TOSCA MINING CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For The Twelve Month Period Ended November 30, 2012

1.1 DATE

This management discussion and analysis ("MD&A) prepared as of March 19, 2013, reviews and summarizes the activities of Tosca Mining Corp. ("Tosca" or the "Company") and compares the financial results for the three and twelve month periods ended November 30, 2012 with those of the comparable 2011 periods ended November 30, 2011. The Company converted from Generally Accepted Accounting Principles ("GAAP") to International Financial Reporting Standards ("IFRS") as of December 1, 2010. The comparable information for the periods ended November 30, 2011 has been converted from GAAP to IFRS, and comments on any material differences upon conversion are included in Note 15 of the November 30, 2012 financial statements.

All amounts are stated in Canadian dollars unless otherwise indicated. The effective date of this report is March 19, 2013.

Additional information relating to the Company is available for viewing on SEDAR at www.sedar.com and also on the Company's website at www.toscamining.com

Forward Looking Statements and Risks Notice

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company, including but not limited to statements with respect to the Company's plans or future financial or operating performance, the estimation of mineral reserves and resources, conclusions of economic assessments of projects, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits and future outcome of legal and tax matters.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect", "budget", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the issuer to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include but are not limited to risks related to international operations; risks related to general economic conditions and credit availability, uncertainty related to the resolution of legal disputes and lawsuits; actual results of current exploration activities, unanticipated reclamation expenses; fluctuations in prices of gold; fluctuations in foreign currency exchange rates, increases in market prices of mining consumables, possible variations in mineral resources, grade or recovery rates; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in countries in which the Company operates.

The Company's management periodically reviews information reflected in forward-looking statements. The Company has and continues to disclose in its Management Discussion and Analysis and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur.

Historical results of operations and trends that may be inferred from the above discussions and analysis may not necessarily indicate future results from operations.

1.2 OVERALL PERFORMANCE

Tosca Mining is a Tier 2 Issuer as defined by Policy 2.4 of the TSX Venture Exchange (the "Exchange") The Company's common shares also trade on the US OTC QX Exchange under the symbol TSMNF and on the European Frankfurt Exchange under the symbol TQ4. Subsequent to November 30, 2012, the Company delisted itself from the OTC QX Exchange, effective January 5, 2013.

On February 22, 2011, the Company signed a letter of intent to acquire a 100% interest in an advanced stage copper-molybdenum project known as "Red Hills", located in Presidio County, Texas. The property is subject to a 2% NSR. The agreement involves cash payments to the sellers in the amount of US $10,900,000, and the issuance of 2,100,000 common shares over a five year period, while earning increasing equity interest.

On May 1, 2012, the Company announced that it had re-negotiated its 5 year option agreement to purchase the Red Hills project. Under the re-negotiated terms, Tosca has reduced its annual option payment to the vendors from $800,000 US to $300,000 US in 2012 and each of the subsequent two years. This defers $1,500,000 US in payments until May 1, 2015, or a production decision, whichever comes first, which will trigger a final payment of $2,400,000 US. As part of the new terms, Tosca was to increase the number of shares issued to the venders from 2,100,000 to 2,800,000 over the length of the option agreement in annual increments of 600,000 shares. As of November 30, 2012 the Company had paid $475,000 US towards the year two commitment and issued the 600,000 shares.

Subsequent to November 30, 2012, the Company abandoned its option agreement for the Red Hills property as a result of lower commodity pricing for molybdenum which made the project uneconomical. The effective date of the option cancellation was February 1, 2013.

The principal business of the Company during 2012 was engineering activities related to the drill core results from the 31 hole 2011 drill program undertaken at the Red Hills property. During 2012, there were no on-site activities undertaken and all work since year end 2011 has been related to analysis of the 2011 drill program results, from which a NI 43-101 resource report was completed in January 2012. In addition, work has been ongoing with Cimetta Engineering and Mine Development Associates related to completion of a Preliminary Economic Assessment document which was completed in draft form on December 18, 2012. As a result of management review of the draft document, the Company decided to cancel its option agreement on the Red Hills property and such cancellation was effective February 1, 2013.

The Company has no source of revenue other than minimal amounts of interest earned on term deposits. It is likely the Company will operate at a loss unless and until it is able to put a mineral property into production. The Company will require additional financing in order to fund planned exploration expenditures and cover its general and administrative costs. The Company's ability to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as the

Company's business success. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from treasury, control of the Company may change and shareholders may suffer additional dilution. If adequate funds are not available on acceptable terms, the Company may not be able to operate its business at its maximum potential, to expand, to take advantage of other opportunities, or otherwise remain in business.

Subsequent to the cancellation of the Red Hills option agreement, the Company has reviewed numerous other projects including mining in Europe and South America and oil/gas assets in various provinces in Canada.

The Company relies on equity financings to fund its operations. During the three month period ended November 30, 2012, there were no share issuances. At November 30, 2012, the Company's working capital was $102,246.

Mineral Property-Red Hills, Presidio, Texas

The Red Hills project consists of a large molybdenum porphyry system overlain by a copper (chalcocite) enrichment blanket developed below the oxide-sulphide transition zone. Eighty eight holes were drilled on the property between 1955 and 1972. This work led to the identification of a non-43-101 compliant resource of 17 million tons grading 0.35 Cu% with associated moly mineralization in the shallow copper blanket. The previous activity also led to the discovery of a linear trend of high grade copper mineralization defined by three vertical holes which included 33.55 metres of 9.09 % Cu. Based on historic drilling, the molybdenum mineralization occurs within a horseshoe shaped area measuring 1,000 m x 200 m and is open in two directions and at depth. Although many of the holes drilled in the molybdenum system were stopped in mineralization at shallow depths, the deeper holes were mineralized throughout (e.g. hole Duval 07: 642 meters @ 0.076% Mo).

As a component of the planned exploration program at the property, the Company established a wholly owned Texas subsidiary, Red Hills Mining Corp in April 2011 and commenced a drilling program designed to prove up prior drilling results and provide required details for an NI 43-101 compliant Technical Report and subsequent feasibility studies. The drilling contractor, Ruen Drilling from Idaho, completed a 31 hole drill program on July 31, 2011.

In consideration of the depth limits of any potential open pit mining, the Red Hills resource was constrained to a bottom elevation of 2,800 ft. (853 m) approximately 1,200 ft. (366 m) below the general surface.

Because of the requirement that the resource exists "in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction," Mine Development Associates reported the resources at a cut-off grade (0.025% MoEq) as that reasonable for deposits mined by open-pit methods. In determining a reasonable cut-off grade, MDA considered metal prices, extraction costs, and metallurgical recoveries. The diluted resources have been reported at additional cut-offs in order to provide a grade distribution.

The copper resource is fully contained within the near-surface copper blanket, and there is a significant tonnage of molybdenum-only material in the resource. The lower copper grades within the Red Hills resource result from the "spreading" of the copper over the full resource. If the copper mineralization is evaluated from a copper-only standpoint, the copper resource at a 0.15% Cu cut-off grade (comparable to 0.027% MoEq cut-off grade) contains an Indicated Resource of 8 million tons of 0.35% Cu (56.4 million lbs. Cu) and an Inferred Resource of 12.7 million tons of 0.25% Cu (63.4 million lbs. Cu).

In addition to the molybdenum/copper mineralization, multi-element analyses of Tosca's drill samples showed elevated rhenium levels associated with molybdenite mineralization. Rhenium concentrations of 0.5 to >1.0 part per million were encountered over vertical intervals of up to 500 feet (152 m) throughout the mineralized porphyry.

Prior to year-end 2011, the Company had received all of its drill program assay results. Four of the holes (TMC-02 to TMC-05) tested the high grade copper zone located outside of the copper blanket. Five of the first 17 holes were drilled through the copper blanket to depths of more than 1,000' to test the moly system.

The 2011 drill program also aimed at expanding the database of the copper blanket, thus allowing for a better understanding of the historic resource and the collection of representative samples for metallurgical testing. Two holes were drilled to explore for deep moly mineralization. The goal of the program was to establish a NI-43-101 compliant resource on the shallow copper blanket, and to test metallurgical recoveries of copper and moly. A formal NI 43-101 resource report was received by the Company from Mine Development Associates ("MDA") on January 12, 2012 and an amended version on February 17, 2012 and these were both filed on SEDAR on January 12, 2012 and February 21, 2012 respectively.

The resource report formed the foundation for a Preliminary Economic Assessment ("PEA") of the planned mining plan on the property. The PEA document in draft form as prepared by Cimetta Engineering of Tucson, Arizona was received on December 18, 2012 and review of this document indicated that current commodity pricing of molybdenum made the project uneconomical and resulted in the Company cancelling its Red Hills option agreement on February 1, 2013.

1.3 SELECTED ANNUAL INFORMATION

For the Year ended	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2010
Total Revenues (interest)	$4,347	$25,407	$1,445
Income or loss before discontinued operations and extraordinary items	<846,925>	<1,706,210>	<521,616>
Net Loss in total	<5,079,251>	<1,819,221>	<904,792>
--Basic and diluted loss per share	<0.14>	<0.06>	<0.06>
Total Assets	146,026	5,121,044	749,247
Total Long term Financial Liabilities	0	0	0
Cash Dividends Declared	0	0	0

Note: The Company is an exploration company, and unless otherwise noted, the loss for the year represents the general and administrative expenses, which include the estimated fair value of the stock options granted by the Company.

1.4 RESULTS FROM OPERATIONS

As at year end November 30, 2012, the Company was still developing its Red Hills, Texas property, with focus on preparation of a Preliminary Economic Assessment Report by Cimetta Engineering of Tucson, Arizona. Subsequent to the year end, the PEA document in draft form was received on December 18, 2012 and review of this document indicated that current commodity pricing of molybdenum made the project uneconomical and resulted in the Company cancelling its Red Hills option agreement effective February 1, 2013.

For the twelve month period ended November 30, 2012

General and Administrative - During the twelve months ended November 30, 2012, the Company incurred a net loss of $5,079,251 ($0.14 per share) compared to a net loss of $1,819,221 ($0.06 per share) in the comparable period of 2011. The significant component of the loss was the write off of $4,204,974 in mineral property interests related to the cancellation of the Company's Red Hills property option agreement which was effective February 1, 2013. The administrative expenses for the 2012 period were $846,925, down from $1,706,210 from the same period of 2011. Total administrative expenses included a non-cash expense for stock-based compensation to recognize the fair value of stock options granted and vested during that period. Stock-based compensation expenses were $123,100 during the 2012 period and $749,199 in the comparable 2011 period.

Excluding this item, the 2012 administrative expenses were $723,825, down from $957,011 in the 2011 period

In the comparable twelve month periods:

Investor relations expenses in 2012 were $128,418 (2011: $205,691), a decrease of $77,273. Travel and promotion expenses in 2012 were $52,691 (2011: $98,670), a decrease of $45,979 primarily as a result of a decrease in travel to the United States and Europe to attend investment conferences and visits to Red Hills metallurgical and engineering consultants.

Office and general expenses in 2012 were $40,816 (2011: $54,333), a decrease of $13,517 and attributable to a decrease in office overhead. Consulting costs were $173,047 in 2012 as compared to $169,450 in the 2011 comparable period. Transfer agent and Exchange filing fees decreased from $80,625 in 2011 to $35,364 in the 2012 period. Legal and audit costs decreased to $78,020 from $89,335 and management fees during the twelve month period decreased from $255,500 to $211,000. Stock-based compensation decreased from $749,199 to $123,100 as a result of a reduction in options granted.

In general, there were no other areas in the 2012 twelve month period with significant increases or decreases compared to the comparable period of 2011. Excluding stock-based compensation, the total general and administrative expenses for the twelve month period of 2012 were approximately $60,318 per month compared to $79,750 per month in the 2011 period. During 2012, the Company earned $4,347 from interest income (2011: $25,407). The Company had a foreign exchange loss of $31,699 (2011-gain of $73,560) from its Red Hills project in Texas.

Exploration - During the twelve months ended November 30, 2012, the Company incurred deferred exploration costs of $1,061,867 on the Red Hills property (2011: $3,251,369). These expenses for 2012 were approximately $88,488 per month compared to $270,947 per month in 2011.

1.5 SUMMARY OF QUARTERLY RESULTS

This financial data has been prepared in accordance with IFRS accounting principles and all figures are stated in Canadian dollars. The Company's quarterly results are summarized as follows:

Three Months Ended:	**IFRS November 30, 2012**	**IFRS August 31, 2012**	**IFRS May 31, 2012**	**IFRS February, 29 2012**
Net loss for the period	(4,317,772)	(193,195)	(331,511)	(236,773)
Basic/Diluted loss per share	0.12	0.00	0.01	0.01
Balance sheet data:				
Cash	100,010	282,546	472,863	1,300,647
Total assets	146,026	4,456,678	4,602,582	4,813,005
Shareholders' Equity	110,440	4,440,946	4,574,141	4,769,818

Three Months Ended:	GAAP **November 30, 2011**	GAAP **August 31, 2011**	GAAP **May 31, 2011**	GAAP **February 28, 2011**
Net loss for the period	(12,474)	(275,365)	(1,174,252)	(357,130)
Basic/Diluted loss per share	0.00	0.00	0.04	0.02
Balance sheet data:				
Cash	1,854,211	2,941,251	4,341,459	863,365
Total assets	5,121,044	5,562,499	5,775,662	1,150,887
Shareholders' Equity	5,006,591	5,273,528	5,439,893	983,426

1.6 LIQUIDITY

At November 30, 2012, the Company had working capital of $102,246 compared to working capital of $1,841,284 as at November 30, 2011. Accounts payable and accrued liabilities at November 30, 2012 were $35,586. The Company's budget for administration is less than $300,000. Subsequent to November 30, 2012, the Company closed a private placement financing in the gross amount of $356,000. The company is actively looking for a new project which will be financed by the issue of new equity from private placements or existing cash.

As at November 30, 2012, the Company wrote off its Red Hills, Texas mineral property interests in the amount of $4,204,974 as a result of the Company cancelling its property option agreement subsequent to year end. The effective date of the cancellation was February 1, 2013.

During the twelve month period ended November 30, 2012, cash flows from operating activities resulted in net cash used of $685,442 as compared to $862,079 used in the comparable period in 2011. Principal reasons for the difference were a decrease in stock based compensation during the period of $626,099; a decrease in trade payables and accrued liabilities of $78,867 during the 2012 period; and an increase in the comprehensive loss to $5,079,251 in the 2012 period as compared to $1,819,221 in the 2011 period- with the significant portion of such loss attributable to the write off of the Company's Red Hills mineral property interests.

Cash used in investing activities for 2012 was $1,066,175 as compared to $3,264,348 spent in 2011 primarily from the reduced activity in exploration work carried on the Red Hills project.

Cash used in financing activities was $nil in 2012 as compared to cash received of $5,248,125 in the comparable 2011 period due to exercises of warrants and completion of a private placement financing.

The resultant change in cash position during the twelve month period ended November 30, 2012 was a decrease of $1,754,201 as compared to an increase of $1,121,700 for the comparable period in 2011.

1.7 CAPITAL RESOURCES

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the identification, acquisition, exploration and development of mineral property interests. Capital is comprised of the Company's shareholders' equity. As at November 30, 2012, the Company's shareholders' equity was $110,440 (November 30, 2011 $5,006,591). The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

1.8 OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors, except for guarantees.

1.9 RELATED PARTY TRANSACTIONS

The Company conducted the following transactions with related parties during the twelve months ended November 30, 2012:

Related party balances

The following amounts due to related parties are included in trade payables and accrued liabilities:

	November 30, 2012		November 30, 2011	
Companies controlled by directors of the Company	$	0	$	24,175

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Key management personnel compensation

	Twelve month periods ended	
	November 30, 2012	**November 30, 2011**
Deferred exploration costs	$ 275,016	$ 334,564
Management fees	211,000	255,500
Stock-based compensation	46,127	478,814
	$ 532,143	$ 1,068,878

Related party transactions other than stock based compensation have been recorded at their exchange amount, which is the amount agreed to by the related parties.

1.10 FOURTH QUARTER

For the three month period ended November 30, 2012-

For the quarter ended November 30, 2012, the Company incurred a net loss of $4,317,772 compared to a net loss of $12,474 for the quarter ended November 30, 2011, a reduction of $4,305,298, primarily from $4,204,974 in mineral property interest write-down and $109,988 in reduced investor relations expense.

Interest income earned during the fourth quarter of 2012 was $Nil compared to $16,393 earned in the same quarter of 2011. There was a foreign exchange loss of $9,284 compared to foreign exchange gain of $54,524 during the fourth quarters of 2012 and 2011 respectively. The Company received $65,884 in tax recovery from the British Columbia Mining Tax Credit for qualified Canadian Exploration Expenses incurred on the Swift Katie property during the fourth quarter of 2011 compared to nil in the current year quarter.

Exploration - During the three months ended November 30, 2012, the Company wrote off its Red Hills, Texas mineral property interests in the amount of $4,204,974 as a result of the Company cancelling its property option agreement subsequent to year end. The effective date of the cancellation was February 1, 2013.

1.11 PROPOSED TRANSACTIONS-N/A

1.12 CRITICAL ACCOUNTING ESTIMATES

As at November 30, 2012, the Company’s financial statements reflect an asset “Exploration and Evaluation Assets” with a balance of $Nil. The Company has determined its Red Hills, Texas property contains ore reserves that are not economically recoverable as a result of review of a draft Preliminary Economic Assessment document. As a result, the Company’s option to acquire the property was cancelled effective February 1, 2013 and all related costs and interests written off as at November 30, 2012.

Effective December 1, 2010 the Company converted from Canadian Generally Accepted Accounting Principles (“GAAP”) to International Financial Reporting Standards (“IFRS”). For comparative purposes, accounts for the quarters ending February 28, 2011, May 31, 2011, August 31, 2011 and the year ending November 30, 2011 are restated, where required, in accordance with IFRS.

1.13 CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Adoption of International Financial Reporting Standards

On February 13, 2008, the Canadian Accounting Standards Board confirmed that International Financial Reporting Standards ("IFRS") will replace Canada's current generally accepted accounting principles ("GAAP") for publicly accountable profit-orientated enterprises for interim and annual financial statements effective January 1, 2011. These are the Company's first set of annual financial statements prepared in accordance with IFRS. The disclosures concerning the transition from pre-changeover Canadian Generally Accepted Accounting Principles ("Canadian GAAP") to IFRS are provided in Note 15 of the Company's audited financial statements for the year ending November 30, 2012.

Recent Pronouncements Affecting Changes in Accounting Policies

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of the standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material.

Amendments to IFRS 7 "Financial Instruments: Disclosures"

This amendment increases the disclosure required regarding the transfer of financial assets, especially if there is a disproportionate amount of transfer transactions that take place around the end of a reporting period. This amendment is effective for annual periods beginning on or after July 1, 2011

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". This new standard is effective for annual periods beginning on or after January 1, 2013.
The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the financial statements.

1.14 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

Risk Assessment

The Company is exposed in varying degrees to a variety of financial instrument related risks as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The Company's bank accounts are held with a major bank in Canada. As all of the Company's cash and cash equivalents are held by one bank in Canada, there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The Company is not exposed to credit risk on mineral tax credit receivable, as these are due from the Government of Canada.

Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and banking facilities.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at November 30, 2012:

	Within one year	Between one and five years	More than five years
Trade payables and accrued liabilities	$ 35,586	$ -	$ -
	$ 35,586	$ -	$ -

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, commodity prices, and interest rates will affect the Company's net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

Foreign currency exchange rate risk and commodity price risk

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Commodity price risk is the risk that market values and future incomes will fluctuate because of changes in commodity prices. The Company does not have any direct exposure to foreign currency exchange rate risk or commodity price risk. The Company had no forward exchange rate contracts or commodity price contracts in place as at November 30, 2012 or during the year ended November 30, 2011.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As at November 30, 2012 and November 30, 2011, the Company did not have any significant interest rate risk.

The Company had no interest rate swap or financial contracts in place as at November 30, 2012 and November 30, 2011.

Capital Management

The Company identifies capital as share capital, cash and cash equivalents and receivables that are expected to be realized in cash. The Company raises capital through private and public share offerings and related party loans and advances. Capital is managed in a manner consistent with the risk criteria and policies provided by the board of directors and followed by management. All sources of financing and major expenditures are analyzed by management and approved by the board of directors.

The Company's primary objectives when managing capital is to safeguard and maintain the Company's financial resources for continued operations and to fund expenditure programs to further advance mineral property interests.

The Company is meeting its objective of managing capital through detailed review and due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to maintain sufficient resources.

The Company is able to scale its expenditure programs and the use of capital to address market conditions by reducing expenditure and the scope of operations during periods of commodity pricing decline and economic downturn.

There were no changes in the Company's approach to capital management during the year ended November 30, 2012.

The Company is not subject to any externally imposed capital requirements.

Classification of financial instruments

Financial assets included in the statement of financial position are as follows:

	November 30, 2012	November 30, 2011
Cash and cash equivalents	$ 100,010	$ 1,854,211
Loans and receivables:		
Accounts receivable	2,100	-
Recoverable taxes	9,909	14,803
	$ 112,019	$ 1,869,014

Financial liabilities included in the statement of financial position are as follows:

	November 30, 2012	November 30, 2011
Non-derivative financial liabilities:		
Trade payables and accrued liabilities	$ 35,586	$ 114,453
	$ 35,586	$ 114,453

Fair value

The fair value of the Company's financial assets and liabilities approximate the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Group's financial assets measured at fair value as at November 30, 2012 and November 30, 2011:

	As at November 30, 2012		
	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 100,010	$ -	$ -

	As at November 30, 2011		
	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 1,854,211	$ -	$ -

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide assurance that all relevant information is gathered and reported to the senior management, which includes the Company's President and its Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As of November 30, 2012, the President and the Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures as defined in *National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings*, of the Canadian Securities Administrators and have concluded that such disclosure controls and procedures are effective.

Internal Control over Financial Reporting

The Company's President and the Chief Financial Officer are responsible for establishing and maintaining the Company's internal controls over financial reporting in accordance with *National Instrument 52-109*. These internal controls over financial reporting were effective as at November 30, 2012. There have been no changes in these controls during the fourth quarter of 2012 which have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Other MD&A Required Information

Additional information on the Company may be found on SEDAR at www.sedar.com, and on the Company's website at www.toscamining.com

At November 30, 2012, the Company had 37,184,499 common shares issued. The Company had 4,528,000 stock options outstanding, with exercise prices ranging from $0.10 to $.27, a weighted average exercise price of $0.18 and a weighted average life of 2.25 years. On December 2, 2012, a total of 1,300,000 options expired. During the first quarter of 2013, the Company closed a private placement financing in the gross amount of $356,000 for which it issued 7,120,000 common shares and 7,120,000 two year, share purchase warrants with exercise prices of $0.10 in year one and $0.14 in year two.

Summary of outstanding share data as of March 15, 2013:

		Price
Issued shares	44,304,499	
Options	1,813,000	$0.24
Warrants	7,120,000	$0.10
Fully Diluted	53,187,499	

SUBSEQUENT EVENTS

Subsequent to November 30, 2012, the Company announced the following material issues:

-On December 20, 2012 the Company announced that it had received approval from the TSX Venture Exchange for the first tranche of its non-brokered private placement; this first tranche consisting of 7,120,000 units at a price of $.05 per unit for gross proceeds of $356,000. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable into one further common share at a price of $0.10 for a period of one year and $0.14 for a subsequent one year period. The warrants expire December 19, 2014.

Cash finders' fees in the amount of $31,000 were paid by the Company. All securities issued by the Company are subject to a hold period of four months which expires April 20, 2013.

No control persons (as defined in Policy 4.1 of the TSX Venture Exchange) or new insiders have been created as a result of the private placement. The Company intends to use the proceeds of the private placement for completion of a Pre Economic Assessment at its Red Hills property in Presidio, Texas and for general working capital and corporate purposes.

-On January 28, 2013, the Company announced that it will not be proceeding with its option agreement on the Red Hills Molybdenum/Copper project, located in Presidio County, Texas. An evaluation of the results of a draft preliminary economic assessment (PEA) under various capital and development scenarios indicated that the project was not viable at the current price of molybdenum. For this reason, the Company decided it was not prudent to expend any further exploration or engineering funds on the project.

To the shareholders of TOSCA MINING CORP.

MANAGEMENT COMMENTS

The audited financial statements of Tosca Mining Corp. for the year ended November 30, 2012 and all information contained in this financial report have been approved by the Company's Board of Directors. The Company complies with its TSX Venture Exchange listing agreement. The Company maintains rigorous systems of internal accounting and administrative controls to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the assets are correctly accounted for and protected.

Vancouver, BC March 19, 2013

/s/ Ron Shenton

Ron Shenton,
President