

# **TORO RESOURCES CORP.**

## **NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR**

### **FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD AT 11:00 A.M.  
ON NOVEMBER 18, 2014  
SUITE 700, 595 HOWE STREET  
VANCOUVER, B.C. V6C 2T5**

## 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 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

**TORO RESOURCES CORP.**  
(the "Company")  
700 – 1620 Dickson Avenue  
Kelowna, BC V1Y 9Y2

## **INFORMATION CIRCULAR**

This information is given as of October 15, 2014

This information circular is furnished in connection with the solicitation of proxies by the management of **TORO RESOURCES CORP.** (the "Company") for use at the annual and special meeting of the Company to be held on November 18, 2014 and at any adjournments thereof (the "Meeting"). Unless the context otherwise requires, references to the Company include the Company and its subsidiaries. The solicitation will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by officers and employees of the Company. The cost of solicitation will be borne by the Company.

### **APPOINTMENT OF PROXYHOLDER**

A duly completed form of proxy will constitute the person(s) named in the enclosed form of proxy as the shareholder's proxyholder. The persons whose names are printed in the enclosed form of proxy for the Meeting are officers or directors of the Company (the "Management Proxyholders").

**A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.**

### **VOTING BY PROXY**

Common shares of the Company (the "Shares") represented by properly executed proxies in the accompanying form will be voted or withheld from voting on each respective matter in accordance with the instructions of the shareholder on any ballot that may be called for.

**If no choice is specified and one of the Management Proxyholders is appointed by a shareholder as proxyholder, such person will vote in favour of the matters proposed at the Meeting and for all other matters proposed by management at the Meeting.**

**The enclosed form of proxy also confers discretionary authority upon the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

### **COMPLETION AND RETURN OF PROXY**

Completed forms of proxy must be received by mail or fax by the Company's registrar and transfer agent, Computershare Trust Company, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, fax number 1-866-249-7775, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

## NON-REGISTERED HOLDERS

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares.** More particularly, a person is not a registered shareholder in respect of Shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIFs, RESPs and similar plans); or in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Management of the Company does not intend to pay for intermediaries to forward to objecting beneficial owners (“OBOs”) under NI 54-101, the Meeting Materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*, and that in the case of an OBO, the OBO will not receive the Meeting Materials and Form 54-101F7 unless the OBO's intermediary assumes the cost of delivery.

Intermediaries are responsible for forwarding the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will receive either a voting instruction form or a form of proxy.

The voting instruction form (“VIF”) is instead of a proxy. By returning the VIF in accordance with the instructions noted on it a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIF's, whether or not provided by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her nominee the right to attend and vote at the Meeting. **Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

Management of the Company does not intend to pay for intermediaries to deliver to objecting beneficial owners (“OBOs”) under NI 54-101 the Meeting Materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*. OBOs will not receive the Meeting Materials and Form 54-101F7 unless the intermediary holding shares on behalf of the OBO assumes the cost of delivery.

## REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the registered shareholder or by his attorney authorized in writing or, if the registered shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding

the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least 7 days before the Meeting, arrange for their respective Intermediaries to revoke the proxy on their behalf.**

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of common shares without par value, of which 24,198,636 common shares are issued and outstanding. Only the holders of common shares are entitled to vote at the Meeting and the holders of common shares are entitled to one vote for each common share held. Holders of common shares of record on **October 15, 2014**, the Record Date, will be entitled to vote at the Meeting.

To the knowledge of the directors and senior officers of the Company, no shareholder beneficially owns shares carrying more than 10% of the voting rights attached to all shares of the Company.

### **VOTES NECESSARY TO PASS RESOLUTIONS**

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Other than as disclosed elsewhere in this Information Circular, none of the Directors or Senior Officers of the Company, no proposed nominee for election as a Director of the Company, none of the persons who have been Directors or Senior Officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

### **ELECTION OF DIRECTORS**

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

The Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at four (4). Management of the Company proposes to nominate each of the following persons for election as a director. The following table sets out the names of the persons to be nominated for election as Directors, the positions and offices which they presently hold with the Company, their respective principal occupations or employments during the past five years if such nominee is not presently an elected Director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

<i>Name, Municipality of Residence and Position</i>	<i>Principal occupation for last five years</i>	<i>Date Appointed</i>	<i>Number of Common Shares beneficially owned or over which control or direction is exercised<sup>(1)</sup></i>
<b>Devinder Randhawa</b> Kelowna, BC <i>CEO and Director</i>	President and founder of RD Capital Inc. and CEO of Fission Uranium Corp.	January 8, 2013	400,000
<b>Greg Downey</b> Kelowna, BC <i>CFO and Director</i>	CFO of Papuan Precious Metals Corp. and CFO of Fission Uranium Corp.	December 13, 2012	0
<b>Jeremy Ross</b> North Vancouver, BC	Consultant	July 24, 2013	572,000
<b>Richard Mathews</b> Ladner, BC	Consultant	November 15, 2013	0

Note:

(1) Based on information from SEDI and does not include options or warrants.

## STATEMENT OF EXECUTIVE COMPENSATION

The following table sets forth all compensation for the periods indicated in respect of the individuals who served as the Chief Executive Officer and Chief Financial Officer of the Company at any time during the financial year of the Company, and all other executive officers of the Company who received, during the financial year of the Company, salary and bonus in excess of \$150,000 (collectively, the “Named Executive Officers”).

### Summary Compensation Table

<i>Name and Principal Position</i>	<i>Year</i>	<i>Salary (\$)</i>	<i>Share based awards (\$)</i>	<i>Option based awards (\$)</i>	<i>Non-equity incentive plan compensation Annual (\$)</i>	<i>Pension value (\$)</i>	<i>All Other Compensation (\$)</i>	<i>Total Compensation (\$)</i>
Devinder Randhawa <i>CEO</i>	2014	120,000	Nil	Nil	Nil	Nil	Nil	120,000
	2013	55,000	Nil	Nil	Nil	Nil	Nil	55,000
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil
William Galine <i>Former President</i>	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	24,000	Nil	Nil	Nil	Nil	Nil	24,000
	2012	48,000	Nil	Nil	Nil	Nil	Nil	48,000
Greg Downey <i>CFO</i>	2014	60,000	Nil	Nil	Nil	Nil	Nil	60,000
	2013	30,000	Nil	Nil	Nil	Nil	Nil	30,000
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The Company relies solely on board discussion, without formal objectives, criteria or analysis, to determine the level of executive compensation. The Company and its subsidiaries have no employment contracts with any Named Executive Officers.

### Incentive Plan Awards Outstanding

The following table sets forth the options to purchase common shares of the Company outstanding at the end of period for the Named Executive Officers of the Company. The Company does not have any share award plans or share awards (vested or unvested) outstanding.

Name	Number of Securities underlying unexercised options	Option Exercise Price (\$)	Option expiration date	Value of unexercised in-the-money options at year end (\$)
Devinder Randhawa <i>CEO</i>	600,000	\$0.10	11-Feb-2016	Nil
Greg Downey <i>CFO</i>	300,000	\$0.10	11-Feb-2016	Nil

### Pension Plan Benefits

The Company does not have any defined contribution plans or defined benefit pension plans that provide for payments or benefits at, following, or in connection with retirement.

### Termination and Change of Control Benefits

There are no compensatory plans or arrangements with respect to any Named Executive Officer resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a changed of the Name Executive Officer's responsibilities following a change in control.

### Director Compensation Table

The following table sets forth all amounts of compensation provided to the directors other than Named Executive Officers for the Company's most recently completed financial year.

Name	Fees earned (\$)	Share based awards (\$)	Option based awards (\$)*	Non-equity incentive plan compensation Annual (\$)	Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Mark Lawson	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jeremy Ross	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Richard Matthews	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The following table sets forth the options to purchase common shares of the Company outstanding at the end of period for the directors other than Named Executive Officers of the Company. The Company does not have any share award plans or share awards (vested or unvested) outstanding.

Name	Number of Securities underlying unexercised options	Option Exercise Price (\$)	Option expiration date	Value of unexercised in-the-money options at year end (\$)
Jeremy Ross	200,000	\$0.10	11-Feb-2016	Nil
Mark Lawson	75,000	\$0.10	4-Mar-2015	Nil
Richard Matthews	100,000	\$0.10	11-Feb-2016	Nil

**SECURITIES AUTHORIZED FOR ISSUANCE  
UNDER EQUITY COMPENSATION  
PLANS**

The following table sets out, as of the end of the Company's fiscal year ended June 30, 2014, all required information with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	1,600,000	Nil	819,863
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	1,600,000	Nil	819,863

**INDEBTEDNESS TO COMPANY OF DIRECTORS AND EXECUTIVE OFFICERS**

There is no indebtedness of any director, executive officer, senior officer, proposed nominee for election as a director or associate of them, to or guaranteed or supported by the Company or any of its subsidiaries either pursuant to an employee stock purchase program of the Company or otherwise, during the most recently completed financial year.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Since July 1, 2012, being the commencement of the Company's last completed financial year, none of the following persons, except as set out herein and below, has any material interest, direct or indirect, in any transaction or proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries:

- (a) any director or executive officer of the Company;
- (b) any shareholder holding, directly or indirectly, more than 10% of the voting rights attached to all the shares of the Company; and
- (c) any associate or affiliate of any of the foregoing persons.



## **CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES**

Except as disclosed below, no proposed director of the Company is, or, within the past ten years before the date of this Information Circular has been, a director or executive officer of any other issuer that, while such person was acting in that capacity:

- (i) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days; or
- (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets; or

has, within the past ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of that individual.

## **MANAGEMENT CONTRACTS**

There are no management functions of the Company or a subsidiary thereof, which are to any substantial degree performed by a person other than the directors or senior officers of the Company or a subsidiary thereof.

## **APPOINTMENT OF AUDITOR**

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of DeVisser Gray, Chartered Accountants, of Vancouver, British Columbia, as auditor of the Company to hold office until the close of the next annual general meeting of the Company.

## **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

National Instrument 52-110, Audit Committees, requires every issuer to disclose annually certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following.

### **COMPOSITION OF THE AUDIT COMMITTEE**

The Company's audit committee is comprised of Devinder Randhawa, Richard Matthews and Jeremy Ross. All audit committee members are "financially literate", meaning that they have the ability to read and understand the financial statements of the Company.

### **AUDIT COMMITTEE CHARTER**

#### **1. Overall Purpose / Objectives**

The Audit Committee will assist the Board of Directors in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board of Directors, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

## **2. Authority**

The Board authorizes the audit committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice, to set and pay the compensation for any advisors employed by the Audit Committee, to ensure the attendance of Company officers at meetings as appropriate and to communicate directly with the Company's external auditors.

## **3. Organization**

### Membership

3.1 The Audit Committee will be comprised of at least three members, all of whom shall be Directors of the Company. Whenever reasonably feasible a majority of the members of the audit committee shall have no direct or indirect material relationship with the Company. If less than a majority of the Board of Directors are independent, then a majority of the members of the audit committee may be made up of members that are not independent of the Company, provided that there is an exemption in the applicable securities law, rule, regulation, policy or instrument (if any).

3.2 The chairman of the Audit Committee (if any) will be nominated by the Audit Committee from the members of the Audit Committee who are not officers or employees of the Company, or a company associated or affiliated with the Company, from time to time.

3.3 A quorum for any meeting will be two members.

3.4 The secretary of the Audit Committee will be the Company secretary, or such person as nominated by the Chairman of the Audit Committee, if there is one, or by the members of the Audit Committee.

### Attendance at Meetings

3.5 The Audit Committee may invite such other persons (e.g. the President or Chief Financial Officer) to its meetings, as it deems appropriate.

3.6 Meetings shall be held not less than four times a year. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.

## **4. Roles and Responsibilities**

The Audit Committee will:

4.1 Review and recommend to the Board of Directors any revisions or updates to the Audit Committee Charter.

4.2 Recommend to the board of directors:

- (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
- (b) the compensation of the external auditor.

4.3 Directly oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.

4.4 Pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor provided that the Committee shall have the authority to delegate such responsibility to one or of its members to the extent permitted under applicable law and stock exchange rules.

4.5 Review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.

4.6 Ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in subsection 4.5, and shall periodically assess the adequacy of those procedures.

4.7 Establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4.8 Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor.

## **AUDIT COMMITTEE OVERSIGHT**

Since the commencement of the Company's most recently completed financial year, the Company's Board of Directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Since the effective date of MI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of MI 52-110. Section 2.4 provides an exemption from the requirements that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of MI 52-110, in whole or in part.

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of MI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable the audit committee, on a case-by-case basis.

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

<b>FINANCIAL YEAR ENDING</b>	<b>AUDIT FEES</b>	<b>AUDIT RELATED FEES</b>	<b>TAX FEES</b>	<b>ALL OTHER FEES</b>
June 30, 2013	13,500	Nil	Nil	Nil
June 30, 2012	15,000	Nil	Nil	Nil

The Company is relying on the exemption provided by section 6.1 of MI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of MI 52-110.

### **CORPORATE GOVERNANCE**

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of The Company. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices (“**NI 58-101**”), The Company has reviewed existing guidelines in terms of NI 58-101 and hereby discloses its corporate governance practices in compliance with NI 58-101, as summarized below.

#### **BOARD OF DIRECTORS**

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s Board of Directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board of Directors facilitates its independent supervision over management by reviewing all significant transactions of the Company.

The non-independent directors are Devinder Randhawa and Greg Downey.

#### **DIRECTORSHIP**

Certain of the directors are presently directors in one or more other reporting issuers, as follows:

<b>DIRECTORS</b>	<b>OTHER ISSUERS</b>
Devinder Randhawa	Asia Arc Inc., Azincourt Uranium Corp., Ballyliffin Capital Corp., Crazy Horse Resources Inc., Fission Uranium Corp., Fission 3.0 Corp., Papuan Precious Metals Corp., Wolfpack Capital Corp.
Richard Matthews	Papuan Precious Metals Corp.

#### **ORIENTATION AND CONTINUING EDUCATION**

When new directors are appointed, they receive orientation, commensurate with their previous experience and on the responsibilities of directors. Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business.

#### **ETHICAL BUSINESS CONDUCT**

The Board of Directors has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board in which the

director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

### **NOMINATING COMMITTEE**

The Nominating Committee makes recommendations to the Board of Directors and considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

### **COMPENSATION COMMITTEE**

The Compensation Committee determines compensation for the directors and executive officers and will be comprised of three directors.

The Company's compensation philosophy for executives continues to follow three underlying principles: namely, (i) to provide a compensation package that encourages and motivates performance; (ii) to be competitive with other companies of similar size and scope of operations so as to attract and retain talented executives; and (iii) to align the interests of its executive officers with the long-term interests of the Company and its Securityholders through stock-related programs.

When determining compensation policies and individual compensation levels for executive officers, the Compensation Committee takes into consideration a variety of factors. These factors include overall financial and operating performance of The Company, the Compensation Committee and the Board's overall assessment of each executive's individual performance and contribution towards meeting corporate objectives, levels of responsibility, length of service and industry comparables.

Executive compensation is comprised primarily of a base salary and participation in the Company's Stock Option Plan and employment benefit plans, and may also consist of bonuses and other perquisites which are awarded on an occasional basis.

The salary for each executive officer's position is primarily determined having regard for the incumbent's responsibilities, individual performance factors, overall corporate performance, and the assessment of such individual as presented by management to the Board and the Compensation Committee. The salary is intended to provide the executive officer with a compensation level competitive with base salaries within the industry. Executive officers benefit from improved performance of the Company almost entirely through their participation in the Company Stock Option Plan and from time to time by the receipt of bonuses.

### **BOARD REVIEW PROCESS**

The Board has adopted a policy on Board review process. The Board review process: (a) provides directors with an opportunity once each year to evaluate the Board's and each Board committee's performance and to make suggestions for its improvement; (b) provides an opportunity for the Board to comment on the Chairman's leadership; (c) provides an opportunity for the Chairman to evaluate each director's individual performance and to make suggestions for improvement. The Board review process is overseen by the Board as a whole.

### **OTHER BOARD COMMITTEES**

The Board has no committees other than the audit committee, the compensation committee and the nomination committee.

## PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

### APPROVAL OF NAME CHANGE

The shareholders of the Company will be asked at the Meeting to consider, and if thought fitting, to pass a special resolution authorizing the change of the Company's name to Axco Ventures Corp. or such other name as may be approved by the directors, to be determined at the sole discretion of the directors and subject to regulatory approval if so required.

Accordingly, at the Meeting shareholders will be asked to consider, and if thought fitting, to approve, with or without amendment, the following special resolution:

“BE IT RESOLVED THAT, subject to regulatory approval:

The Company change its name to Axco Ventures Corp. or such other name as may be approved by the directors.

“

### APPROVAL OF SHARE CONSOLIDATION

The shareholders of the Company will be asked at the Meeting to consider, and if thought fitting, to pass an special resolution authorizing the consolidation of the Company's share capital at a ratio of up to 5:1 (the “ratio”), to be determined at the sole discretion of the directors and subject to regulatory approval if so required, consolidating the then issued and outstanding common shares without par value into common shares without par value on the basis of up to 5 of the said issued and outstanding common shares which would become one common share. Any shareholder who, on the date that this resolution is affected, is the registered holder of a number of shares not divisible by the ratio, then in such event, each fractional share remaining after the consolidation will be cancelled.

Management believes a share consolidation may be necessary and in the Company's best interest. Accordingly, at the Meeting shareholders will be asked to consider, and if thought fitting, to approve, with or without amendment, the following special resolution:

“BE IT RESOLVED THAT, subject to regulatory approval:

1. 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; and
2. the Board of Directors of the Company 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.

“

The proposed consolidation will not alter or change in any way any shareholder's proportion of votes to total votes; however, the total votes capable of being cast by shareholders at a general meeting of the Company in the future will be reduced if the resolution is passed. The proposed consolidation will not alter any rights attached to the common shares of the Company.

The above special resolutions, if passed, and if implemented by the Board of Directors, will become effective upon receipt of regulatory approval.

**The Board recommends that you vote in favour of the above resolution.**

## **APPROVAL OF STOCK OPTION PLAN**

Under Policy 4.4 of the TSX Venture Exchange (the “Exchange”) governing stock options, all issuers are required to adopt a stock option plan pursuant to which stock options may be granted (the “Plan”) and the Plan must be approved by the Exchange and shareholders. The Plan is limited to not more than 10% of the issued shares of the Company (subject to certain other limitations as set out in the Plan) at the time of any granting of options (on a non-diluted basis). This is constituted as a “rolling” as opposed to a “fixed number” plan.

Management of the Company believes that incentive stock options serve an important function in furnishing directors, officers, employees and consultants (collectively the "Eligible Parties") of the Company an opportunity to invest in the Company in a simple and effective manner and better aligning the interests of the Eligible Parties with those of the Company and its shareholders through ownership of shares in the Company.

### **Vesting and Exercise**

The board will generally set vesting provisions it deems appropriate to encourage Eligible Parties to remain aligned with the Company and may grant options conditionally upon the occurrence of certain corporate events.

Options must be issued only on terms acceptable to the Exchange and the Plan complies with the requirements of Exchange Policy 4.4 for Tier 2 issuers.

A copy of the Plan is available for review at the offices of the Company or the registered offices of the Company, at Suite 700 – 595 Howe Street, Vancouver, BC, V6C 2T5 during normal business hours up to and including the date of the Meeting.

“BE IT RESOLVED THAT, subject to regulatory approval:

1. the Company’s incentive stock option plan (the “Plan”) be and it is hereby approved;
2. the board of directors be authorized to grant options under and subject to the terms and conditions of the Plan to a maximum number of options that may be exercised under the Plan of 10% of the issued common shares of the Company at the date hereof, and
3. the directors and officers of the Company be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of these resolutions.”

## **OTHER MATTERS**

The management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of the Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Form of Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information relating to the Company is provided in the Company's comparative financial statements and MD&A for the financial year ended June 30, 2014. Shareholders may contact the Company to request copies of financial statements and MD&A at the following address:

**TORO RESOURCES CORP.**  
Suite 700 – 1620 Dickson Avenue  
Kelowna, BC Canada  
V1Y 9Y2

## **CERTIFICATE**

The content and sending of this information circular has been approved by the Company's board of directors.

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

Dated as of October 15, 2014

“Devinder Randhawa”, CEO