

Toro Ventures Inc.
Form 10-Q
June 18, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2012

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 000-51974

TORO VENTURES INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

N/A

(IRS Employer Identification No.)

Suite 632, 22837 Pacific Coast Highway

Malibu, California

(Address of principal executive offices)

90265

(Zip Code)

310-887-6391

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act

YES NO

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date 16,095,000 common shares issued and outstanding as of June 10, 2013

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.	4
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.	13
Item 3. Critical Accounting Policies	15
Item 4. Controls and Procedures.	19

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.	20
Item 1A. Risk Factors.	20
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.	25
Item 3. Defaults Upon Senior Securities.	25
Item 4. Mine Safety Disclosures.	25
Item 5. Other Information.	26
Item 6. Exhibits.	27
Signatures	28

PART 1 – FINANCIAL INFORMATION

Item 1. Financial Statements.

Our unaudited interim financial statements for the nine month period ended March 31, 2012 form part of this quarterly report. They are stated in United States Dollars (US\$) and are prepared in accordance with United States generally accepted accounting principles.

Toro Ventures Inc.
Balance Sheets - Unaudited

	March 31, 2012	June 30, 2011
ASSETS		
CURRENT ASSETS		
Cash	\$ -	\$ -
Total Current Assets	-	-
Other Assets		
Interer in Oil and Gas Properties	-	-
	\$ -	\$ -
 LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 15,396	\$ 15,396
Note payable - related party	85,391	85,391
TOTAL CURRENT LIABILITIES	100,787	100,787
 STOCKHOLDERS' EQUITY		
Common stock, par value \$0.001,		
Authorized - 75,000,000 \$0.001 par value common shares	6,095	6,095
Issued - 6,095,000 as of March 31, 2012 and 6,128,750 common shares as of June 30, 2011		
Additional paid-in capital	627,405	615,405
Retained Earnings	(734,287)	(722,287)
TOTAL STOCKHOLDERS' EQUITY	(100,787)	(100,787)
	\$ -	\$ -

See Accompanying Notes to Unaudited Financial Statements

Toro Ventures, Inc.
Statement of Operations

	Three months ended		Nine months ended		Cumulative from Date of Inception on April 11, 2005 to 31-Mar-12
	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12
OIL AND GAS REVENUES	\$—	\$—	\$—	\$—	\$—
OPERATING EXPENSES					
Regulatory and transfer agent fees	—	—	—	—	2,380
Management Fees	3,000	3,000	9,000	9,000	77,843
Professional Fees	—	—	—	—	246,538
Rent	1,000	1,000	3,000	3,000	61,243
Amortization	—	—	—	—	8,125
Impairment Charge	—	—	—	—	334,375
Bank Charges and Interest	—	—	—	—	783
Total Operating Expenses	4,000	4,000	12,000	12,000	734,287
INCOME (LOSS) BEFORE INCOME TAXES	(4,000)	(4,000)	(12,000)	(12,000)	(734,287)
PROVISION FOR INCOME TAXES	—	—	—	—	—
NET INCOME (LOSS)	\$(4,000)	\$(4,000)	\$(12,000)	\$(12,000)	\$(734,287)
NET INCOME (LOSS) PER SHARE	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	
WEIGHTED AVERAGE NUMBER OF COMMON SHARES	6,095,000	6,095,000	6,095,000	6,095,000	

See Accompanying Notes to Unaudited Financial Statements

Toro Ventures Inc.
Statements of Operations

	Nine months Ended		Cumulative from Date of Inception on April 11, 2005 to 31-Mar-11
	31-Mar-11	31-Mar-10	31-Mar-11
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss)	\$(12,000)	\$(12,000)	\$(734,287)
Adjustments to reconcile net income (loss) to net cash used in operating activities			
Amortization Expense	—	—	8,125
Expense charged to Contributed Surplus	12,000	12,000	56,000
Write-off of Properties	—	—	334,375
Shares issued for Properties	—	—	342,500
Increase (decrease) in			
Accounts receivable	—	—	—
Subscriptions receivable	—	—	—
Accounts payable	—	—	15,396
Net Cash Provided (Used) by Operating Activities	—	—	22,109
CASH FLOWS FROM INVESTING ACTIVITIES			
Investment in Franchise	—	—	(25,000)
Investment in Oil and Gas Properties	—	—	(317,500)
Net Cash Provided (Used) by Investing Activities	—	—	(342,500)
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of Capital Stock for cash	—	—	235,000
Contributed Surplus	—	—	—
Loan from Shareholder	—	—	85,391
Net Cash Provided (Used) by Financing Activities	—	—	320,391
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	—	—	—
CASH AND CASH EQUIVALENTS			
Beginning	—	—	—
Ending	\$—	\$—	\$—
Supplemental Disclosures of Cash Flow Information:			
Stock issued for properties	\$—	\$—	\$342,500
Interest	\$—	\$—	\$—
Taxes	\$—	\$—	\$—

See Accompanying Notes to Unaudited Financial Statements

Toro Ventures Inc.

**Notes to Un audited Financial Statements
For the Nine Months Ended March 31, 2012
(Expressed in U.S. Dollars)**

1. INCORPORATION AND OPERATING ACTIVITIES

Toro Ventures Inc. was incorporated on 11 April 2005, under the laws of the State of Nevada,

The Company is in the development stage and through joint ventures is in the process of exploring its oil and gas properties located in the U.S.A. The recoverability of amounts shown for oil and gas properties are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the properties, the ability of the Company to obtain necessary finances to complete the development and upon future profitable production or proceeds from the disposition thereof.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Resource Properties - Company follows the successful efforts method of accounting for its oil and gas properties. Unproved oil and gas properties are periodically assessed and any impairment in value is charged to exploration expense. The costs of unproved properties, which are determined to be productive are transferred to proved resource properties and amortized on an equivalent unit-of-production basis. Exploratory expenses, including geological and geophysical expenses and delay rentals for unevaluated resource properties, are charged to expense as incurred. Exploratory drilling costs are charged as expenses until it is determined that the company has proven oil and gas reserves.

Basis of Presentation -These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in U.S. dollars. The Company's fiscal year-end is June 30.

Use of Estimates - The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net revenue and expenses in the reporting period. We regularly evaluate our estimates and assumptions related to the useful life and recoverability of long-lived assets, stock-based compensation and deferred income tax asset valuation allowances. We base our estimates and assumptions on current facts, historical experience and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by us may differ materially and adversely from our estimates. To the extent there are material differences between our estimates and the actual results, our future results of operations will be affected.

Cash and Cash Equivalents - The Company considers all highly liquid instruments with original maturities of three months or less when acquired, to be cash equivalents. We had no cash equivalents at March 31, 2012 or June 30, 2011, respectively.

Asset Retirement Obligation (ARO) - The estimated costs of restoration and removal of facilities are accrued. The fair value of a liability for an asset's retirement obligation is recorded in the period in which it is incurred and the corresponding cost capitalized by increasing the carrying amount of the related long-lived asset. The liability is accreted to its then present value each period, if the liability is settled for an amount other than the recorded amount, a gain or loss is recognized. The ARO at March 31, 2012 - \$Nil and June 30, 2011 - \$Nil.

Toro Ventures Inc.

**Notes to Unaudited Financial Statements
For the Nine Months Ended March 31, 2012
(Expressed in U.S. Dollars)**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes - Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company has adopted ASC 740, *Income Taxes*, as of its inception. Pursuant to ASC 740, the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.