims	\$ 75,000	\$ 425,000	\$ 2,000,000

2017 Newfoundland exploration program

The Company initiated its 2017 exploration program on the Newfoundland projects in June 2017. The program consisted of systematic geochemical sampling across Torq's land position. The 2016 exploration program sampling covered 15% of the area of the Gander block with the remaining 85% to be sampled during Q2/Q3 of 2017 as well as additional infill sampling on the Quinn, Millertown, and Frenchman blocks.

Gander Gold Project

As part of the 2017 program, the Company screened a 50 km by 15 km area along a crustal scale fault zone which forms the core of the Gander Gold Project. A total of 1,749 samples were collected across this project area and identified six multi-kilometer long gold-in-till anomalies that cluster within a 25 km by 5 km corridor (Figure 1).

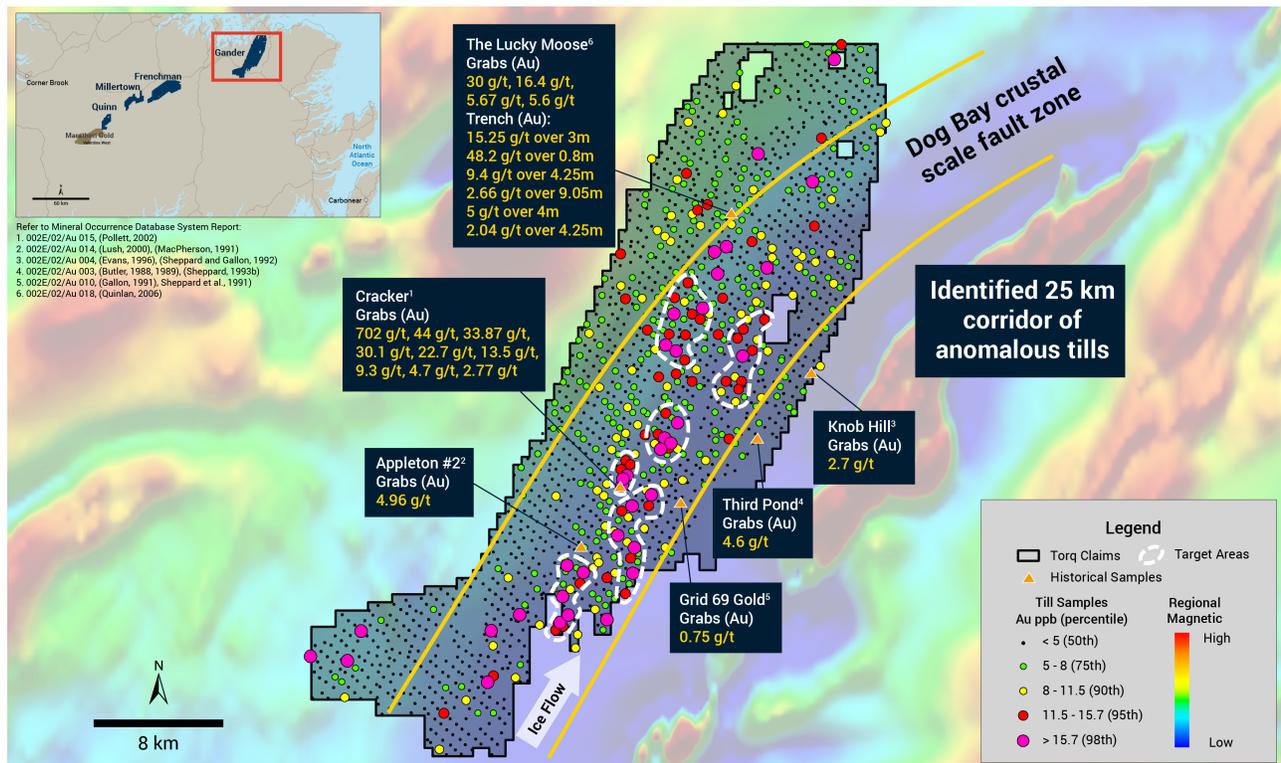


Figure 1 – Torq's Gander Gold project showing regional magnets and till sample results

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1.2.2 Newfoundland projects (continued)

During Q4 2017, Torq initiated a follow-up exploration program designed to investigate the 5 strongest gold-in-till anomalies that were identified during the summer season. The follow-up screening program is designed to trace gold mineralization back to its source rock underneath the till sequence through a combination of in-fill till and biogeochemical sampling methods. A total 2,400 till samples and 4,800 biogeochemical samples will be collected across the target areas which encompass the anomalies from the summer program in addition to the 'Cracker' and 'Lucky Moose' surface showings. Results from this program will allow the Company to target bedrock mineralization with future trench and drill programs anticipated in 2018.

1.2.3 Mineral property interests continuity

During the nine months ended September 2017, the Company incurred \$25,000 in mineral property acquisition costs (see 1.2.2 – Cracker Option) and \$808,513 in exploration and evaluation expenditures, inclusive of \$158,064 share-based compensation, for total expenditures for the period of \$833,513. During the nine months ended September 30, 2017 the Company received \$129,705 in grants from the Government of Newfoundland and Labrador. These were recorded as an offset to the exploration and evaluation expenditures incurred on the Newfoundland projects.

	Newfoundland projects
Balance as at December 31, 2016	\$ 605,232
Acquisition costs	
Additions:	
Option payments	25,000
Exploration and evaluation costs	
Aircraft and travel	77,597
Assaying	179,110
Equipment rental and maintenance	55,730
Geophysics and targeting	194,562
Project support cost	32,476
Share-based compensation	158,064
Wages and consultants	110,974
Total additions for the period	833,513
Government grants	(129,705)
Balance as at September 30, 2017	\$ 1,309,040

1.2.4 Gecon investment agreement

Effective November 16, 2016, pursuant to an investment agreement, the Company acquired a beneficial interest in 100% of the capital of a Bulgarian shell company, Gecon OOD ("Gecon"), for the purposes of establishing mineral exploration operations in the country. Pursuant to the investment agreement between the Company and Gecon's former shareholder, the Company will pay a minimum of USD 50,000 and a maximum of USD 200,000 at any time within a 3-year period of signing the investment agreement in exchange for its beneficial interest in Gecon.

The Gecon financial liability is remeasured at every balance sheet date with the change in fair value recognized in the comprehensive statement of loss.

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1.2.5 Project investigation expenditures

The Company is continually reviewing and evaluating new projects globally on its path to establishing a tier-one mineral portfolio. The table below shows the nature of the project investigation costs incurred during the three and nine months ended September 30, 2017. No project investigation activities were ongoing in the comparative period of the previous year.

Project investigation expenditures	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Assays	\$ 30,873	\$ -	\$ 55,173	\$ -
Equipment, vehicles rent and field supplies	15,312	-	128,643	-
Geological consulting, salaries and wages	148,915	-	257,694	-
Share-based compensation	318,508	-	318,508	-
Travel, meals, accommodation	24,210	-	58,465	-
	\$ 537,818	\$ -	\$ 818,485	\$ -

1.3 Selected annual information

The following represents selected information of the Company for the three most recently completed financial years:

	2016	2015	2014
Net loss for the year	\$ (660,499)	\$ (460,357)	\$ (132,887)
Total comprehensive loss for the year	(661,532)	(460,357)	(132,887)
Basic and diluted loss per share	(0.02)	(0.01)	(0.00)
Working capital	5,553,663	(414,442)	(279,419)
Total assets	6,792,568	223,518	687,456
Total long term liabilities	218,472	-	-
Shareholder's equity	(5,940,423)	(414,442)	45,915
Cash dividends per share	-	-	-

The Company generated no revenues from operations during the fiscal periods ended December 31, 2016 and 2015, other than interest income of \$10,872 and \$1,714 respectively.

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1.4 Results of operations

Three months ended September 30, 2017 and 2016

Net loss for the three months ended September 30, 2017 was \$1,467,646 or \$0.02 loss per share compared to a net loss of \$35,098 or \$0.00 loss per share for the same period in the previous year.

Significant variances are discussed as follows:

- During the three months ended September 30, 2017, the Company incurred \$936,426 in administrative expenses compared with \$35,417 in same period in 2016. This increase is attributable to additional administrative wages and office, administration and legal costs in support of the Newfoundland operations and project investigation. Costs in the same period of the previous year did not include the ramp up of the Company's activity, which occurred subsequently to Q2 2016. In addition, during the three months ended September 30, 2017, the Company granted 6,500,000 share purchase options and recognized a share-based compensation expense of \$703,513 related to administration and marketing activities of the Company. No share options were granted or outstanding during 2016.
- Total project investigation expenditures for the three months ended September 30, 2017 were \$537,818, inclusive of \$318,508 in share-based compensation expense, compared to \$nil in the comparative period. These costs were incurred in connection with the investigation of potential mineral property acquisitions.
- Foreign exchange loss for the three months ended September 30, 2017 increased significantly due to the higher cash balances in foreign currencies that the Company held throughout the period compared to the same period of the previous year.

Nine months ended September 30, 2017 and 2016

Net loss for the nine months ended September 30, 2017 was \$2,153,755 or \$0.03 loss per share compared to a net loss of \$95,967 or \$0.00 loss per share for the same period in the previous year.

The reasons for the significant variance in the expenditures for the two periods are consistent with the reasons discussed for the three-month periods ended September 30, 2017 and 2016.

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1.5 Summary of quarterly results

The Company is a mineral exploration company and currently has no producing properties or operating income. However, the Company records interest earned on cash balances held at financial institutions, which depends upon cash balances available to fund its acquisition and exploration activities and administrative expenses. A summary of quarterly results is shown below:

Quarter ended	Interest and other income	Net loss	Total Comprehensive loss	Loss per share
	\$	\$	\$	\$
September 30, 2017	46,020	1,467,646	1,471,383	0.02
June 30, 2017	27,823	393,171	396,908	0.01
March 31, 2017	15,812	292,938	295,089	0.00
December 31, 2016	9,998	564,802	565,826	0.01
September 30, 2016	321	35,098	35,098	0.00
June 30, 2016	57	35,192	35,192	0.00
March 31, 2016	496	25,407	25,407	0.00
December 31, 2015	550	37,152	37,152	0.00

Up until September 30, 2016, the quarters ended in 2016 and 2015, except for the quarter ended September 30, 2015, show decreasing net loss and comprehensive loss over previous periods due to management's efforts to reduce administration expenses. During the last four quarters the Company incurred increasing net losses, which reflect a ramp up of project investigation activities and support costs. In addition, the quarter end December 31, 2016 included the one-time Gecon startup costs.

1.6 Liquidity and capital resources

The Company finances its operations by raising capital in the equity markets. For the foreseeable future, the Company will need to rely on the sale of its securities to provide working capital and to finance its mineral property acquisition and exploration activities.

As at September 30, 2017, the Company had cash of \$16,348,033 and working capital of \$16,605,090 compared to cash of \$5,864,033 and a net working capital deficit of \$5,553,663 as at December 31, 2016.

The cash balance of \$16,348,033 as at September 30, 2017 is sufficient to meet the cash requirements for the Company's administrative and operating expenses and maintaining its mineral interests for the next twelve months as well as continue with its project investigation activities.

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1.6 Liquidity and capital resources (continued)

Common share issuances

Nine months ended September 30, 2017

On February 27, 2017, the Company closed a private placement for gross proceeds of \$13,195,000 (the "February 2017 Placement") pursuant to which the Company issued an aggregate of 20,300,000 common shares at a price of \$0.65 per common share. Share issue costs related to the February 2017 Private Placement, which included commissions and professional and regulatory fees, totalled \$447,036.

Intended Use of Proceeds of February 2017 Private Placement		Actual Use of Proceeds to September 30, 2017		(Over)/under expenditure
Offering Expenses	\$447,036	Offering Expenses	\$447,036	-
Project Acquisition and exploration	\$10,747,964	Acquisition of Newfoundland project and exploration	-	\$10,747,964
		Other project investigation costs	-	
Administration and general working capital	\$2,000,000	Administration and general working capital	-	\$2,000,000
Total	\$13,195,000	Total	\$447,036	\$ 12,747,964
Explanation of variances and the impact of variances on the ability of the Company to achieve its business objectives and milestones		Up until September 30, 2017, the Company's expenditures were from existing treasury including the proceeds from the August 2016 Placement		

Year ended December 31, 2016

On August 30, 2016, the Company closed a private placement for gross proceeds of \$7,000,000 (the "August 2016 Placement") pursuant to which the Company issued an aggregate of 20,000,000 common shares at a price of \$0.35 per common share. Share issue costs related to the Private Placement, which included professional and regulatory fees, totalled \$43,612.

Intended Use of Proceeds of August 2016 Private Placement		Actual Use of Proceeds from September 1, 2016 to September 30, 2017		(Over)/under expenditure
Offering Expenses	\$43,612	Offering Expenses	\$43,612	-
Project Acquisition and exploration	\$4,956,388	Acquisition of Newfoundland project and exploration	\$1,150,976	\$3,026,109
		Other project investigation costs (including Gecon startup costs)	\$779,303	
Administration and general working capital	\$2,000,000	Administration and general working capital	\$ 1,426,040	\$573,960
Total	\$7,000,000	Total	\$3,339,931	\$ 3,600,069
Explanation of variances and the impact of variances on the ability of the Company to achieve its business objectives and milestones		The Company has only expended a portion of the funds raised through the placement.		

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1.7 Off-balance sheet arrangements

The Company has not engaged in any off-balance-sheet arrangements such as obligations under guarantee contracts, a retained or contingent interest in assets transferred to an unconsolidated entity, any obligation under derivative instruments or any obligation under a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the Company or engages in leasing, hedging or research and development services with the Company.

1.8 Related party transactions

All transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. All amounts are unsecured, non-interest bearing and have no specific terms of settlement, unless otherwise noted.

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Universal Mineral Services Ltd. ¹				
Included in the statement of loss and comprehensive loss:				
Bank charges	\$ 980	\$ 159	\$ 1,551	\$ 450
Consulting fees, directors' fees, wages and benefits	87,290	8,647	126,200	24,718
Office, rent and administration	69,343	8,392	104,256	26,257
Project investigation expenditures	48,393	-	80,068	-
Regulatory, transfer agent and shareholder information	7,238	-	7,850	840
Travel, marketing and investor relations	2,245	-	2,245	-
Capitalized to mineral property interests:				
Newfoundland	51,177	-	57,619	-
Total transactions for the period	\$ 266,667	\$ 17,198	\$ 379,790	\$ 52,265

- 1 Universal Mineral Services Ltd., ("UMS") is a private company with directors and officers in common that, pursuant to an agreement dated December 30, 2015, provides office space and certain administrative services to the Company on a cost recovery basis. The outstanding balance owing at September 30, 2017 was \$42,459 (December 31, 2016 - \$30,388) and prepaid expenses and deposits balance was \$50,000 (December 31, 2016 - \$31,000).

Effective June 30, 2013, UMS agreed to settle historic payable balances totaling \$609,388 with a note payable for an equivalent value. The note payable was repaid in full effective August 30, 2016.

Key management compensation

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Short-term benefits	\$ 60,000	\$ -	\$ 173,735	\$ -
Share-based compensation	594,582	-	594,582	-
	\$ 654,582	\$ -	\$ 768,317	\$ -

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1.9 Subsequent event

On October 26, 2017, the Company issued 200,000 of its common shares and paid \$150,000 pursuant to Wildwood option agreement (see 1.2.2.).

1.10 Proposed transactions

None.

1.11 Critical accounting estimates

This section is not required as the Company is a Venture Issuer, as the term is defined in National Instrument 51-102 *Continuous Disclosure Obligations*.

1.12 Changes in accounting policies

The accounting policies followed in these condensed consolidated interim financial statements are the same as those applied in the Company's most recent audited consolidated financial statements for the year ended December 31, 2016, except for the following: the Company has adopted the narrow scope amendments to IFRS 12 - Disclosure of Interests in Other Entities, IAS 7 - Statement of Cash Flows and IAS 12 - Income Taxes which are effective for annual periods beginning on or after January 1, 2017. The amendments did not have an impact on the Company's condensed interim consolidated financial statements.

1.13 Financial instruments and other instruments

As at September 30, 2017, the Company's financial instruments consist of cash, accounts payable and accrued liabilities and Gecon financial liability. The fair values of cash, accounts payable and accrued liabilities approximate their carrying values due to their short-term to maturity.

As at September 30, 2017 and December 31, 2016, the only financial instruments measured at fair value was the Gecon financial liability, which is classified under level 3 of the fair value hierarchy. The Gecon financial liability was revalued at September 30, 2017 to \$205,301 with the change in fair value of \$13,171 since December 31, 2016 recognized in the comprehensive statement of loss.

The Company's financial instruments are exposed to certain financial risks including, credit risk, currency risks, liquidity risk, interest rate risk and capital risk management. Details of each risk are laid out in the notes to the Company's condensed consolidated interim financial statements.

1.14 Other requirements

1.14.1 Capital structure

Authorized share capital consists of: Unlimited number of common shares without par value.

Issued share capital:

As at November 23, 2017, there are 77,324,164 common shares of the Company issued and outstanding.

As at September 30, 2017, there were 77,124,164 common shares of the Company issued and outstanding.

As at November 23, 2017 there were 6,500,000 share purchase options and nil warrants outstanding.

As at September 30, 2017 there were 6,500,000 share purchase options and nil warrants outstanding.

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1.14.2 Disclosure controls and procedures

As defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, disclosure controls and procedures require that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

Management is responsible for the establishment and maintenance of a system of internal control over financial reporting. This system has been designed to provide reasonable assurance that assets are safeguarded and that the financial reporting is accurate and reliable. The condensed consolidated interim financial statements have been prepared by management in accordance with IFRS and in accordance with accounting policies set out in the notes to the consolidated financial statements for the years ended December 31, 2016 and 2015.

Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, have evaluated the design of the Company's disclosure controls and procedures and the design of internal controls over financial reporting as required by Canadian securities laws, and have concluded that such procedures are adequate to ensure accurate and complete disclosures in public filings.

There are inherent limitations in all control systems and no disclosure controls and procedures can provide complete assurance that no future errors or fraud will occur. An economically feasible control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Note: As a Venture Issuer, the Company is not required to certify the design and evaluation of the issuer's disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR") and has not completed such an evaluation; and there are inherent limitations on the ability of Management to design and implement on a cost effective basis DC&P and ICFR for the Company which may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports required under securities legislation.

Additional disclosures pertaining to the Company's Management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

On behalf of the Board of Directors,

"Michael Kosowan"

Michael Kosowan

President and Chief Executive Officer

November 23, 2017