

TORO RESOURCES CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING

TAKE NOTICE that the annual and special meeting (the "Meeting") of the shareholders of **TORO RESOURCES CORP.** (the "Company") will be held on November 18, 2014 at Suite 700, 595 Howe Street, Vancouver, BC at 11:00 am for the following purposes:

1. To fix the number of directors at four (4).
2. To elect Directors for the ensuing year.
3. To appoint DeVisser Gray, Chartered Accountants, as the Auditor for the Company, and to authorize the Directors to fix the remuneration to be paid to the Auditor.
4. To approve, as a special resolution, that the Company change its name to Axco Ventures Corp. or such other name as may be approved by the directors.
5. To approve, as a special resolution, that all the Company's issued and outstanding common shares be consolidated at a ratio of up to 5:1, such ratio to be determined at the sole discretion of the Board of Directors (Board); and the Board is authorized to effect or abandon any of the foregoing special resolutions approving the consolidation and related matters before they are enacted without further approval of the shareholders.
6. To re-approve the Company's stock option plan for the ensuing year, as more fully set forth in the information circular accompanying this notice.
7. To transact such other business as may be brought before the Meeting.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

If you are unable to attend the meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

DATED at Kelowna, British Columbia, this 15th day of October, 2014

BY ORDER OF THE BOARD

Devinder Randhawa, CEO