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William Slattery, CFA  
Vice President  
Listing Qualifications

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Washington, DC 20549

File #  
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**NASDAQ**  
THE NASDAQ OMX GROUP

CERTNAS

By Electronic Mail

December 13, 2013

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on December 13, 2013 The Nasdaq Stock Market (the "Exchange") received from Torchlight Energy Resources, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.001 per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*William Slattery*