



(NASDAQ: TRCH)

Orogrande Basin Project
August 2014

Forward Looking Statements



This presentation of Torchlight Energy (“Torchlight” or “Company”) contains forward-looking statements within the meaning of the federal securities laws. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, and goals, assumption of future events or performance are not statements of historical fact and may be deemed “forward-looking statements.” Forward-looking statements can often be identified by the use of words such as “may,” “will,” “estimate,” “intend,” “continue,” “believe,” “expect,” “plan,” “propose,” “projected,” “seek,” or “anticipate,” although not all forward-looking statements contain these or other identifying words. Forward-looking statements are based on expectations, estimates and projections at the time the statements are made that involve a number of risks and uncertainties which could cause actual results or events to differ materially from those presently anticipated. Such forward-looking statements relate to, among other things: expected revenue, cash flow and earnings growth; estimates regarding oil and gas reserves, future oil and gas prices and present values of such reserves; strategies and timelines for growth of the Company’s business; and projected capital expenditures. These statements are qualified by important factors that could cause the Company’s actual results to differ materially from those reflected by the forward-looking statements. Such factors include, but are not limited to: the Company’s ability to locate and acquire suitable interests in oil and gas properties on terms acceptable to the Company; the Company’s ability to obtain working capital as and when needed on terms acceptable to the Company; the ability to integrate, manage and operate acquired oil and gas properties; the ability of the Company to build and maintain a successful operations infrastructure and to retain key personnel; possible insufficient cash flows and resulting illiquidity; government regulations; lack of diversification; political risk, international instability and the related volatility in the prices of oil and/or natural gas; increased competition; stock volatility and illiquidity; the Company’s potential failure or inability to implement fully its business plans or strategies; general economic conditions; and the risks and factors described from time to time in the Company’s offerings, reports and filings with the U.S. Securities and Exchange Commission (the “SEC”). The Company cautions readers not to place undue reliance on any forward-looking statements. The Company does not undertake, and specifically disclaims any obligation, to update or revise such statements to reflect new circumstances or unanticipated events as they occur.

The information contained in this presentation is provided by the Company for informational purposes only and does not constitute an offer to buy or an invitation to sell securities of Torchlight or other financial products. The information contained herein is not investment or financial product advice and is not intended to be used as the basis for making an investment decision. The views, opinions and advice provided in this presentation reflect those of the individual presenters, and are provided for information purposes only. The presentation has been prepared without taking into account the investment objectives, financial situation or particular needs of any particular person. No representation or warranty, expressed or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions in this presentation. To the maximum extent permitted by law, neither the Company nor any of its respective directors, officers, employees or agents, nor any other person accepts any liability, including, without limitation, any liability arising out of fault or negligence, for any loss arising from the use of the information contained in this presentation.

Cautionary Note to Investors Concerning Oil and Gas Reserve Estimates: The SEC permits oil and gas companies, in their filings with the SEC, to disclose only “Proved” reserves that a company has demonstrated by actual production or conclusive formation tests to be economically and legally producible under existing economic and operating conditions. The company uses certain terms in this presentation such as “Probable” or “Possible” oil and gas reserves that are not recognized by the SEC and the Company cannot include them in its SEC filings. Investors are urged to consider closely the disclosure in the Company’s SEC filings which can be obtained at www.sec.gov.

Project Potential Snapshot

Details	
Gross Acreage	172,000
Operator	TRCH
WI **	90%
Potential Locations (@ 60% productive)	2500
Net Locations to TRCH	2250
Potential EUR's / vertical well	100k to 140k
Potential PV 10 well	\$4 mm
Potential Reserves to TRCH @ 100k EUR	225,000,000 BO
Potential PV 10 value on 2250 locations	\$9B

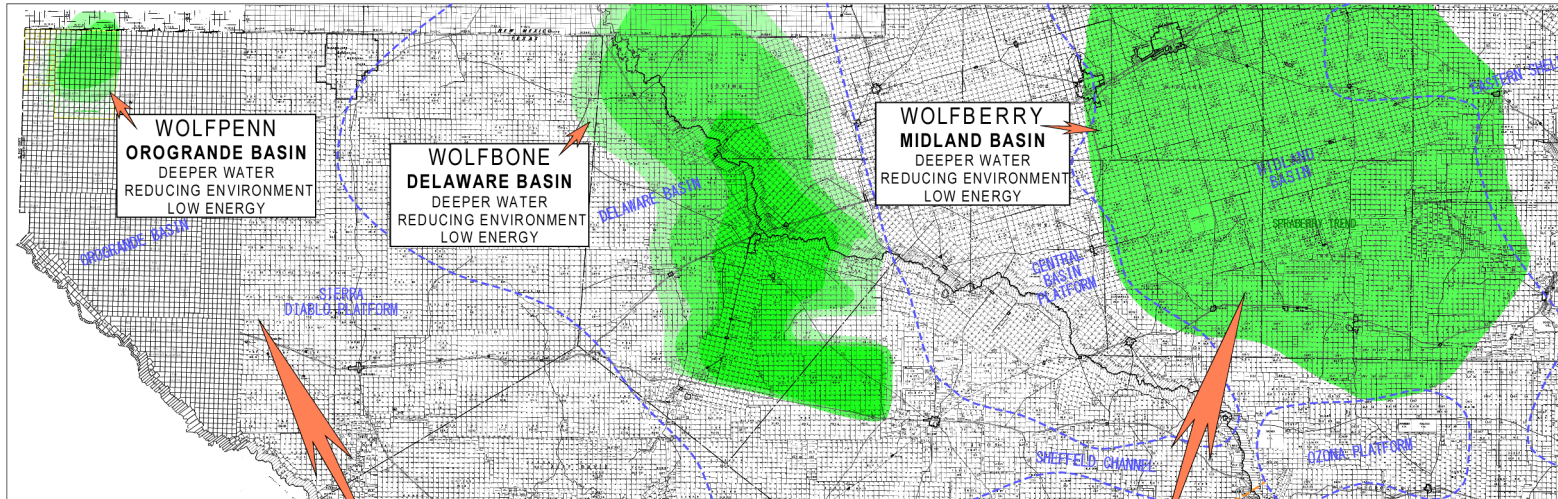
** Initial WI is 100%, assumes 10% back in by geology team

Orogrande Basin Background Info

- 172,000 acres on University Land, Hudspeth County, TX
 - Nearly all contiguous
 - 5 year primary term on leases with 5 year extensions
- TRCH to operate
- Test well AFE = \$1.5 million vertically
- Development wells = < \$1 million vertically
- 4 wells were drilled, logged, cored, and shut in
 - At that time (approx. 2004), looking for conventional reservoir
 - All logs have nearly the identical footprint as vertical Sprayberry and Wolfbone wells in the Midland Basin and Delaware Basin
- Discovered by renowned Geologist Rich Masterson

Basin Comparison

COMPARISON BETWEEN OROGRANDE WOLF PENN, DELAWARE WOLFBONE AND MIDLAND WOLFBERRY



ENVIRONMENT OF DEPOSITION & PETROPHYSICS

WOLF PENN

MAINLY SILTSTONE
 LIME MICRITES
 THIN LIME DETRITALS
 THIN BEDDED SHALES
 CARBONACEOUS
 MUDLOG C3-C4 READINGS
 OIL CUT IN SAMPLES
 INVASION PROFILE ON DLL
 REGULARLY PRESSURED
 GROSS THICKNESS 1300'


WOLFBONE

MAINLY SILTSTONE
 LIME MICRITES
 THIN LIME DETRITALS
 THIN BEDDED SHALES
 CARBONACEOUS
 MUDLOG C3-C4 READINGS
 OIL CUT IN SAMPLES
 INVASION PROFILE ON DLL
OVER PRESSURED
 GROSS THICKNESS 3000'

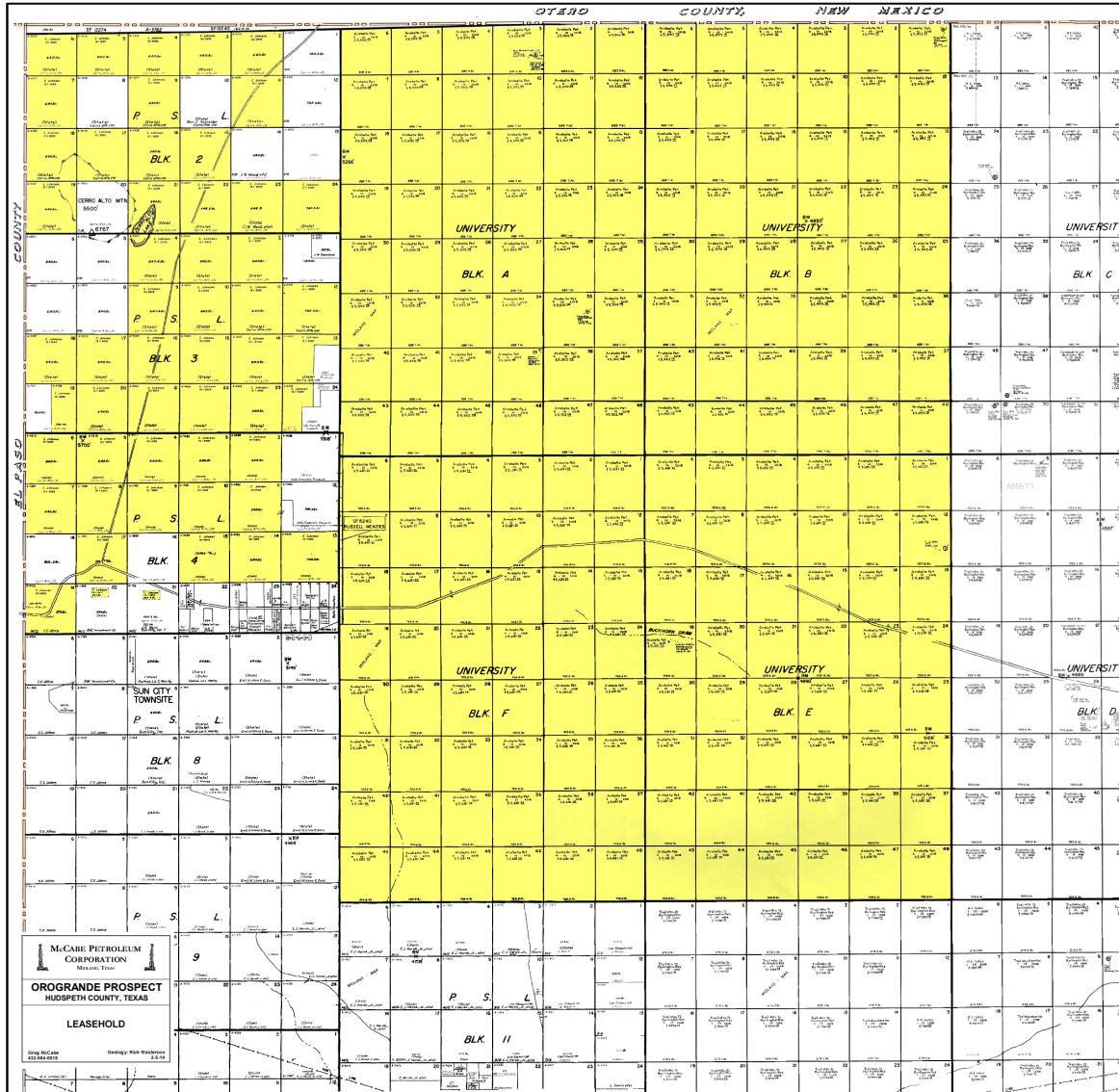
WOLFBERRY

MAINLY SILTSTONE
 LIME MICRITES
 THIN LIME DETRITALS
 THIN BEDDED SHALES
 CARBONACEOUS
 MUDLOG C3-C4 READINGS
 OIL CUT IN SAMPLES
 INVASION PROFILE ON DLL
 REGULARLY PRESSURED
 GROSS THICKNESS 1400'

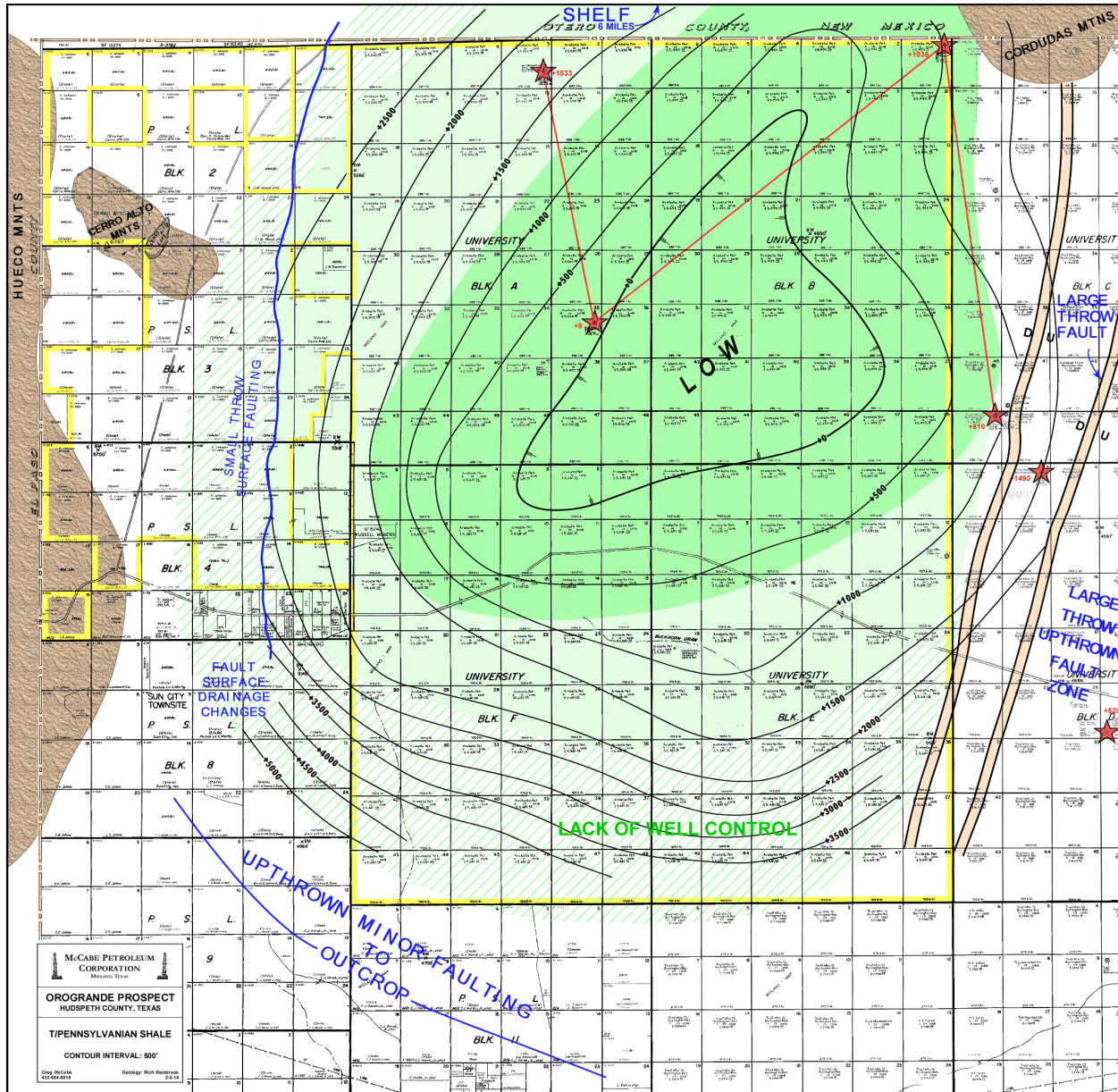
TIME CORRELATIVE ENVIRONMENTS AND SHOWS THROUGHOUT EACH PROSPECT
 IDENTIFIABLE HORIZONTAL TARGETS ON EACH PROSPECT

 McCABE PETROLEUM CORPORATION MIDLAND, TEXAS
OROGRANDE PROSPECT HUDSPETH COUNTY, TEXAS
BASINAL COMPARISON
<small> Comp: Bill Calkins 432-684-0018 </small>
<small> Geology: Rich Hesterman 2-8-14 </small>

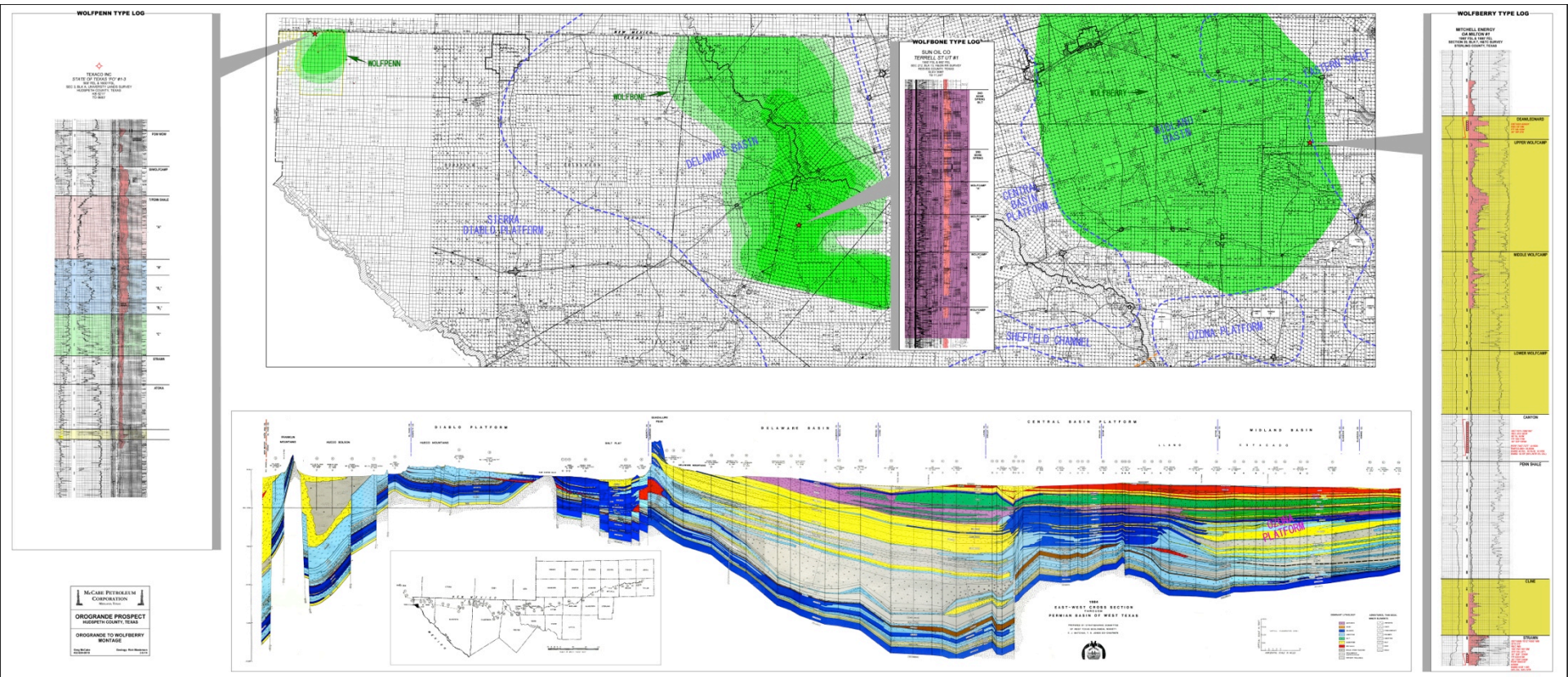
Lease Map



Penn Shale Stratigraphic Map



Montage



Company

John Brda- President & Director

214-432-8002

john@torchlightenergy.com

www.torchlightenergy.com

Investor Relations

MZ Group

Derek Gradwell- SVP, Natural Resources

512-270-6990

dgradwell@mzgroup.us

www.mzgroup.us