



TORO RESOURCES CORP. NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the "**Meeting**") of the shareholders of Toro Resources Corp. (the "**Corporation**") will be held at Suite 600, 595 Howe Street, Vancouver, British Columbia on Thursday, December 13, 2012 at 9:30 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the fiscal year ended June 30, 2012, together with the report of the auditors thereon;
2. to elect the directors for the forthcoming year;
3. to consider and if deemed advisable, to pass, with or without variation, a resolution to appoint DeVisser Gray, Chartered Accountants as auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors' remuneration and the terms of their engagement;
4. to consider, and if thought fit, to pass an ordinary resolution to re-approve the Corporation's Stock Option Plan, as described in the Information Circular; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the management information circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on November 8, 2012 (the record date) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 16th day of November, 2012.

By Order of the Board of Directors
of **TORO RESOURCES CORP.**

"William Galine"

William Galine
President

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE, AND DEPOSIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY WITH THE CORPORATION'S TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., BY MAIL TO 9TH FLOOR, 100 UNIVERSITY AVENUE, TORONTO, ONTARIO, M5J 2Y1, ATTENTION: PROXY DEPARTMENT, OR BY INTERNET VOTING ON COMPUTERSHARE INVESTOR SERVICES INC.'S WEBSITE WWW.INVESTORVOTE.COM, SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF BRITISH COLUMBIA) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.