

TOSCA MINING CORP.

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special General Meeting (the "Meeting") of the shareholders of **TOSCA MINING CORP.** (the "Company") will be held at **#1710 - 1177 West Hastings Street, Vancouver, British Columbia, V6E 2L3**, on **Monday, September 22, 2014 at 10:00 a.m.** for the purposes set forth in the following:

1. To receive the report of the directors.
2. To receive the audited financial statements of the Company for the fiscal year ending **November 30, 2013**, together with the auditor's report thereon.
3. To appoint the auditor for the Company.
4. To fix the number of directors and to elect directors for the ensuing year.
5. To consider and, if thought fit, to approve the renewal of the Company's Stock Option Plan, particulars of which are as set out in the accompanying Information Circular.
6. To consider and, if thought advisable, pass, with or without amendment, a special resolution to consolidate the Company's issued share capital on a minimum of 2 to 1 and a maximum of 4 to 1 basis, as more particularly described in Part XV(D) "Particulars of Matters to be Acted Upon – Proposed Consolidation of Share Capital" of the Information Circular accompanying this Notice of Special General Meeting.
7. To consider and, if thought advisable, pass an ordinary resolution authorizing the change of the name of the Company to Tosca Resources Ltd., or to such other name as may be acceptable to Management, the Registrar of Companies for the Province of British Columbia and the TSX Venture Exchange.
8. To transact such other business as may properly be brought before the Meeting.

A member entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this **25th** day of **August, 2014**.

BY ORDER OF THE BOARD

"Ron Shenton"

PRESIDENT