

May 20, 2011

**British Columbia  
Securities Commission**  
P.O. Box 10143,  
Pacific Centre  
701 West Georgia Street  
Vancouver, BC, V7Y 1L2

**Albert Securities  
Commission**  
4<sup>th</sup> Floor  
300 5<sup>th</sup> Avenue SW  
Calgary, Alberta  
T2P 3C4

**Ontario Securities  
Commission**  
Box 55  
1800-20 Queens St. West  
Toronto, ON  
M5H 3S8

**TSX Venture Exchange  
("Venture")**  
P.O. Box 11633,  
2700-650 Georgia Street  
Vancouver, BC  
V6B 4N9

Dear Sirs:

**Re: Toro Resources Corp. ("the Company")**

We refer to Form 2B Listing Application (the "Application") of the above Company dated as of May 20, 2011 relating to its listing application with the TSX-Venture Exchange

The Application incorporates by reference the following unaudited interim financial statements:

- Balance sheet as at December 31, 2010
- Statement of operations and cash flow for the three and six month periods ended December 31, 2010 and 2009

We have not audited any financial statements of the Company as at any date or for any period. Although previous auditors have performed an audit for the year ended June 30, 2010, the purpose and therefore the scope of the audit was to enable the auditors to express an opinion on the financial statements as at June 30, 2010, and for the year then ended, but not on the financial statements for any other interim period ending on, before or after that date.

We have, however, performed a review of the unaudited interim financial statements of the Company as at December 31, 2010 and for the three and six month periods ended December 31, 2010, however our review did not extend to the comparative statements of operations and cash flows for the three and six months ended December 31, 2009. We performed a review in accordance with Canadian generally accepted standards for a review of interim financial statements by an entity's auditor. Such an interim review consists principally of applying analytical procedures to financial data, and making enquires of, and having discussion with, persons responsible for financial and accounting matters. An interim review is substantially less in scope than an audit, whose objective is the expression of an opinion regarding the financial statements. An interim review does not provide assurance that we would become aware of any or all significant matters that might be identified in an audit.

Based on our review, we are not aware of any material modification that needs to be made for these interim financial statements to be in accordance with Canadian generally accepted accounting principles.

This letter is provided solely for the purpose of assisting the securities regulatory to which it is addressed in discharging their responsibilities and should not be used for any other purposes. Any use that a third party makes of this letter, or any reliance or decisions made based on it, are the responsibility of such third parties. We accept no responsibility for loss or damages, if any, suffered by any third party as a result of decisions made or actions taken based on this letter.

Yours truly,

*De Visser Gray LLP*

**CHARTERED ACCOUNTANTS**