
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): October 26, 2016

Torchlight Energy Resources, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

001-36247

(Commission File Number)

74-3237581

(IRS Employer Identification No.)

5700 W. Plano Parkway, Suite 3600
Plano, Texas 75093

(Address of principal executive offices)

Telephone – (214) 432-8002

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 26, 2016, our Board of Directors approved certain amendments to our Bylaws, as follows:

- All references to Pole Perfect Studios, Inc. were replaced with Torchlight Energy Resources, Inc. to reflect our name change effected on February 8, 2011;
- Section 2.1, “Place of Meetings,” was amended to remove reference to the old address of our principal office;
- Section 3.8, “Compensation,” was amended to clarify our compensation policies with respect to members of Board committees;
- Section 4.5, “Chairman of the Board,” was deleted in its entirety and Section 3.13, “Chairman of the Board,” was added to clarify that the title of Chairman of the Board does not make that individual an officer of the company—the title only relates to his or her role as a member of the Board. Additionally, the section numbers in Article Four were amended to reflect the deletion of Section 4.5, “Chairman of the Board,” so that the previously numbered Section 4.6, “President,” is now Section 4.5 and so forth; and
- Section 5.1, “Committees of Directors,” was amended to reduce from two to one the minimum number of members of which a committee appointed by the Board of Directors may consist.

The preceding is qualified in its entirety by reference to our Amended and Restated Bylaws, which are attached hereto as Exhibit 3.1 and are incorporated herein by reference. The preceding amendments to our Bylaws are effective as of October 26, 2016.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

No.	Exhibit
3.1	Amended and Restated Bylaws of Torchlight Energy Resources, Inc.

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.

Date: October 26, 2016

Torchlight Energy Resources, Inc.

By: /s/ John Brda
John Brda
President and Chief Executive Officer

**AMENDED AND RESTATED BYLAWS
OF
TORCHLIGHT ENERGY RESOURCES, INC.
(herein referred to as the "Corporation")**

ARTICLE ONE - CAPITAL STOCK

Section 1.1 Certificates Representing Shares. The Corporation shall deliver certificates representing shares to which shareholders are entitled in such form as shall be approved by the Board of Directors. Each certificate shall bear on its face the statement that the Corporation is organized in Nevada, the name of the shareholder to whom the certificate is being issued, the name of the Corporation, the number, class, and series of shares issued, and the par value or a statement that the shares are without par value. Certificates for shares of the Corporation shall be issued only when consideration for the shares has been fully paid. Such certificates shall be signed by the President or a Vice President and the Secretary or any Assistant Secretary, or such other officer or officers as may be determined by the Board of Directors, and may be sealed with the seal of the Corporation or a facsimile thereof. Where any such certificate is countersigned by a transfer agent or registered by a registrar, either of which is other than the Corporation itself or an employee of the Corporation, the signature of the authorized officer or officers may be facsimiles, engraved, or printed. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer at the date of its issuance. The certificates shall be consecutively numbered and shall be entered in the books of the Corporation as they are issued.

Section 1.2 Consideration for Shares. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed or other securities of the Corporation. Before the Corporation issues shares, the Board shall determine that the consideration received or to be received for the shares is adequate.

Section 1.3 Shareholders of Record. The Board of Directors may appoint one or more transfer agents or registrars of any class of stock of the Corporation. Unless and until such appointment is made, the Secretary shall maintain, among other records, a stock transfer book, the stubs in which shall set forth the names and addresses of the holders of all issued shares of the Corporation, the number of shares held by each, the certificate numbers representing such shares, the date of issue of the certificates representing such shares, and whether or not such shares originate from original issues or from transfer. The names and addresses of shareholders as they appear on the stock transfer book shall be the official list of shareholders of record of the Corporation for all purposes. The Corporation shall be entitled to treat the holder of record of any shares of the Corporation as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or any rights deriving from such shares, on the part of any other person, including, without limitation, a purchaser, assignee, or transferee, unless and until such other person becomes the holder of record of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of such other person.

Section 1.4 Transfer of Shares. The shares of the Corporation shall be transferable on the stock transfer book of the Corporation by the holder of record thereof, or such holder's duly authorized attorney or legal representative, upon endorsement and surrender for cancellation of the certificates representing such shares. All certificates surrendered for transfer shall be cancelled and no new certificate shall be issued until a former certificate or certificates for a like number of shares shall have been surrendered and cancelled, except that in the case of a lost, destroyed, or mutilated certificate, a new certificate may be issued therefor upon such conditions for the protection of the Corporation and any transfer agent or registrar as the Board of Directors or the Secretary may prescribe. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its sole discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or such owner's legal representative, to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate or certificates alleged to have been lost or destroyed.

ARTICLE TWO - MEETINGS OF SHAREHOLDERS

Section 2.1 Place of Meetings. All meetings of shareholders shall be held at such place within or without the State of Nevada as may be designated by the Board of Directors or officer calling the meeting. If no designation is so made, meetings of the shareholders shall be held at the principal office of the Corporation.

Section 2.2 Annual Meeting. Annual meetings of shareholders shall be held on such date and at such time and place as shall be determined by the Board of Directors, at which they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 2.3 Special Meetings. Special meetings of the shareholders may be called at any time by the President (or by the Chairman of the Board or the Chief Executive Officer, if such officers have been elected), the executive committee (if one exists), or the Board of Directors. Special meetings of shareholders may also be called by the Secretary upon the written request of the holders of at least 33 percent of the outstanding stock entitled to be voted at such meeting. Such request shall state the purpose or purposes of such meeting. The Secretary must deliver notice of such meeting within ten days of receipt of such written request.

Section 2.4 Notice of Meeting. Written notice of all meetings, stating the place, date, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed or personally delivered not less than ten nor more than 60 days before the meeting to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at such shareholder's address as it appears on the stock transfer book of the Corporation, with postage thereon prepaid. Such further notice shall be given as may be required by law, but meetings may be held without notice if all the shareholders entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting.

Section 2.5 Conduct of Meetings. All meetings of shareholders shall be presided over by the Chairman of the Board, if there shall be such an officer, or in the Chairman of the Board's absence, by the Chief Executive Officer, if there shall be such an officer, or in the Chief Executive Officer's absence, by the President, or, if the President is not present, by a chairman chosen at the meeting by the holders of a majority of the voting shares present in person or by proxy. The Secretary or, if the Secretary is not present, a person designated by the chairman, shall act as secretary of the meeting. The chairman of any meeting shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as the chairman may deem appropriate.

Section 2.6 Fixing Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive a dividend payment, or in order to make a determination of shareholders for any other proper purpose, the Board may fix in advance a date as the record date for any such determination of shareholders. Such date may not be more than 60 or less than ten days before the date on which the particular action, requiring the determination of shareholders, is to be taken. If no record date is designated for the determination of shareholders entitled to notice of a meeting of shareholders or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notices of the meeting are mailed or the date on which the resolution of the declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 2.7 Quorum. The holders of a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. Treasury shares, shares of the Corporation's stock owned by another corporation the majority of the voting stock of which is owned or controlled by the Corporation, and shares of the Corporation's stock held by the Corporation in a fiduciary capacity, shall not be counted in determining the total number of outstanding shares at any given time. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 2.8 Adjournments. If the holders of the amount of shares necessary to constitute a quorum shall fail to attend any meeting of the shareholders in person or by proxy, then the holders of a majority of the shares entitled to vote, represented in person or by proxy, may adjourn any such meeting from time to time without notice, other than by announcement at the meeting of the time and place at which the meeting will reconvene, until holders of the amount of shares requisite to constitute a quorum shall be present at the particular meeting or at any adjournment thereof, in person or by proxy. The holders of a majority of the shares entitled to vote, represented in person or by proxy, may also adjourn any meeting of the shareholders from time to time and without notice, other than by announcement at the meeting of the time and place at which the meeting will reconvene, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment thereof shall have been completed. If the adjournment is for more than 60 days, or if after adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at such meeting. At any such adjourned meeting at which a quorum is present, in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally notified or called.

Section 2.9 Proxies. At all meetings of the shareholders a shareholder may vote by proxy executed in writing by the shareholder or by such shareholder's duly authorized attorney in fact. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. A proxy shall be revocable unless expressly provided therein to be irrevocable and the proxy is coupled with an interest or unless otherwise made irrevocable by law. Should a proxy designate two or more persons to act as proxies, unless such instrument shall provide the contrary, a majority of such persons present at any meeting at which their powers thereunder are to be exercised shall have and may exercise all the powers of voting or giving consents thereby conferred, or if only one be present, then such powers may be exercised by that one; or, if any even number attend and a majority do not agree on any particular issue, each proxy so attending shall be entitled to exercise such powers in respect of the same portion of the shares as such proxy is of the proxies representing such shares.

Section 2.10 Voting of Shares. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, each shareholder shall have one vote for each share having voting rights registered in such shareholder's name on the books of the Corporation at the time of the closing of the stock transfer books (or at the record date) for such meeting. When a quorum is present at any meeting, the vote of holders of a majority of the shares entitled to vote, present in person or represented by proxy, shall decide any matter submitted to such meeting, unless the matter is one upon which by law, the Articles of Incorporation, or these Bylaws the vote of a greater number is required, in which case the vote of such greater number shall govern and control the decision of such matter; provided, however, that Directors shall be elected by a plurality of the votes cast by shareholders entitled to vote in the election of Directors at a meeting at which a quorum is present. All voting shall be by ballot. Each ballot shall be signed by the shareholder voting or by such shareholder's proxy and shall state the number of shares so voted.

Section 2.11 Voting List. The officer or agent having charge of the stock transfer book of the Corporation shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of, and the number of shares held by, each shareholder, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office or principal place of business of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders. Failure to comply with any requirements of this Section 2.11 shall not affect the validity of any action taken at such meeting.

Section 2.12 Inspectors of Election. In advance of any meeting of the shareholders, the Board of Directors may appoint one or more inspectors of election. If there is no such appointment made in advance, or if any appointed person refuses or fails to serve, the chairman of the meeting may appoint such inspectors or appoint a replacement for any inspector refusing or failing to serve. Inspectors of election shall determine the number of shares outstanding, voting power of each share, shares represented at the meeting, existence of a quorum, and authenticity, validity, and effect of proxies; shall receive votes, ballots, assents, and consents, and hear and determine all challenges and questions in any way arising in connection with a vote; shall count and tabulate all votes, assents, and consents, and determine and announce results; and do all other acts as may be proper to conduct elections or votes with fairness to all of the shareholders.

Section 2.13 Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of shareholders, or other action which may be taken at a meeting of the shareholders, may be taken without a meeting if the shareholders holding a proportion of the voting power required to take such an action at a meeting give written consent setting forth the action to be taken and signed by the number of shareholders required to take such action. Any written resolution signed by the shareholders in such a manner shall be to the effect therein expressed, with the same force and effect as if the same had been duly passed by vote at a duly called meeting of shareholders. The signed resolution shall be kept with the meeting minutes under the proper date.

ARTICLE THREE - DIRECTORS

Section 3.1 Number, Tenure, and Qualifications. The number of Directors of the Corporation shall be determined from time to time by resolution adopted by a majority of the Board of Directors or by the shareholders, but in no event shall be less than one nor more than 15; provided, however, that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. If the Board of Directors or shareholders make no such determination, the number of Directors shall be the same as the number constituting the initial Board of Directors set forth in the Articles of Incorporation. Unless sooner removed in accordance with these Bylaws, each Director shall hold office until the next annual meeting of the shareholders, or special meeting held for the purpose of electing Directors, and until such Director's successor shall have been elected and qualified. Directors need not be residents of the State of Nevada or the State of Texas or shareholders of the Corporation.

Section 3.2 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, through less than a quorum of the entire Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors by the shareholders. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors may be filled by election at an annual or special meeting of shareholders called for that purpose.

Section 3.3 Place of Meeting. Meetings of the Board of Directors may be held either within or without the State of Nevada, at whatever place is specified by the officer calling the meeting. In the absence of specific designation, the meetings shall be held at the principal office of the Corporation.

Section 3.4 Annual and Regular Meetings. Unless otherwise determined by the Board of Directors, the annual meeting of the Board of Directors shall be held without other notice than these Bylaws immediately after, and at the same place as, the annual meeting of the shareholders. The Board of Directors may provide by resolution the time, date, and place for the holding of additional regular meetings without other notice than such resolution.

Section 3.5 Special Meetings. Special meetings of the Board of Directors may be held at any time upon the call of the President (or the Chairman of the Board or the Chief Executive Officer, if such officers have been elected), or any two Directors of the Corporation, or, if there is only one Director, by such Director. Notice shall be sent in writing by mail, facsimile, telegram, email, or other reasonable means of written communication to the last known address of each Director at least one day before the meeting. Except as otherwise herein provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.6 Attendance at Meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. A Director of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or unless he shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.7 Quorum. A majority of the number of Directors fixed by or in the manner provided in these Bylaws shall constitute a quorum for the transaction of business, but a smaller number may adjourn the meeting from time to time until they can secure the attendance of a quorum. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any regular or special Directors' meeting may be adjourned from time to time by those present, whether a quorum is present or not.

Section 3.8 Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as a Director. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed additional compensation for serving on a committee.

Section 3.9 Removal. At any meeting of the shareholders called expressly for that purpose, any Director or the entire Board of Directors may be removed from office, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors and any vacancy or vacancies in the Board resulting therefrom may be filled by the remaining Directors, though less than a quorum, or by the shareholders, whichever shall first act thereon.

Section 3.10 Conduct of Meetings. All meetings of Directors shall be presided over by the Chairman of the Board, if there shall be such an officer, or in the Chairman of the Board's absence, by the Chief Executive Officer, if there shall be such an officer, or in the Chief Executive Officer's absence, by the President, or, if the President is not present, by any Director chosen by a majority of the Directors present. The Secretary or, if the Secretary is not present, a person designated by the chairman, shall act as secretary of the meeting. The chairman of any meeting shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as the chairman may deem appropriate.

Section 3.11 Electronic Meetings. Members of the Board may participate in regular or special meetings by, or through the use of, any means of communication allowing all participants to simultaneously hear each other, such as teleconference or videoconference. If a meeting is conducted by such means, the presiding officer shall inform all participating Directors at the commencement of such meeting that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting.

Section 3.12 Informal Action by Directors. Unless otherwise provided by law, any action required to be taken at a meeting of Directors, or other action which may be taken at a meeting of the Directors, may be taken without a meeting if the Directors give unanimous written consent setting forth the action to be taken and signed by all Directors entitled to vote on the action.

Section 3.13 Chairman of the Board. The Chairman of the Board, if there shall be such a title given to a member of the Board, shall, if present, preside at all meetings of the Board of Directors and the shareholders and exercise and perform such other powers and duties as may from time to time be assigned to the Chairman of the Board by the Board of Directors.

ARTICLE FOUR - OFFICERS

Section 4.1 **Officers.** The officers of the Corporation shall be elected by the Board of Directors and shall, at a minimum, consist of a President and a Secretary. The Board of Directors may elect such other officers, including, without limitation, a Chairman of the Board, a Chief Executive Officer, a Chief Financial Officer, a Vice President or Vice Presidents, a Treasurer, and Assistant Secretaries and Assistant Treasurers, and appoint such agents, as it may deem necessary or appropriate. All officers shall, unless otherwise removed by the Board of Directors, hold office until their successors are elected and qualified or until such officer's death or until such officer shall resign or shall have been removed from office in the manner hereinafter provided. Any two or more offices may be held by the same person. The salaries and other compensation of the officers shall be determined in the manner provided by the Board of Directors, and may be altered in the manner provided by the Board of Directors from time to time, except as otherwise provided by contract.

Section 4.2 **Vacancies.** Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until such officer's successor is chosen and qualified, or until such officer's death, resignation, or removal from office in the manner hereinafter provided.

Section 4.3 **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 **Powers and Duties of Officers.** The officers shall perform the duties and exercise the powers expressly conferred or provided for in these Bylaws, as well as the usual duties and powers incident to such offices, respectively, and such other duties and powers as may be assigned to them by the Board of Directors or by the President.

Section 4.5 **President.** Subject to the supervisory powers, if any, that may be given by the Board of Directors to the Chairman of the Board, the President shall be the Chief Executive Officer of the Corporation, and subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the Corporation. The President may sign certificates for shares of the Corporation, and any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.6 **Vice President.** Each Vice President, if there shall be such an officer, shall perform such duties and have such powers as may from time to time be prescribed by the Board of Directors or be delegated to such Vice-President by the President or Chairman of the Board. Vice Presidents may be given special designations such as "Senior Vice President," "Executive Vice President," "Vice President--Finance," or any other designation deemed appropriate by the Board of Directors.

Section 4.7 Secretary. It shall be the duty of the Secretary to send any and all required notices of and, unless otherwise prescribed by the Board of Directors, to attend all meetings of the shareholders and Board of Directors and record correctly the proceedings of such meetings in a book suitable for that purpose. It shall also be the duty of the Secretary to attest with the Secretary's signature and the seal of the Corporation all stock certificates issued by the Corporation and to keep a stock transfer book in which shall be correctly recorded all transactions pertaining to the capital stock of the Corporation. The Secretary shall also attest with the Secretary's signature and the seal of the Corporation any instruments requiring the seal of the Corporation. The person holding the office of Secretary shall also perform, under the direction and subject to the control of the Board of Directors, such other duties as may be assigned to the Secretary by the Chairman of the Board or the President. The duties of the Secretary may also be performed by any Assistant Secretary.

Section 4.8 Treasurer. The Treasurer, if there shall be such an officer, shall keep such moneys of the Corporation as may be entrusted to the Treasurer's keeping and account for the same. The Treasurer shall be prepared at all times to give information as to the condition of the Corporation and shall make a detailed annual report of the entire business and financial condition of the Corporation. The person holding the office of Treasurer shall also perform, under the direction and subject to the control of the Board of Directors, such other duties as may be assigned to the Treasurer by the Chairman of the Board or the President. The duties of the Treasurer may also be performed by any Assistant Treasurer.

Section 4.9 Additional Officers and Titles. In addition to the officers designated in Sections 4.5 through 4.8, the Board of Directors may designate and appoint additional officers or give officers additional titles indicative of their managerial responsibilities within the Corporation. The officer of the Corporation chiefly responsible for corporate policy-making and the general supervision and direction of the Corporation's business may, in addition to such officer's other title or titles, if any, be designated the "Chief Executive Officer." The officer of the Corporation charged with supervision and management of the daily operations of the Corporation may, in addition to such officer's other title or titles, if any, be designated the "Chief Operating Officer." The officer of the Corporation chiefly responsible for the finances, securities, and accounting systems of the Corporation may, in addition to such officer's other title or titles, if any, be designated the "Chief Financial Officer." The Board of Directors may give officers of the Corporation such other additional titles and designations as it shall deem appropriate.

Section 4.10 Delegation of Authority. In the case of any absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate some or all of the powers or duties of such officer to any other officer or to any Director, employee, shareholder, or agent for whatever period of time seems appropriate, providing that a majority of the entire Board of Directors concurs therein.

ARTICLE FIVE - COMMITTEES

Section 5.1 Committees of Directors. The Board of Directors may by resolution designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in such resolution, shall exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property or assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or such Director by law.

Section 5.2 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by resolution adopted by the Board of Directors. Except as otherwise provided in such resolution, the President of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 5.3 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5.4 Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.7 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE SIX - DIVIDENDS

Subject to the provisions of the Articles of Incorporation relating thereto, if any, dividends may be declared by the Board of Directors, in its discretion, at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in the Corporation's own shares, subject to any provisions of the Articles of Incorporation. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Directors from time to time, in their absolute discretion, think proper as a reserve fund for meeting contingencies, equalizing dividends, or repairing or maintaining any property of the Corporation, or for such other purpose as the Directors shall think conducive to the interest of the Corporation; and the Directors may modify or abolish any such reserve in the manner in which it was created.

ARTICLE SEVEN - INDEMNIFICATION

Section 7.1 Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person: (a) is not liable pursuant to Section 78.138 of the Nevada Revised Statutes ("NRS"); or (b) acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person is liable pursuant to NRS 78.138 or did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, or that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe that the conduct was unlawful.

Section 7.2 Indemnification of Suits by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if the person: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the Corporation or for amounts paid in settlement to the Corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Section 7.3 Payment of Expenses as Incurred. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that the director or officer is not entitled to be indemnified by the Corporation.

ARTICLE EIGHT - MISCELLANEOUS PROVISIONS

Section 8.1 Amendments. The Board of Directors shall have the power to amend or repeal these Bylaws or adopt new Bylaws, unless any provision of these Bylaws expressly provides, or unless the shareholders in amending, repealing, or adopting a new Bylaw expressly provide, that only the shareholders may amend or repeal that Bylaw.

Section 8.2 Waiver. Whenever, under the provisions of any law, the Articles of Incorporation or amendments thereto, or these Bylaws, any notice is required to be given to any shareholders, Director or committee member, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Moreover, attendance at any meeting by a shareholder or Director shall constitute a waiver of notice of such meeting by such shareholder or Director unless such individual attends the meeting for the specific purpose of objecting to the transaction of any business thereat on the ground that the meeting is not lawfully called or convened.

Section 8.3 Resignations. Any Director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the Board of Directors, the President, or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 8.4 Books and Records. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its shareholders and Board of Directors and shall keep at its registered office or principal place of business or at the office of its transfer agent or registrar a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each.

Section 8.5 Seal. The seal of the Corporation may be such as from time to time may be approved by the Board of Directors, but the use of a seal shall not be essential to the validity of any agreement entered into by the Corporation, unless otherwise provided by law.

Section 8.6 **Fiscal Year.** The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 8.7 **Applicability of NRS 78.378 to 78.3793.** The provisions of Sections 78.378 to 78.3793 of the Nevada Revised Statutes do not apply to the Corporation.

THE UNDERSIGNED, being the Chairman of the Board of Directors of Torchlight Energy Resources, Inc., evidences the Board of Director's adoption and ratification of the foregoing Amended and Restated Bylaws of the Corporation.

Date: October 26, 2016

By: /s/ Gregory McCabe
Gregory McCabe, Chairman