

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

March 23, 2011

Item 3. News Release

On March 24, 2011, Toro Resources Corp. (the "Company") issued a news release through the facilities of Marketwire. A copy of the news release announcing the material change is set out at Schedule "A" to this report.

Item 4. Summary of Material Change

The Company announced the appointment of Mr. John Watt as a director of the Company. Additionally, the Company announced the grant of 200,000 stock options to Mr. Watt.

Full Description of Material Change

See attached news release at Schedule "A" to this report.

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

March 25, 2011

SCHEDULE "A"



**TORO RESOURCES ANNOUNCES APPOINTMENT OF
JOHN S. WATT TO THE BOARD OF DIRECTORS**

For Immediate Release

Issued Share Capital: 23,148,636
NR-2011-01

Vancouver, British Columbia, March 24, 2011 – Toro Resources Corp. (CNSX: TRK) (“Toro”) is pleased to announce the appointment of Mr. John S. Watt to the Board of Directors.

Mr. Watt is a Chartered Accountant with over 39 years of business experience, including serving as Chief Financial Officer for other Canadian public junior mining companies with exploration programs in Canada, Latin America and the United States. Mr. Watt has provided financial and tax consulting services to both public and private companies. Mr. Watt earned a B.A. with a Major in Economics in 1970.

In conjunction with his appointment, Mr. Watt has been granted 200,000 stock options at a price of \$0.20 per share, subject to regulatory approval.

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.