



Item 5.07 Submission of Matters to a Vote of Security Holders.

On December 5, 2014, we held our Annual Meeting of Stockholders for the following purposes:

- (1) To elect nominees to our Board of Directors, including Thomas Lapinski, John Brda, Willard G. McAndrew III, Wayne Turner, Jerry D. Barney, Edward J. Devereaux and Eunis L. Shockey;
- (2) To ratify the selection of Calvetti Ferguson as our independent registered public accounting firm for the fiscal year ending December 31, 2014;
- (3) To approve an amendment to our Articles of Incorporation to authorize the issuance of shares of preferred stock; and
- (4) To transact such other business as may properly come before the meeting.

Based on the votes received in person and by proxy, all of the above named nominees to the Board were elected, the selection of Calvetti Ferguson was ratified, and the amendment to our Articles of Incorporation to authorize preferred stock was approved. There were no other matters presented for action at the Annual Meeting. The exact results of the stockholder vote are as follows:

Total Shares of Common Stock Outstanding as of the Record Date, October 23, 2014:	23,187,941
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Total Voting Shares of Common Stock Present Either by Proxy or in Person:	17,511,917
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Item Election of Directors

1:

	FOR	WITHHELD
Thomas Lapinski	12,391,196	1,105,123
John A. Brda	13,454,331	41,988
Willard G. McAndrew III	13,460,831	35,488
Wayne Turner	12,372,255	1,124,064
Jerry D. Barney	13,441,390	54,929
Edward J. Devereaux	13,441,390	54,929
Eunis L. Shockey	13,442,390	54,929

Additionally, there was a total of 4,015,598 broker non-votes for the election of directors.

Item Ratification of selection of Calvetti Ferguson as the independent registered public accounting firm for the fiscal year ending December 31, 2014

Votes for:	17,422,870
Votes against:	64,047
Votes abstained:	25,000

Item Approval of amendment to Articles of Incorporation to authorize the issuance of preferred stock

3:

Votes for:	12,221,029
Votes against:	1,160,290
Votes abstained:	115,000

Additionally, there was a total of 4,015,598 broker non-votes for approval of the amendment to the Articles of Incorporation to authorize preferred stock.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 Certificate of Amendment, filed with the Secretary of State of Nevada on December 10, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Torchlight Energy Resources, Inc.

Date: December 11, 2014

By: /s/ John A. Brda  
John A. Brda  
President