

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

May 25, 2011

Item 3. News Release

On May 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 that its common shares will commence trading on the TSX Venture Exchange.

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

May 25, 2011

SCHEDULE "A"



**TORO RESOURCES TO COMMENCE TRADING
ON TSX-VENTURE EXCHANGE**

For Immediate Release

Issued Share Capital: 23,148,636
NR-2011-03

Vancouver, British Columbia, May 24, 2011 – Toro Resources Corp. (CNSX: TRK) ("Toro" or the "Company") is pleased to announce that effective at the opening of market on Wednesday, May 25, 2011, the Company's common shares will become listed and commence trading on the TSX Venture Exchange under the symbol "TRK".

ON BEHALF OF THE BOARD:

(signed) "William Galine"
President & Director

For further information contact:
William Galine, President and Director
Telephone: (604) 662-5383
Email: bgaline@tororesources.com

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.