

FORM 51-102F3
Material Change Report

1. Name and Address of Company

Tosca Energy Corp. (the "Company" or "Tosca")
400 – 409 Granville Street
Vancouver, British Columbia
V6C 1T2 Canada

2. Date of Material Change

May 31, 2013

3. News Release

Pursuant to section 7.1 of National Instrument 51-102, the news release was disseminated by Market News and Canada Stockwatch on May 31, 2013.

4. Summary of Material Change

The Company reported that it has consolidated its issued and outstanding share capital such that every four (4) existing shares were consolidated into one (1) new share. The share consolidation received TSX Venture Exchange acceptance on May 31, 2013. The shares of the Company are to commence trading on a consolidated basis on the TSX Venture Exchange effective at the opening Monday, June 3, 2013.

5. Full Description of Material Change

Please see attached news release dated May 31, 2013.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officers

Ron Shenton, President & CEO
Tel: 604-687-6562

9. Date of Report

June 3, 2013