

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Toro Resources Corp.
600-595 Howe Street
Vancouver, BC V6C 2T5

Item 2. Date of Material Change

June 6, 2012

Item 3. News Release

On June 7, 2012, Toro Resources Corp. (the "Company") issued a news release through the facilities of Marketwire.

Item 4. Summary of Material Change

The Company announced that it has amended the option agreement (the "**Option Agreement**") relating to the Morgan Peak property (the "**Property**") pursuant to an amending agreement dated June 6, 2012 (the "**Amending Agreement**") among the Company, its wholly-owned subsidiary and the optionor of the Property (the "**Optionor**").

Full Description of Material Change

The Company announced that it has amended the option agreement (the "**Option Agreement**") relating to the Morgan Peak property (the "**Property**") pursuant to an amending agreement dated June 6, 2012 (the "**Amending Agreement**") among the Company, its wholly-owned subsidiary and the optionor of the Property (the "**Optionor**").

The terms of the Amending Agreement extend the deadline for completion of US\$450,000 of exploration expenditures on the Property on or before the third anniversary of the Option Agreement by one year to February 1, 2014. Such extension is subject to the requirement that if, during the period between the third anniversary and the fourth anniversary of the Option Agreement, the price of copper exceeds US\$3.90/lb for a period of 20 consecutive business days (the "**Pricing Period**"), Toro must within 60 days of the first business day following the end of the Pricing Period, provide funds in the amount of US\$150,000 to the Optionor for a US\$150,000 drilling program to be carried out on the Property. If such a drill program is carried out, Toro will be entitled to deduct the amount of US\$150,000 from any future exploration expenditures required under the Option Agreement. The Amending Agreement remains subject to approval from the TSX Venture Exchange.

Item 5. Reliance on Confidential Filing Provisions

Not Applicable.

Item 6. Omitted Information

Not Applicable.

Item 7. Executive Officer

The following officer is knowledgeable about the material change and this report:

Bill Galine, President
Telephone: 604.662.3903

Item 8. Date of Report

June 11, 2012

SCHEDULE "A"



TORO RESOURCES DELISTS FROM CNSX

For Immediate Release

Issued Share Capital: 23,148,636
NR-2011-04

Vancouver, British Columbia, May 25, 2011 – Toro Resources Corp. (CNSX: TRK) ("Toro" or the "Company") today announced that effective at the close of trading on Thursday, May 26, 2011, the Company's common shares will be delisted from the Canadian National Stock Exchange. The Company's common shares commenced trading on the TSX Venture Exchange on Wednesday, May 25, 2011 under the symbol "TRK".

ON BEHALF OF THE BOARD:

(signed) "William Galine"
President & Director

For further information contact:
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This news release may contain forward-looking statements which include, but are not limited to, comments that involve future events and conditions, which are subject to various risks and uncertainties. Except for statements of historical facts, comments that address resource potential, upcoming work programs, geological interpretations, receipt and security of mineral property titles, availability of funds, uncertainties of resource and reserve estimations, and others are forward-looking. Forward-looking statements are not guarantees of future performance and actual results may vary materially from those statements. Fluctuations in metals prices, availability of financing, and general business conditions are all factors that could cause actual results to vary materially from forward-looking statements.

The Canadian National Stock Exchange has neither approved nor disapproved the contents of this press release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.