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June 15, 2015

Canadian Securities Exchange  
220 Bay Street, 9th Floor  
Toronto, ON  
M5J 2W4

**Re: Toro Resources Inc.  
Consolidation of share capital**

Dear Sirs:

We have been retained by Toro Resources Inc. (the "Company") and are writing to provide you with the required opinion in respect of the consolidation of share capital of Toro Resources Inc. and filing of a Form 12 (the "Consolidation") with the Canadian Securities Exchange ("CSE").

We have examined such corporate resolutions and other records of the Company as we have deemed relevant and necessary in order to render the opinions hereinafter provided. In such examination, we have assumed the legal capacity of all individuals, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies, whether facsimile, photostatic, certified, pdf copies or otherwise. We have also assumed:

- (a) with respect to all of the documents examined by us, the genuineness of all signatures, the legal capacity at all relevant times of any natural person signing any such documents, the authenticity and completeness of all documents submitted to us as originals and the conformity to authentic originals of all documents submitted to us as a certified or true copy or as a reproduction (including facsimiles, photostatic, certified, pdf and electronic copies);
- (b) the truthfulness, accuracy and completeness of the certificate of Greg Downey, the CFO and a director of the Company, dated June 15, 2015 (the "Director's Certificate") provided to us by the Company and the records of the Company as presented to us by the Company;

- (c) the truthfulness, accuracy and completeness of all information provided to us by offices of public record;
- (d) the identity and capacity of all individuals acting or purporting to act as public officials.

We are solicitors qualified to practise law in the Province of British Columbia and our opinions set forth herein are limited to the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

In expressing the opinion set forth in subparagraph 1(a) as to the status of the Company under the *Business Corporations Act* (British Columbia), we have relied solely on a certificate of good standing dated May 6, 2015 (the "Certificate of Good Standing") electronically retrieved from the official records of the Corporate Registry maintained by the Registrar of Companies under the *Business Corporations Act* (British Columbia).

In expressing the opinion set forth in subparagraph 1(a) that the Company is not in default of applicable corporate law, we have relied exclusively and without independent investigation on the Certificate of Good Standing referred to in the foregoing and the Director's Certificate.

For the purposes of the opinions expressed in paragraphs 1(a) to (b) and 2 as they relate to certain factual matters, we have relied on the Director's Certificate. To the extent the Director's Certificate, and any other certificate, opinion or document referenced herein, is based on any assumption, given in reliance on any other certificate or document, understanding or other criteria or is made subject to any limitation, qualification or exception, our opinions are also based on such assumption, given in reliance on such other certificate, document, understanding or other criteria and are made subject to such limitation, qualification and exception. For greater certainty, where the Director's Certificate affirms a state of fact, understanding or other factor based on the belief, knowledge, awareness or understanding (or lack thereof, respectively) of Mr. Downey, we have assumed without independent verification that such belief, knowledge, awareness or understanding (or lack thereof) is and remains fully accurate, correct and complete. We have also assumed that Mr. Downey has been duly appointed to the position as indicated in the Director's Certificate and has the power, capacity, authority and requisite knowledge to certify the information contained therein, and that the Director's Certificate and all information contained therein was and remains fully accurate, correct and complete.

In expressing the opinion set forth in subparagraph 2 regarding the completion of the steps required for the Consolidation, we have relied on the Director's Certificate and a letter from Computershare Trust Company of Canada as the duly appointed Transfer Agent and Registrar for the common shares of the Company confirming that they have a sufficient supply of blank certificates on hand in the name of Big Wind Capital Inc. ISIN CA0897471094 for the Consolidation.

Whenever an obligation, act, agreement or instrument is expressed herein to be "legal", "valid and binding", "effective", "enforceable" or words to like effect, we mean that such obligation, act, agreement or instrument is capable of being given legal effect. We express no opinions as to any factors such as financial capacity or continued existence of the parties, which may make such obligation, act, agreement or instrument unenforceable in fact.

Based and relying on the foregoing, we are of the opinion that:

1. the Company:
  - (a) is in good standing under and not in default of applicable corporate law; and
  - (b) has taken all necessary corporate action to authorize the Consolidation.
2. the Company obtained the requisite shareholder approval for the Consolidation on November 18, 2014 and the directors of the Company have approved the Consolidation and authorized any one director or officer of the Company to take all necessary steps to complete the Consolidation and to execute and deliver the necessary documents to effect the Consolidation.

The opinion hereinbefore expressed is subject to the following reservations and limitations:

- A. this opinion is limited to the matters expressly stated herein and no opinion is to be implied or may be inferred beyond the matters expressly stated herein;
- B. this opinion is rendered as of the date hereof and is based upon facts and conditions presently known to us and the applicable laws currently in effect, and we undertake no and hereby disclaim any obligation to advise you of any changes or any subsequent developments which might affect any matters or opinions set forth herein; and
- C. this opinion letter is given solely for the purposes of the parties to whom it is addressed and their respective successors and assigns, and it is not to be quoted from or relied upon by any other person without our prior written consent.

Yours truly,

David G. Ashby Law Corporation

A handwritten signature in black ink, appearing to read "D. Ashby", with a stylized flourish at the end.