

**Form 51-102F3**  
***Material Change Report***

**1. Name and Address of Company**

**TOSCA MINING CORP.**  
Suite 400, 409 Granville St.  
Vancouver, BC V6C 1T2  
(the “Company”)

**2. Date of Material Change**

April 6, 2011

**3. News Release**

News release was issued on April 6, 2011 and disseminated via Stock Watch and Bay Street News pursuant to section 7.1 of National Instrument 51-102.

**4. Summary of Material Change**

Tosca Mining Corporation reports today that it has completed the due diligence on the Red Hills Moly-Copper Project and has signed a formal agreement to purchase the 100% ownership of all mineral and surface rights of the property. The agreement calls for payments of US\$10,900,000 and the issuance of 2.1 million common shares to the Sellers of the property over a five year period. The Sellers will retain a 2% net smelter return over the Red Hills property.

Ron Shenton, President of Tosca states “The Company will now initiate field work leading to a drill program to verify historical drilling within the shallow copper-moly blanket, as well as deepen and verify previous drill holes in the moly zone. The data will be the basis of a 43-101 compliant report followed by a pre-economic assessment.”

The 2880 acre Red Hills project lies along a seven kilometer mineral district characterized by significant occurrences of precious and base metals, including the Shafter-Presidio silver deposit. Located 27 kilometers north of the border town of Presidio which is served by US highway 67 and the South Orient Railroad, the property has access to water from adjoining properties and a major power line serves the Shafter silver property located seven kilometers east of Red Hills.

As described in the Company’s news release dated March 2, 2011, 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).

## 5. Full Description of Material Change

News Release dated April 6, 2011

### Tosca Mining signs option to acquire the Red Hills Molybdenum-Copper Project in Texas

Tosca Mining Corporation (TSQ.V) (OTC:TSMNF) (TQ4.FSE) reported today it has completed the due diligence on the Red Hills Moly-Copper Project and has signed a formal agreement to purchase the 100% ownership of all mineral and surface rights of the property. The agreement calls for payments of US\$10,900,000 and the issuance of 2.1 million common shares to the Sellers of the property over a five year period. The Sellers will retain a 2% net smelter return over the Red Hills property.

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*Note a qualified person has not done sufficient work to classify the historical estimate as current mineral resources, the issuer is not treating the historical estimate as current mineral resources and the historical estimate should not be relied upon*

Dr. Luca Riccio Ph.D. P.Geol is the *Qualified Person* responsible for reviewing the technical results reported in this release.

**On Behalf of the board of directors,**

**"Ron Shenton"**

For further information, please visit the company's website at [www.toscaminig.com](http://www.toscaminig.com) or call 604-687-6562. Email [info@toscaminig.com](mailto:info@toscaminig.com)

*This News Release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. Tosca Mining Corp. relies upon litigation protection for forward looking statements.*

*The TSX Venture Exchange (TSX Venture)) has not reviewed and does not accept responsibility for the adequacy or accuracy of the contents of this news release, which has been prepared by management.*

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

Not applicable.

## **7. Omitted Information**

No information has been omitted.

## **8. Executive Officer**

Mr. Ron Shenton, President of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 825-2995.

## **9. Date of Report**

This report is dated April 6, 2011.