TOSCA MINING CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For The Year Ended November 30, 2013

1.1 DATE

This management discussion and analysis ("MD&A) prepared as of March 26, 2014, 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, 2013 with those of the comparable 2012 periods ended November 30, 2012. The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS").

All amounts are stated in Canadian dollars unless otherwise indicated. The effective date of this report is March 26, 2014.

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 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 European Frankfurt Exchange under the symbol TQ4. The Company previously was listed on the US OTC QX Exchange but 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 involved 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 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 December 1, 2012, the Company had paid $475,000 US towards the year two commitment and issued the 600,000 shares.

The Company relies on equity financings to fund its operations. On December 20, 2012 the Company announced that it had received approval from the TSX Venture Exchange for the first tranche of a 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.

On February 1, 2013, 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. A form Material Change Report regarding the option cancellation was filed on Sedar on February 4, 2013.

On May 23, 2013 the Company held its Annual General Meeting, which was also a Special Shareholder Meeting as a result of a proposed share consolidation recommendation from management. At the meeting, all resolutions were passed by shareholders including the resolution for the proposed 4 for 1 consolidation of the shares and a subsequent name change if, and when, needed.

Both management and the board of directors believed that the Company is at a critical stage in its growth and that its inability to finance or attract new investors is hampering the Company from taking advantage of a number of opportunities available in the current distressed market. The consolidation of its share capital will better position the Company to raise funds.

At the meeting, shareholders also appointed Davidson and Company as the Company's auditors for 2013 and approved a renewal of the Company's stock option plan. The issued capital of the Company which was 44,304,499 shares issued and outstanding as of the date of the meeting, was amended to 11,226,127 shares outstanding, less fractions where applicable, following the consolidation.

The board of directors and officers approved at the meeting were as follow:
• Ronald Shenton, President
• Sadek El-Alfy, Ph.D, D.I.C., BSC (Eng.) director
• Luca Riccio, Ph.D, P.Geo; director and audit committee member
• David Stone, Ph.D, P.Geo; director and audit committee member (subsequently resigned as a director on October 7, 2013)
• Brian Roberts, B.Comm CFO ; director and audit committee member

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.

On August 31, 2013 the Company received acceptance of the share consolidation and name change approval from the TSX Venture Exchange. On that date, a Material Change Report was filed on Sedar and a news release issued announcing the share consolidation and name change authority.

During July and August 2013, directors and consultants surrendered a total of 408,750 stock options (post 4:1 roll back amounts), leaving an option balance at November 30, 2013 of 32,000.

On October, 9, 2013, the Company issued a news release announcing that Mr. Jonathan George had joined its board. As a consulting geologist and entrepreneur, Mr. George has been involved in international mineral exploration and development for over 25 years, having raised more than $60 million for projects throughout the world. As the former President and CEO of Alpha Minerals Inc.(formerly ESO Uranium) he was instrumental in assembling one of the largest land packages in the Athabasca Basin, Saskatchewan. Alpha and partner Fission Energy have recently made one of the most significant uranium discoveries in recent history on their Patterson Lake South joint venture.

He was the President and Co-founder of Creston Moly Corp, which acquired Mexico's largest molybdenum deposit; Creston merged with Mercator Minerals in 2011 in a transaction valued at more than $176 million.

At the same time, the Company announced the resignation of Dr. David Stone as a director.

At November 30, 2013, the Company's working capital was $15,103.

On October 29, 2013, the Company announced a non-brokered private placement for up to six million units at a price of $0.05 per unit. Each unit consists of one common share and one share purchase warrant exercisable into one common share at $0.075 in year 1 and $0.10 in year two. The financing was subsequently closed for $295,000 and an announcement made on January 2, 2014.

The Company currently has no source of revenue. 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.

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset will be depreciated on the same basis as other mining assets.

At November 30, 2013 and November 30, 2012, the Company had no material rehabilitation and environmental obligations.

Carol Copper Project, Sonora, Mexico

On October 24, 2013 the Company entered into a Letter of Intent (LOI) with Alta Vista Ventures Ltd., to acquire a 100% interest in the Carol Copper Project located in Sonora, Mexico.

To earn a 100% interest in the Carol Project, Tosca must pay $50,000, issue 1,000,000 shares and incur $2,200,000 in exploration expenditures over a five year period. The first two years consist of $200,000 in expenditures, including a geophysics program within the first six months and issuance of 150,000 shares per year. The company has paid $5,000 and issued 150,000 shares to Alta Vista valued at $9,000. There is an underlying 3% NSR on the property that can be purchased from the original Mexican owner for $750,000(US) Alta Vista and Tosca are currently amending their agreement to extend the time frame milestone for the six month geophysics program.

The 150,000 shares had a fair value of $9,000 which has been charged to acquisition costs which is part of the Company's Exploration and Evaluation Assets.

The Carol Copper Project consists of approximately 756 hectares and is located 5km NE of the Piedras Verdes Porphyry Copper Mine, Mexico's third largest copper mine, with measured and indicated resources of 197 million tonnes grading 0.39 % Cu (Cobre Del Mayo NI-43101 report, Feb 12, 2010).

Previous work by Alta Vista over a number of campaigns succeeded in identifying widespread Cu-Ag-Zn-Au skarn-style mineralization in outcrops and trenches over two zones covering 1,100 m by 400 m and 700 m by 180 m and the La Escondida occurrence, which is located between the two zones. The most significant work program was conducted in 2008 when a total of 232 samples were taken from 18 trenches with values ranging from trace to 7.67% copper, trace to 2.24 g/t gold, trace to 83.9 g/t silver, and trace to 15.3% zinc with highlights from the trenching of:

Trench #	Width (m)	Average Grades			
		Cu (%)	Ag (g/t)	Au g/t)	Zn (%)
BS - 1	22.0	0.54	6.69	0.14	4.45

BS - 2	16.5	1.10	8.42	0.11	2.45
BS - 6	10.0	1.94	36.7	0.59	19.17
BS - 8	48.0	0.86	16.57	0.09	0.37
Inc	22.0	1.15	28.57	0.05	0.61
BS - 9	24.0	1.20	8.07	0.18	2.24
La Escondida	10.0	2.19	18.26	0.91	1.07

Additionally, two gold zones were discovered by trenching in the southernmost portion of the project area. Zone 1 returned 0.60 g/t Au over a 16 metre width, and Zone 2 returned 0.39 g/t Au over 16 metres. The two zones are separated by approximately 20 metres of deeper overburden, possibly masking a continuous zone.

With more than 90% of outcrop hidden by overburden and no previous geophysical nor drilling campaigns conducted on the property, Tosca's Management believes that excellent potential exists for the discovery of a bulk-tonnage copper-silver skarrn deposit. Known mineralized zones may be significantly expanded with Induced Polarization (IP) surveys and diamond drilling.

The project is easily accessed by 22 kilometres of all-weather roads from the town of Alamos, and is close to power, water, and a talented labour pool in the town of Navajoa and the neighboring state of Chihuahua; Sonora is considered to be one of the safest and most mining friendly states in Mexico.

1.3 SELECTED ANNUAL INFORMATION

For the Year ended	Nov. 30, 2013	Nov. 30, 2012	Nov. 30, 2011
Total Revenues (interest)	$4	$4,347	$25,407
Income or loss before discontinued operations and extraordinary items	<358,140>	<846,925>	<1,706,210>
Net Loss in total	<424,292>	<5,079,251>	<,1,819,221>
--Basic and diluted loss per share	<0.04>	<0.14>	<0.06>
Total Assets	79,936	146,026	5,121,044
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

During the year, the Company cancelled its Red Hills option agreement effective February 1, 2013 and was looking at other potential mineral exploration and other resource based projects. One letter of intent regarding a potential oil and gas project was entered into during July 2013 and included a $5,000 deposit. The project was not considered feasible for the Company and the deposit was forfeited.

As at the quarter ended November 30, 2013, the Company had entered into an option agreement to acquire the Carol property located in Sonora, Mexico.

About the Carol Copper Project

The Carol Copper project covers over 750 hectares and is located in southern Sonora State, Mexico, approximately 5 km northeast of the producing Piedras Verdes Copper mine, Mexico's third largest. Operated by Cobre del Mayo (SA de CV), the mine produces over 70 million lbs of copper annually, at a cash cost of $1.62 per lb copper, with an estimated mine life remaining of 17 years (Cobre del Mayo Presentation October 2013).

At Carol, polymetallic (Cu-Ag-Zn-Au) skarn mineralization has been outlined in two mineralized zones: one measuring 1,100 metres by 400 metres and the second 700 metres by 180 metres. Due to extensive, shallow overburden, the true extent of mineralization is unknown.

Tosca has the right to acquire a 100% interest in the Carol project from Alta Vista Ventures (AVV-TSX-V) under an option agreement further described in its October 14th, 2013 news release.

A 43-101 technical report on the Carol Project has recently been filed on SEDAR and can be viewed on the Company's website at www.toscamining.com

For the twelve month period ended November 30, 2013

For the twelve month period ended November 30, 2013, the Company incurred a net loss of $424,292 compared to a net loss of $5,079,251 for the period ended November 30, 2012, a reduction attributed primarily to reduced write off of mineral and exploration assets of $67,851 as compared to $4,204,974 in 2012. In addition, the Company reduced consulting expense from $173,047 in 2012 to $42,517 in 2013. Investor relations expenses were reduced from $128,418 to $19,350; legal and audit expenses were reduced from $78,020 to $64,353; management fees were reduced from $211,000 to $167,957; stock base compensation was reduced from $123,100 to $nil; transfer agent and filing fee costs were reduced from $35,364 to $21,772; and travel and promotion costs were reduced from $52,691 to $6,738.

The reduced expenses were the result of reduced operating activities due to cancellation of the Red Hills project and resultant focus on new potential projects, with management fees and legal costs being directly related to activities regarding completion of the Red Hills Pre Economic Assessment report and resultant cancellation of the Company's property option agreement.

Exploration - During the year ended November 30, 2013, the Company cancelled its Red Hills, Texas mineral property option agreement effective February 1, 2013. During the year ended November 30, 2013, the Company incurred and wrote off $67,851 in mineral and exploration assets which represented costs incurred to finalized the PEA.

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:	**November 30, 2013**	**August 31, 2013**	**May 31, 2013**	**February 28, 2013**
Net loss for the period	(87,671)	(58,842)	(94,510)	(183,269)
Basic/Diluted loss per share	0.01	0.01	0.01	0.00
Balance sheet data:				
Cash	52,124	95,355	175,004	294,447
Total assets	79,936	116,095	196,234	286,133
Shareholders' Equity	32,185	93,260	152,102	246,612

Three Months Ended:	**November 30, 2012**	**August 31, 2012**	**May 31, 2012**	**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

1.6 LIQUIDITY

At November 30, 2013, the Company had working capital of $15,103 compared to working capital of $102,246 as at November 30, 2012. Accounts payable and accrued liabilities at November 30, 2013 were $47,751. In December 2012, the Company closed a private placement financing in the gross amount of $356,000 and received $20,000 in subscription proceeds in November 2013 for a private placement which closed in January 2014.

During the year period ended November 30, 2013, cash flows from operating activities resulted in net cash used of $310,153 as compared to $691,042 used in the comparable period in 2012. The principal reason for the difference was a reduced loss from $5,079,251 to $424,292 and offset by a write off of mineral and exploration assets of $4,204,974 against $67,851 for the current year.

Cash used in investing activities for the annual period ended November 30, 2013 was $74,770 as compared to $1,063,159 spent in the comparable quarter in 2012. The reduction was primarily from the reduced activity in exploration work carried out on the Red Hills project.

Net cash flows from financing activities during the current quarter was $337,037 as compared to $nil in the comparable 2012 period. The amount was the net proceeds from the December 2012 financing activity.

The resultant change in cash position during the twelve month period ended November 30, 2013 was a decrease of $47,886 as compared to a decrease of $1,754,201 for the comparable period in 2012.

Accounts payable and accrued liabilities

	November 30, 2013	November 30, 2012
Accounts payable	$ 24,251	$ 12,586
Accrued liabilities	23,500	23,000
	$ 47,751	$ 35,586

Subsequent to year end, the Company completed a $295,000 non-brokered private placement by issuing 5,900,000 units at a price of $0.05 per unit. Each unit consists of one common share and one share purchase warrant exercisable into one common share at $0.075 in year one and $0.10 in year two. As part of the private placement, the Company paid finder's fees of $7,350 and issued 245,000 broker warrants.

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, 2013, the Company's shareholders' equity was $32,185 (November 30, 2012 $110,440). 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

Related party balances

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

	November 30, 2013	November 30, 2012
Companies controlled by directors of the Company	$ -	$ 5,600

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

Key management personnel compensation

Key management personnel consists of directors, former directors or companies with common directors.

	Year ended	
	November 30, 2013	November 30, 2012
Deferred exploration costs	$ 24,949	$ 275,016
Management fees	167,957	211,000
Rent	5,00	-
Share-based compensation	-	34,261
	$ 197,906	$ 520,277

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, 2013

For the three month period ended November 30, 2013, the Company incurred a net loss of $87,671 compared to a net loss of $4,317,772 for the period ended November 30, 2012, a reduction attributed primarily to reduced write offs of mineral property interests in the 2013 fourth quarter as compared to the comparable 2012 quarter. In addition, the Company reduced consulting expense from $21,800 in 2012 to $18,017 in 2013. Investor relations expenses were reduced from $5,861 to $1,015; legal and audit expenses were reduced from $28,943 to $25,206; management fees were reduced from $45,000 to $29,500; stock base compensation was reduced from $12,734 to $nil; transfer agent and filing fee costs were increased from $1,869 to $2,314; and travel and promotion costs were reduced from $5,967 to $1,491. Office and general expenses increased to $10,110 in the 2013 quarter as compared to $5,654 in the 2012 comparable quarter. This increase occurred as a result of the Company entering into a new office space lease which was front end loaded for the first months and reduces after January 15,2014 to less than $1,500 per month.

The reduced expenses were the result of reduced operating activities due to cancellation of the Red Hills project and resultant focus on new potential projects. During the quarter the Company entered in to a property option agreement with Alta Vista Ventures to acquire the Carol property located in Sonora, Mexico.

1.11 PROPOSED TRANSACTIONS

The Company has no proposed transactions.

1.12 CRITICAL ACCOUNTING ESTIMATES

As at November 30, 2013, the Company's financial statements reflect an asset "Exploration and Evaluation Assets" with a balance of $14,000. This amount is related only to the Company's Carol property option. In 2013, the Company determined that its Red Hills, Texas property contains ore reserves that are not economically recoverable after 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 year end on November 30, 2012.

Effective December 1, 2010 the Company converted from Canadian Generally Accepted Accounting Principles ("GAAP") to International Financial Reporting Standards ("IFRS").

The consolidated financial statements of the Company comply with IFRS as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee .

Basis of preparation

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

Effective August 31, 2013, the Company consolidated its common shares on a 4:1 basis, the current issued and outstanding common shares is 11,226,127. All stock options, share purchase warrants and loss per share in current and previous accounting periods have been adjusted to reflect this consolidation.

Consolidation

The consolidated financial statements include the accounts of the Company and and its wholly owned subsidiary, Red Hills Mining Corp.

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

Foreign exchange

The functional currency of the Company and its subsidiaries is the currency of the primary economic environment in which the Company operates. The consolidated financial statements are presented in Canadian dollars, which is the Company and subsidiaries' functional currency. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

The Company uses the Canadian dollar functional currency to record transactions in currencies other than the Canadian dollar at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of loss and comprehensive loss.

Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Stock-based compensation

The Company operates an employee and a non-employee stock option plan. Stock-based compensation to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Stock-based compensation to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve.

The fair value of options is determined using a Black–Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the Canadian taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:

Deferred tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

1.13 CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

New Accounting Standards Not Yet Adopted

IFRS 9 , “Financial Instruments”

In November 2009, the IASB published IFRS 9, "Financial Instruments", which covers the classification and measurement of financial assets as part of its project to replace IAS 39, "Financial Instruments: Recognition and Measurement." In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entities would be required to reverse the portion at fair value change due to their own credit risk out of earnings and recognize the change in other comprehensive income. IFRS 9 has an indefinite effective date as it has been postponed. Early adoption is permitted and the standard is required to be applied retrospectively.

IFRS 10, “Consolidated Financial Statements”

IFRS 10, "Consolidated Financial Statements", requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12, "Consolidation - Special Purpose Entities", and parts of IAS 27, "Consolidated and Separate Financial Statements". The standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 11, "Joint Arrangements", IFRS 12,"Disclosure of Interests in Other Entities", IAS 27 (2011), "Separate Financial Statements" and IAS 28 (2011), "Investments in Associates and Joint Ventures".

IFRS 11, " Joint Arrangements"

IFRS 11, "Joint Arrangements", requires a venturer to classify its interest in a joint arrangement as a joint venture or a joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation, the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, "Interests in Joint Ventures", and SIC-13, Jointly Controlled Entities - Non-monetary Contributions by Venturers". The standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 10, "Consolidated Financial Statements", IFRS 12,"Disclosure of Interests in Other Entities", IAS 27 (2011), "Separate Financial Statements" and IAS 28 (2011), "Investments in Associates and Joint Ventures".

IFRS 12, " Disclosure of Interests in Other Entities"

IFRS 12, "Disclosure of Interests in Other Entities", establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 10, "Consolidated Financial Statements", IFRS 11,"Joint Arrangements", IAS 27 (2011), "Separate Financial Statements" and IAS 28 (2011), "Investments in Associates and Joint Ventures".

IFRS 13, "Fair value measurement"

IFRS 13, "Fair Value Measurement", is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. The new converged fair value framework if effective for annual periods beginning on or after January 1, 2013.

IAS 28, " Investments in Associates and Joint Ventures"

IAS 28 (2011), "Investments in Associates and Joint Ventures", supersedes IAS 28 "Investments in Associates" and prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The Standard defines "significant influence' and provides guidance on how the equity method of accounting is to be applied (including exemptions from applying the equity method in some cases). It also prescribes how investments in associates and joint ventures should be tested for impairment. The amended standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 10, "Consolidated Financial Statements", IFRS 11,"Joint Arrangements", IFRS 12,"Disclosure of Interests in Other Entities" and IAS 27 (2011), "Separate 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:

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Cash is carried at fair value using a Level 1 fair value measurement. The carrying value of receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

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. This risk is managed by using major banks that have a high credit quality financial institution as determined by rating agencies. The Company is not exposed to credit risk on recoverable taxes, as these are due from the Government of Canada.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at November 30, 2013, the Company had a cash balance of $52,124 (November 30, 2012 - $100,010) to settle current liabilities of $47,751 (November 30, 2012 - $35,586). To maintain liquidity, the Company is continually investigating financing opportunities. As disclosed in Note 1, there can be no assurance these efforts will be successful in the future. All of the Company's financial liabilities are subject to normal trade terms.

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.

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, 2013 and November 30, 2012, 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, 2013 and November 30, 2012.

Capital Management

The Company identifies capital as the items included in shareholders' equity. 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 annual period ended November 30, 2013.

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

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, 2013, 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, 2013. There have been no changes in these controls during the fourth quarter of 2012 and2013 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 the May 23, 2013 shareholder meeting, shareholders approved a resolution for a 4 for 1 consolidation of the shares .The issued capital of the Company was amended to 11,226,127 shares outstanding, less fractions where applicable, following the consolidation. Formal approval of the share consolidation was received from the TSX Venture Exchange on August 31, 2013.

During July and August 2013, directors and consultants surrendered a total of 408,750 stock options (post 4:1 roll back amounts), leaving an option balance at November 30, 2013 of 32,000. Subsequent to November 30, 2013, a total of 890,000 stock options were awarded to directors, management and contractors and consultants at prices of $0.08 and good for a period of 5 years from award date.

Also subsequent to November 30, 2013, the Company closed a private placement for $295,000 comprising 5,900,000 units with each unit being comprised of one common share with a four month hold and one share purchase warrant good for two years with an exercise price during year one of $0.075 and an exercise price of $0.10 during year two. In addition, 245,000 broker warrants were issued to qualified brokerage firms with similar terms as the unit warrants.

Summary of outstanding share data as of March 26, 2014:

		Price
Issued shares	11,226,127	
Options	32,000 1,190,000	$0.92 $0.08
Warrants	1,780,000	$0.40

	6,145,000	$0.075 year 1 $0.10 year 2
Fully Diluted	20,373,127	

SUBSEQUENT EVENTS

On December 17, 2013, the Company announced that it had received final approval from the TSX Venture Exchange on December 13, 2013 for the first tranche of its previously announced non-brokered private placement (announced October 29, 2013). Terms of the financing are $0.05 cents per unit with each unit consisting of one common share and one share purchase warrant which is non-transferable. Each warrant is exercisable at a price of $0.075 cents per share for a period twelve months after closing and at a price of $0.10 for an additional period of twelve months thereafter. To the date of the news release $265,000 had been received for an issuance of 5,300,000 units.

All securities issued under the first tranche of the private placement are subject to a statutory hold period expiring on April 13, 2014, in accordance with applicable Canadian securities laws.

The Company paid a total of $7,350 and issued 245,000 warrants to Canaccord Genuity Corp., Richardson GMP Ltd. and Donald & Co. Ltd. as finders' fees on a portion of the first tranche. The terms of these warrants are the same as those of the financing. Insiders participated for $27,500 of the financing.

On January 2, 2014, the Company announced the closing of a second and final tranche of its $300,000 best efforts non-brokered financing announced October 29, 2013. Terms of the financing are $0.05 cents per unit with each unit consisting of one common share and one share purchase warrant which is non-transferable. Each warrant is exercisable at a price of $0.075 cents per share for a period twelve months after closing and at a price of $0.10 for an additional period of twelve months thereafter. The financing is subject to regulatory approval.

The second tranche consisted of $30,000 being received for an issuance of 600,000 units. A total of $295,000 of the financing has been subscribed for and received. All securities issued under the second tranche of the private placement are subject to a statutory hold period expiring on May 3, 2014, in accordance with applicable Canadian securities laws. Proceeds from the placement will be utilized for initial work on its recently optioned Carol Copper Project located in Sonora, Mexico and for general working capital.

In addition, The Board of Directors authorized the allocation of 890,000 stock options to directors and consultants at a price of $0.08 for a period of five years.

On January 10, 2014, the Company announced that the NI 43-101 technical report for its Carol property has been filed on SEDAR (www.sedar.com). The report is also available on Tosca Mining Corp.'s website at www.toscamining.com.

The report is dated November 30, 2013, and was prepared in accordance with National Instrument 43-101, Standards of disclosure for mineral projects, by David J, Pawliuk, P.Geo., of Nanoose Geoservices.

Tosca Mining has the option to purchase 100% of the Carol Project located in southern Sonora State, Mexico, and is less than 5 km from the Piedras Verdes Copper mine, owned by the Invecture Group. Piedras Verdes is the third largest producing copper mine in Mexico. The Carol Project, which has never been drilled, consists of extensive polymetallic skarn targets containing copper, silver, gold and zinc. Previous trench sampling results at Carol encountered excellent copper values, including 0.86% copper over 48 m and 1.94% copper over 10 m.

On January 27, 2014, the Company announced results from recent exploration activity carried out on its Carol Copper project, located in the State of Sonora, Mexico. Sonora is Mexico's most important copper producing state, accounting for more than 75% of the metals annual output.

The Carol project lies 5 km northeast of the producing Piedras Verdes mine, Mexico's third largest copper producer, at more than 70 million lbs per year.

Previous work by past operators identified widespread polymetallic skarn- style mineralization in a number of areas of the property, including the Balde Sur target, where 12 trenches were completed.

Tosca re-opened select portions of two of these trenches, BS-06 and BS-08, to validate past results in preparation for a proposed drill program. Continuous chip channel sampling, conducted at one metre intervals, has confirmed the presence of significant mineralization in both trenches as follows:

		Average Grade			
Trench	Width (m)	Cu (%)	Ag (g/t)	Zn (%)	Au (g/t)
BS-06	8.0	1.06	22.5	11.87	0.26
BS-08	11.0	0.38	22.4	0.48	0.08
and	8.0	0.48	16.5	0.62	0.07

Additionally, two grab samples taken from historic workings located in the immediate vicinity of trench BS-06 (one to the south and one to the north) returned significant high grade results as follows:

		Average Grade			
Sample	Width (m)	Cu (%)	Ag (g/t)	Zn (%)	Au (g/t)
BS-06 N	grab	7.00	94.3	34.00	0.61
BS-06 S	grab	3.70	30.3	19.00	0.67

These recent results confirm the quality of past work performed on the property, and will assist in targeting drill holes to investigate mineralization at depth. No previous drilling has been carried out on the property.

Samples from Carol were prepared and analyzed by IPL Inspectorate in their facilities in Mexico and Vancouver, respectively. Samples generally consisted of 1-3 kg of material. Gold, silver, copper, lead and zinc were analyzed as part of a multi-element ICP package using an aqua regia digestion. Over limit samples with greater than 1% Cu, Pb and Zn were re-analyzed using ore grade detection limits. Samples with greater than 20% Zn were re-analyzed a second time for using even higher parameters.

To the shareholders of TOSCA MINING CORP.

MANAGEMENT COMMENTS

The audited financial statements of Tosca Mining Corp. for the year ended November 30, 2013 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 26, 2014

/s/ Ron Shenton

Ron Shenton,
President