TOSCA RESOURCES CORP.

FORM 2A

LISTING STATEMENT

1. Table of Contents

2. Corporate Structure

2.1 Corporate Name

TOSCA RESOURCES CORP.
#401, 409 Granville Street,
Vancouver, BC, V6C 1T2

(the "Company or Tosca")

2.2 Incorporation

Tosca Resources Corp. was incorporated under the laws of the Province of British Columbia under the name JRTL Capital Corp. in 2006 and was a Capital Pool Company as defined by Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Company changed its name to Tosca Mining Corp. on December 1, 2009 and changed its name to Tosca Resources Corp. on October 9, 2014. The Company is a reporting issuer in British Columbia and Alberta, and its common shares trade on the Exchange under the symbol "TSQ." The principal business of the Company is the exploration and development of mineral properties.

Since incorporation the Company has undertaken steps to develop its business, including, among other things, recruiting directors and officers with the skills required to operate a public mining exploration company, entering into a Mineral Property Purchase Agreement to acquire a qualified property for shares, raising sufficient capital to commence initial exploration on various mineral properties in Canada, the United States and in Mexico. The Company's current 43-101 qualified property is known as the Carol property and is located in Sonora, Mexico.

2.3 Intercorporate Relationships

The Company has no subsidiaries. As a component of the planned exploration program at the Red Hills property, the Company established a wholly owned Texas subsidiary, Red Hills Mining Corp in April 2011. The Texas corporation ceased operations in April 2014 and finalized all required Texas and IRS filings.

2.4 Requalification

The Company is not requalifying following a fundamental change and is not proposing an acquisition, amalgamation, merger, reorganization or arrangement.

2.5 Incorporation outside Canada

The Company is not incorporated outside of Canada.

3. General Development of the Business

3.1 General Business

From inception, the Company has been primarily an exploration stage company engaged in the acquisition, exploration and, if warranted, development of mineral resource properties of merit in North America. The Company will continue to seek other such properties as well as analyze other non-resource business ventures that hold potential value for shareholders.

The Company's shares were originally listed on the Exchange on March 27, 2007 under the trading symbol "JRT.P", as a Capital Pool Company. On August 28, 2009 the Company announced a proposed Qualifying Transaction, as that term is described in the policies of the Exchange, and the Company's shares were halted from trading as at that date. The Company's Qualifying Transaction was a Mineral Property Working Option Agreement ("MPWOA") pursuant to which the Company could earn, subject to conditions, a 60% interest in certain mineral claims known as the Swift Katie property located in the Nelson Mining District, British Columbia from Valterra Resource Corporation ("Valterra"). Contemporaneous with the announcement of the Qualifying Transaction, the Company announced a proposed private placement in the amount of $950,000 with funds to be released from escrow upon approval of the Qualifying Transaction by the Exchange. On December 2, 2009 (the "Effective Date") the Company received final approval from the Exchange to the Qualifying Transaction and the private placement of 9,500,000 Units consisting of 9,500,000 shares at a price of $0.10 per share for aggregate proceeds of $950,000.00. On December 3, 2009 the Company commenced trading on the Exchange under the name Tosca Mining Corp. under symbol "TSQ" as a Tier 2 mining issuer.

During the 2010 fiscal year, the Company actively explored the Swift Katie property and also continued to search for other advanced stage mineral projects in both North and South America. On December 29, 2010, the Company elected to abandon the Swift Katie property and wrote off $231,361 in deferred exploration costs and $45,000 in acquisition costs.

On January 5, 2011 the Company announced that it had entered into an option agreement to purchase up to a 100% equity interest in the Secret Pass Gold property, located in Mojave County, northern Arizona. The property consists of 81 BLM claims totaling 1,620 acres (656 hectares) and one contiguous State Prospecting Permit totaling 525 acres (212 hectares). Secret Pass is located approximately 90 km southeast of Las Vegas, Nevada; 24 km west of Kingman, Arizona; and 16 km north of Oatman, a two million ounce gold camp developed in Tertiary epithermal veins.

Previous work on the Secret Pass property was carried out by Santa Fe Pacific Gold Corporation between 1981 and 1986 and by Fisher-Watt/International Prospector between 1987 and 1991. Historical drilling by those two Companies encountered broad zones of shearing and alteration containing variable amounts of gold-bearing quartz stockworks. In addition to the two zones with identified gold mineralization, previous regional geochemical and geophysical work on the Secret Pass property outlined several follow-up targets. However, due to declining gold prices through the 1990's, no further work was undertaken on this property.

The total purchase price of the Secret Pass property was US$ 6,100,000 payable in escalating installments over a five year period. First year payments total US$100,000 (paid) and a further payment of US$750,000 was due on February 5, 2012. In addition, for every 100,000 ounces of gold reserves attributed to the property in a NI 43-101 compliant report, the Company would be required to issue 500,000 of its common shares to the Seller up to a maximum of 2,500,000 shares. The property was subject to a 2% NSR.

As a component of the required due diligence, the Company undertook a full review and compilation of all historical exploration and drilling data on Secret Pass, and retained Mine Development Associates of Reno, Nevada to prepare an NI 43-101 compliant Technical Report which was filed on April 8, 2011.

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 was subject to a 2% NSR. The agreement provided for 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. The first year commitment was US$575,000 and 400,000 shares until May 01, 2012. As of May 31, 2011, an amount of US$100,000 was paid as a deposit towards the first year commitment of US$575,000. In addition, a $175,000 payment was made which covered a drilling lease payment for 2011. This amount was also included in the annual payment requirement of $575,000 US. As of May 31, 2011 approval had not been received from the Exchange regarding this transaction due to a delay in submission of all required documents, share certificates and land title opinions by the vendors. Subsequent to May 31, a formal NI 43-101 Technical Report was filed on behalf of the Company and approval was formally requested from the Exchange. In addition, in July 2011, the property vendors did provide all required and missing documentation. At the same time, the Company elected to abandon its option for the Secret Pass property.

As a component of the planned exploration program at the Red Hills 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 a NI 43-101 compliant Technical Report and subsequent feasibility studies. The drilling contractor, Ruen Drilling from Idaho, completed the initial 17 hole drill program in early July and was awarded a further 11 hole drill program for completion by the end of July.

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 US$800,000 to $300,000 US in 2012 and each of the subsequent two years. This deferred $1,500,000 US in payments until May 1, 2015, or a production decision, whichever comes first, which triggered a final payment of US$2,400,000. 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 Exchange for the first tranche closing of a non-brokered private placement; this first tranche consisted of 7,120,000 units at a price of $.05 per unit for gross proceeds of $356,000. Each unit consisted 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

On October 24, 2013 the Company entered into a Letter of Intent (LOI) with Alta Vista Ventures Ltd., an arms-length reporting company, the shares of which were listed on the Exchange, ("Alta Vista"), to acquire a 100% interest in the Carol Copper Project located in Sonora, Mexico.

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 consisted 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.

Subsequently, the Company undertook a second financing in the second quarter 2014 for proceeds of $167,750 and completed a drill program on the Carol property. Details of these transactions are included later in this section which comments specifically on the mineral property activities.

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.

On September 22, 2014, the Company held an annual and special shareholder meeting at which all resolutions presented were approved by the shareholders as follows:

1. That the number of directors be set at Five;
2. That management nominees for the Board of Directors, being Dr. Sadek el-Alfy; Dr. Luca Riccio, Jonathan George, Ron Shenton and Brian Roberts were duly elected;
3. That Davidson and Company be appointed as auditor for the ensuing year and also the Board of Directors is authorized to set their remuneration;
4. That the Company's Stock Option Plan be renewed;
5. That the Company's Board of Directors be authorized to proceed to obtain approval of the Exchange for a consolidation of the Company's issued share capital on a Four for One basis (4:1 basis);
6. That the Company be authorized to proceed to change the name of the Company to Tosca Resources Ltd.

Subsequently, on October 9, 2014, the Company received approval from the Exchange for the share consolidation and the name change—both of which have been fully implemented.

On November 27, 2014, the Company announced that it had arranged a non-brokered private placement of up to 3 million units at a price of $0.05 cents per unit to raise gross proceeds of up to $150,000. Each unit consists of one common share and one-half, non-transferable share purchase warrant, with each whole warrant entitling the holder to purchase one common share for a period of one year from closing at a price of 10 cents per share.

The Company intends to utilize the proceeds of this private placement for general working capital purposes.

In addition, the Company has entered into agreements with arm's length third parties to complete share for debt arrangements at $0.05 to settle up to $28,000 in outstanding payables. The result of these two actions is anticipated to improve the Company's working capital position by over $150,000. The private placement closed effective January 14, 2015 and debt settlement closed effective January 23, 2015.

As at November 30, 2014 the total issued and outstanding common shares of the Company was 4,972,158. The private placement announced as closed on January 19, 2015 raised $165,500 and resulted in an additional 3,310,000 common shares issued. In addition, the share for debt transaction, which totaled $27,738.35, was concluded on January 23, 2015 and resulted in a further 554,767 shares issued.

As a result, as at January 30, 2015, the total issued and outstanding common shares of the Company is 8,836,925.

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.

On November 30, 2014, the Company had no material rehabilitation or environmental obligations.

3.2 Significant Acquisitions and Dispositions

The Company has not completed any significant acquisitions or dispositions, other than discussed above.

3.3 Trends, Commitments, Events or Uncertainties

The Company is a mineral exploration enterprise .There are no current trends in the Company's business that are likely to impact on the Company's performance. Refer to discussions set out in 4. *Narrative Description of the Business,* 6. *Management's Discussion and Analysis* and 17. *Risk Factors*.

4. Narrative Description of the Business

4.1 General

(1) Business of the Company

(a) Business Objectives:

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and, if warranted, development of natural resource properties of merit in North America. The Company's operations and assets are in British Columbia, Canada and Mexico.

The management team's goal is to make the Company a successful junior mineral exploration and development company or diversify into another sector that offers potential shareholder value. Any potential target business entity would have management and ownership that is experienced and have proven industry expertise.

Over the next 12-month period,:

(i) the Company intends to keep its Carol mineral property in good standing and seek out a joint venture partner for it.

(ii) the Company will continue to seek out mineral exploration properties offering value to the Company as well as analyzing projects in other industries and sectors.

(b) Significant Events or Milestones:

See 3.1 above.

(c) Total Funds Available:

At the fiscal year ended November 30, 2014, the Company had working capital amounting to negative $58,176 and available cash of $18,856. The Company has historically relied upon equity financings to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. On January 19, 2015, the Company announced that it closed a private placement financing for $165,500. On January 23, 2015, the Company issued a total of 554,767 shares as a share for debt arrangement against debt of $27,738.

As at January 30, 2015, the Company's working capital position is as follows:

	January 30, 2015	November 30, 2013
Working Capital	$112,062	$15,103
Shareholder Equity	$207,172(as at Nov 30, 2014)	$32,185

The Company's ability to continue longer term operations is dependent upon successfully raising the necessary financing to complete future exploration and development, and achieving future profitable production or selling its mineral properties for proceeds in excess of carrying amounts. These pursuits may be delayed given the current challenges faced by exploration stage companies seeking to raise exploration funds through the issuance of shares.

(d) Purpose of Funds

The current working capital of $112,062 will be used for general and administrative purposes. As stated elsewhere in the document, the Company continues to investigate opportunities in several small mineral exploration projects and also projects in the technology industry.

(2) Principal Products or Services:

This is not applicable to the Company.

(3) Production and Sales:

This is not applicable to the Company.

(4) Competitive Conditions and Position:

See 17. *Risk Factors - Competition*.

(5) Lending and Investment Policies and Restrictions:

This is not applicable to the Company.

(6) Bankruptcy and Receivership:

The Company has not been the subject of any bankruptcy or any receivership or similar proceedings against the Company or any voluntary bankruptcy, receivership or similar proceedings by the Company, within the three most recently completed financial years or the current financial year.

(7) Material Restructuring:

After the Qualifying Transaction and conversion from a capital pool company to a tier 2 issuer on the TSX-Venture Exchange, the Company subsequently consolidated its shares twice—once on a 4:1 basis in 2013 after receiving shareholder approval at an AGM held on May 23, 2013; and again on a 4:1 basis in September 2014 after receiving shareholder approval at an AGM held on September 22, 2014.

(8) Social or Environmental Policies:

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur.

4.2 Asset Backed Securities

The Company does not have asset backed securities.

4.3 Companies with Mineral Projects

Carol Copper Project, Sonora, Mexico

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

To earn a 100% interest in the Carol Project, the Company 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 nine months and issuance of 150,000 shares per year. To date, 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 the Company have mutually agreed to defer a geophysical program. The Company's expenditures to date on the property ensure that the Company is current under its obligations to Alta Vista through June, 2015.

The 150,000 shares issued to Alta Vista had a fair value of $9,000 which has been charged to acquisition costs and 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-43-101 report, Feb 12, 2010).

Information with respect to the Carol Copper Project set out in this Listing Statement has been extracted from a report on the property prepared by David J. Pawliuk of Nanoose Geoservices dated November 30,2013 and which is available on SEDAR at www.sedar.com. Reference should be made to the full text of the report.

The Carol Project is 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.

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 skarn 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.

On January 10, 2014**,** the Company announced that a form NI 43-101 technical report for its Carol property has been filed on SEDAR (www.sedar.com). The report is also available on Tosca Resources 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.

On January 27, 2014, the Company announced results from recent exploration activity carried out on its Carol Copper project. 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.

On April14, 2014 the Company announced that it had entered into a contract with Layne De Mexico SA de SV, to undertake a drill program on its Carol Copper project, Sonora, Mexico.

The initial drill program was to consist of 5 to 7 HQ size holes totaling 500-700 metres. The planned drilling will investigate the continuity, extent and morphology of near surface skarn mineralization occurring within a shallowly dipping metasedimentary sequence, as well as possible porphyry-style mineralization The Piedras Verdes porphyry copper deposit, Mexico's third largest copper producer, is located 4 km SW of the Carol Property.

On May 14, 2014, the Company announced that it had completed an initial drill program on its Carol Copper project. The program consisted of six HQ size angled drill holes (-50 degree to -60 degrees) totaling 577 metres, that was designed to investigate the continuity and potential extent of skarn mineralization encountered in trenches and outcrop (see news release January 27, 2014).

The six holes focused on the Balde Sur area and tested the shallowly dipping metasedimentary sequence over a distance of approximately one kilometre. All holes encountered interbedded zones of moderately to intensely altered skarn, quartzite and dolomite/limestone, often highly fractured and brecciated.

Samples were submitted to Inspectorate Labs in Hermosillo to be analyzed for a multi element ICP package that includes copper, zinc and silver as well as gold by fire assay.

Subsequent to the end of the quarter on July 3, 2014, the Company announced that it had received analytical results from core samples obtained from the recently completed drill program.

Six drill holes, totaling 577 metres, were drilled to investigate the continuity and extent of skarn mineralization encountered in surface trenches and outcrop. Drilling tested a target area measuring 875 metres in length. All holes encountered moderately to strongly altered skarn zones. The Company is in the process of correlating surface data with the drill results. A total of 400 samples (including blanks and standards) were sent for analysis with core samples ranging in length from 0.5 to two metres. Values received ranged from trace to 0.288 grams per tonne (g/t) gold, trace to 9.2 g/t silver, trace to 2.39 per cent copper, trace to 0.10 per cent lead and trace to 1.06 per cent zinc. In general, mineralization is localized over narrow widths. The widest intervals encountered in core were from hole 5, which intersected 0.98 per cent zinc over two metres from six to eight metres depth and 0.29 per cent copper over three metres from 26 to 29 metres in depth.

Management is reviewing all data obtained on the Carol Project to date, to determine what, if any, further exploration is justified including seeking a potential joint venture partner on the project.

4.4 Companies with Oil and Gas Operations

The Company does not have oil and gas operations.

5. Selected Consolidated Financial Information

5.1 Annual Information

The following table summarizes financial information of the Company for the last three completed financial years ended November 30, 2014, 2013 and 2012. This summary financial information should only be read in conjunction with the Company's financial statements, including the notes thereto, included elsewhere in this document.

	For the Year Ended November 30			
Operating Data:	**2014**	**2013**	**2012**	
Total revenues (interest)	$nil	$4	$4,347	
Net loss for the period	<300,012>	<424,292>	<5,079,251>	
Basic and diluted loss per share (1)	(.07)	(.04)	(.14)	
Dividends	Nil	Nil	Nil	
Balance Sheet Data:				
Total assets	288,268	79,936	146,026	
Total long-term liabilities	Nil	Nil	Nil	

(1) Basic and diluted loss per share has been calculated using the weighted average number of shares outstanding.

5.2 Quarterly Information

The summary of quarterly results for each of the eight most recently completed quarters ending at the end of the most recently completed financial year has been prepared in accordance with IFRS:

Quarter Ended	**Revenue**	**Income (Loss)**	**Income (Loss) per share (1)**
November 30, 2014	Nil	(26,996)	(0.00)
August 31, 2014	Nil	(49,641)	(0.00)
May 31, 2014	Nil	(76,368)	(0.00)
February 28, 2014	Nil	(147,083)	(0.01)
November 30, 2013	Nil	(87,671)	(0.01)
August 31, 2013	Nil	(58,842)	(0.01)
May 31, 2013	Nil	(94,510)	(0.01)

February 28, 2013	Nil	(183,269)	(0.02)

(1) Income (Loss) per share has been calculated using the weighted average number of shares outstanding.

5.3 Dividends

Subject to the Securities Act (British Columbia) (the "Act"), the directors may in their discretion from time to time declare and pay dividends wholly or partly by the distribution of specific assets or of fully paid shares or of bonds, debentures or other securities of the Company, or a combination of these.

The Company paid no dividends during its three previously completed financial years. The Company intends to retain any earnings to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

5.4 Foreign GAAP

The Company is not presenting consolidated financial information on the basis of foreign GAAP.

6. Management's Discussion and Analysis

The Company's Annual MD&A for the Financial Year Ended November 30, 2014 (items 6.1 to 6.14) is reproduced below in its entirety:

1.1 DATE

This management discussion and analysis ("MD&A) prepared as of February 20, 2015, reviews and summarizes the activities of Tosca Resources Corp. November 30, 2014 with those of the comparable periods ended November 30, 2013. 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 February 20, 2015.

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.toscaresources.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.

The consolidated financial statements include the accounts of the Company and and its wholly owned subsidiary, Red Hills Mining Corp. On April 23, 2014, the Company filed a Certificate of Termination for Red Hills Mining, LLC with the State of Texas which effectively cancels its incorporation.

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

1.2 OVERALL PERFORMANCE

Tosca Resources 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 was previously listed on the US OTC QX Exchange but delisted itself from the OTC QX Exchange, effective January 5, 2013.

From December 2009 through February 2013, the Company was engaged in mining exploration activities for a number of projects, the last during that time frame being a molybdenum-copper project located in West Texas and known as Red Hills.

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.

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

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.

Subsequently, the Company undertook a second financing in second quarter 2014 and completed a drill program on the Carol property. Details of these transactions are included later in this section which comments specifically on the mineral property activities.

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.

Subsequent to the end of this quarter, on September 22, 2014, the Company held an annual and special shareholder meeting at which all resolutions presented were approved by the shareholders as follows:

1. That the number of directors is set at Five;
2. That management nominees for the Board of Directors, being Dr. Sadek el-Alfy; Dr. Luca Riccio, Jonathan George, Ron Shenton and Brian Roberts were duly elected;
3. That Davidson and Company is appointed as auditor for the ensuing year and also the Board of Directors is authorized to set their remuneration;
4. That the Company's Stock Option Plan is renewed;
5. That the Company's Board of Directors be authorized to proceed to obtain approval of the TSX Venture Exchange for a consolidation of the Company's issued share capital on a Four for One basis (4:1 basis);
6. That the Company be authorized to proceed to change the name of the Company to Tosca Resources Ltd.

Subsequently on October 9, 2014, the Company received approval from the TSX-V Exchange for the share consolidation and the name change—both of which have now been fully implemented.

The current issued and outstanding number of common shares is 4,972,156. All stock options, share purchase warrants and loss per share in current and previous accounting periods have been adjusted to reflect the 4:1 consolidation.

On November 26, 2014 the Company announced that it had arranged a non-brokered private placement of up to 3 million units at a price of .05 cents per unit to raise gross proceeds of up to $150,000. Each unit would consist of one common share and one-half, non-transferable share purchase warrant, with each whole warrant entitling the holder to purchase one common share for a period of one year from closing at a price of 10 cents per share.

The Company intends to utilize the proceeds of this private placement for general working capital purposes.

In addition, the Company has entered into agreements with arm's length third parties to complete share for debt arrangements at $0.05 for up to $28,000 in outstanding payables.

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.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of rehabilitation projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

At November 20, 2014 and November 30, 2013, 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 nine months and issuance of 150,000 shares per year. To date, 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 nine month geophysics program.

The 150,000 shares had a fair value of $9,000 which has been charged to acquisition costs and 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-43-101 report, Feb 12, 2010).

The Carol Project is 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.

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 skarn 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.

On January 10, 2014**,** the Company announced that a form NI 43-101 technical report for its Carol property has been filed on SEDAR (www.sedar.com). The report is also available on Tosca Resources 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.

On January 27, 2014, the Company announced results from recent exploration activity carried out on its Carol Copper project. 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.

On April 14, 2014 the Company announced that it had entered into a contract with Layne De Mexico SA de SV, to undertake a drill program on its Carol Copper project, Sonora, Mexico.

The initial drill program was to consist of 5 to 7 HQ size holes totaling 500-700 metres. The planned drilling will investigate the continuity, extent and morphology of near surface skarn mineralization occurring within a shallowly dipping metasedimentary sequence, as well as possible porphyry-style mineralization The Piedras Verdes porphyry copper deposit, Mexico's third largest copper producer, is located 4 km SW of the Carol Property.

On May 14, 2014, the Company announced that it had completed an initial drill program on its Carol Copper project. The program consisted of six HQ size angled drill holes (-50 degree to -60 degrees) totaling 577 metres, that was designed to investigate the continuity and potential extent of skarn mineralization encountered in trenches and outcrop (see news release January 27, 2014).

The six holes focused on the Balde Sur area and tested the shallowly dipping metasedimentary sequence over a distance of approximately one kilometre. All holes encountered interbedded zones of moderately to intensely altered skarn, quartzite and dolomite/limestone, often highly fractured and brecciated.

Samples were submitted to Inspectorate Labs in Hermosillo to be analyzed for a multi element ICP package that includes copper, zinc and silver as well as gold by fire assay.

Subsequent to the end of the quarter on July 3, 2014, the Company announced that it had received analytical results from core samples obtained from the recently completed drill program.

Six drill holes, totalling 577 metres, were drilled to investigate the continuity and extent of skarn mineralization encountered in surface trenches and outcrop. Drilling tested a target area measuring 875 metres in length. All holes encountered moderately to strongly altered skarn zones. The Company is in the process of correlating surface data with the drill results. A total of 400 samples (including blanks and standards) were sent for analysis with core samples ranging in length from 0.5 to two metres. Values received ranged from trace to 0.288 grams per tonne (g/t) gold, trace to 9.2 g/t silver, trace to 2.39 per cent copper, trace to 0.10 per cent lead and trace to 1.06 per cent zinc. In general, mineralization is localized over narrow widths. The widest intervals encountered in core were from hole 5, which intersected 0.98 per cent zinc over two metres from six to eight metres depth and 0.29 per cent copper over three metres from 26 to 29 metres in depth.

Management is reviewing all data obtained on the Carol Project to date, to determine what, if any, further exploration is justified.

1.3 SELECTED ANNUAL INFORMATION

For the Year ended	Nov. 30, 2014	Nov. 30, 2013	Nov. 30, 2012
Total Revenues (interest)	$0	$4	$4,347
Income or loss before discontinued operations and extraordinary items	<300,012>	<358,140>	<846,925>
Net Loss in total	<300,012>	<424,292>	<,5,079,251>
--Basic and diluted loss per share	<0.07>	<0.04>	<0.14>
Total Assets	288,268	79,936	146,026
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 twelve months ended November 30, 2014, the Company carried out an initial drill program on its Carol property with core samples sent to an assay facility for analysis.

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.

For the twelve month period ended November 30, 2014

For the twelve month period ended November 30, 2014, the Company incurred a net loss of $300,012 compared to a net loss of $424,292 for the year period ended November 30, 2013, a reduction attributed primarily to reduced management fees, reduced legal/audit costs and a write off of property exploration assets in 2013 of $67,851. The Company consulting expenses decreased from $42,517 in 2013 to $38,384 in 2014. Investor relations expenses were reduced from $19,350 to $5,476; legal and audit expenses were reduced from $64,353 to $28,020; management fees were reduced from $167,957 to $92,000; transfer agent and filing fee costs remained comparable; and travel and promotion costs increased from $6,738 to $30,484, primarily from financing related travel costs for the financings carried out during the year. In addition, stock based compensation, (a non cash item), increased during the 2014 period to $59,031 as compared to $nil in the 2013 period.

Exploration - During the twelve months ended November 30, 2014, the Company incurred $249,039 in exploration and evaluation asset expenditures as compared to $74,770 during the twelve months ended November 30, 2013.

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, 2014**	**August 31, 2014**	**May 31, 2014**	**February 28, 2014**
Net loss for the period	(26,920)	(49,641)	(76,368)	(147,083)
Basic/Diluted loss per share	0.00	0.00	0.00	0.01
Balance sheet data:				
Cash	18,856	23,605	56,833	108,204
Total assets	288,268	311,449	331,833	227,553
Shareholders' Equity	207,172	234,092	283,733	190,193

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	0.01	0.01	0.01	0.02

share				
Balance sheet data:				
Cash	52,124	93,355	175,004	294,447
Total assets	79,936	116,095	196,234	286,133
Shareholders' Equity	32,185	93,260	152,102	246,612

1.6 LIQUIDITY

At November 30, 2014, the Company had negative working capital of $58,176 compared to working capital of $15,103 as at November 30, 2013. Accounts payable and accrued liabilities at November 30, 2014 were $81,096, primarily unpaid legal, management, audit and Carol property related costs and fees.

The Company management is actively reviewing all options to enhance liquidity including undertaking further private placement financings, sale of existing assets and mineral property options, and actively reviewing other non-mineral related business opportunities.

For the twelve month period ended November 30, 2014

During the twelve month period ended November 30, 2014, cash flows from operating activities resulted in net cash used of $200,197 as compared to $310,153 used in the comparable period in 2013. The primary difference was a reduced loss from $424,292 to $300,012;.

Cash used in investing activities for the period ended November 30, 2014 was $249,039 as compared to $74,770 spent in the comparable period in 2013. The increase was due to expenditures on the Carol property during the period as compared to the Red Hills property expenditures in 2013.

Cash generated in financing activities during the twelve month period was $415,968 (net of share issuance costs) as compared to $337,037 (net) in the comparable 2013 twelve month period.

The resultant change in cash position during the twelve month period ended November 30, 2014 was a decrease of $33,268 as compared to a decrease of $47,886 for the comparable period in 2013.

Subsequent to the year end, on January 19, 2015, the Company announced that it had closed a private placement financing of 3,310,000 units at a price of $0.05 per unit for aggregate gross proceeds of $165,500. Each unit consisted of one common share and one/half share purchase warrant. Each whole warrant is exercisable into one common share at a price of $0.10 per share for a period of one year, expiring January 14, 2016. The shares forming part of the units and any shares acquired on exercise of the warrants are subject to restrictions on resale until May 15, 2015.

There were no finder's fees payable in respect of the placement.

Accounts payable and accrued liabilities

	November 30, 2014	November 30, 2013
Accounts payable	$ 81,096	$ 24,251
Accrued liabilities	-	23,500
	$ 81,096	$ 47,751

1.7 CAPITAL RESOURCES

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 year ended November 30, 2014.

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

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, 2014, the Company's shareholders' equity was $207,172 (November 30, 2013 $32,185). 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.

The Company management is actively reviewing all options to enhance liquidity including undertaking further private placement financings, sale of existing assets and mineral property options, and actively reviewing other non-mineral related business opportunities.

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 are included in trade payables and accrued liabilities:

	November 30, 2014	November 30, 2013
Companies controlled by directors of the Company	$ 26,250	$ -

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, 2014	November 30, 2013
Deferred exploration costs	$ 32,200	$ 24,949
Management fees	97,000	167,957
Rent	6,250	5,000
Share-based compensation	21,729	-

	$	157,179	$	197,906

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, 2014, the Company incurred a net loss of $26,920 compared to a net loss of $87,671 for the period ended November 30, 2013, a reduction attributed primarily to reduced management and consulting fees, legal/audit costs and office and general costs. The Company consulting expense decreased from $18,017 in 2013 to $2,729 in 2014. Investor relations expenses increased from $1,015 to $2,191; legal and audit expenses decreased from $25,206 to $2,525; management fees were reduced from $29,500 to $10,000; transfer agent and filing fee costs increased from $2,314 to $8,802; and travel and promotion costs were increased from $1,491 to $10,000, primarily from financing related travel costs.

Exploration - During the three months ended November 30, 2014, the Company incurred $nil in exploration and evaluation asset expenditures as compared to $149 during the three months ended November 30, 2013.

1.11 PROPOSED TRANSACTIONS

The Company has no proposed transactions.

1.12 CRITICAL ACCOUNTING ESTIMATES

As at November 30, 2014, the Company's financial statements reflect an asset "Exploration and Evaluation Assets" with a balance of $263,039. This amount is related only to the Company's Carol property option.

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.

1.13 CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

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.

Amended Standard IAS 1 "Presentation of Financial Statements"

This standard provides extensive guidance on determining fair value for measurement or disclosure purposes.

IAS 27 - Separate Financial Statements

IAS 27 contains accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. IAS 27 requires an entity preparing separate financial statements to account for those investments at cost or in accordance with IFRS 9.

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".

New standards, interpretations and amendments not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective as of November 30, 2014 and have not been applied in preparing these financial statements.

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company will adopt this standard effective September 1, 2018.

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, 2014, the Company had a cash balance of $18,856 (November 30, 2013 - $52,124) to settle current liabilities of $81,096 (November 30, 2013 - $47,751) leaving a shortfall of $62,240, please refer to Note 14. 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, 2014 and November 30, 2013, 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, 2014 and November 30, 2013.

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 three months ended November 30, 2014.

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, 2014, 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, 2014. There have been no changes in these controls during the fiscal year 2014 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.toscaresources.com

Summary of outstanding share data as of February 20, 2015:

		Price
Issued shares	8,282,156	
Options	8,000 297,500	$3.68 $0.32
Warrants	1,536,250(a) (b) 702,312(c) 1,655,000	$0.32 year 1and $0.40 year 2 $0.32 year one and $0.40 year two $0.10 until January 14, 2016
Fully Diluted	12,481,218	

(a) On December 18, 2014, the exercise price increased to $0.40.
(b) On January 3, 2015, the exercise price increases to $0.40.
(c) On May 7, 2015, the exercise price increases to $0.40.

Share issuances for the year ending November 30, 2014

During the quarter ended February 28, 2014 the Company issued 1,475,000 units at $0.20 per unit for gross proceeds of $295,000. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.30 per share for year one and $0.40 per share for the second year. The warrants were valued using the residual valuation method at $167,543. In connection with the closing of this private placement, the Company paid share issuance costs of $6,950 in cash and issued 245,000 broker warrants with a fair value of $6,634.

During the quarter ended May 31, 2014 the Company issued 690,625 units at $0.24 per unit for gross proceeds of $165,750. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.32 per share for year one and $0.40 per share for the second year. The warrants were valued using the residual valuation method at $105,374. In connection with the closing of this private placement, the Company paid share issuance costs of $11,399 in cash and issued 46,750 broker warrants with a fair value of $1,783.

Details of options outstanding as at November 30, 2014 are as follows:

Weighted average exercise price	Weighted average contractual life	Number of options outstanding	Expiry Dates
$3.68	2.24 years	8,000	February 24, 2017
$0.32	4.09 years	222,500	January 2, 2019
$0.32	4.21 years	50,000	February 12, 2019
$0.32	4.21 years	25,000	February 14, 2019
$0.41		305,500	

Details of share purchase warrants outstanding as at November 30, 2014 are as follows:

Weighted average exercise price	Weighted average contractual life	Number of warrants outstanding	Expiry Dates
$2.24	0.05 years	445,000	December 19, 2014
$0.30(a)	1.05 years	1,386,250	December 17, 2015
$0.30(b)	1.09 years	150,000	January 2, 2016
$0.30(c)	1.43 years	702,313	May 6, 2016
$0.62		2,683,563(d)	

(d) On January 19, 2015, the Company announced that it had closed on a previously announced private placement of 3,310,000 units at a price of $0.05 per unit. Each unit consisted of one common share and one/half share purchase warrant. Each whole warrant is exercisable into one common share at a price of $0.10 per share for a period of one year, expiring January 14, 2016.

SUBSEQUENT EVENTS

On January 12, 2015 the Company announced a non-brokered private placement of up to 3 million units at a price of .05 cents per unit to raise gross proceeds of up to $150,000. Each unit consists of one common share and one-half, non-transferable share purchase warrant, with each whole warrant entitling the holder to purchase one common share for a period of one year from closing at a price of 10 cents per share. The Company has increased the placement to a total of $165,500 in gross proceeds with no finders fees applicable.

In addition, the Company has entered into agreements to complete share for debt arrangements at $0.05 for an additional $25,000 in outstanding payables.

On January 19, 2015, the Company announced that it had closed on a previously announced private placement of 3,310,000 units at a price of $0.05 per unit for aggregate gross proceeds of $165,500. Each unit consisted of one common share and one/half share purchase warrant. Each whole warrant is exercisable into one common share at a price of $0.10 per share for a period of one year, expiring January 14, 2016. The shares forming part of the units and any shares acquired on exercise of the warrants are subject to restrictions on resale until May 15, 2015. There were no finder's fees payable in respect of the placement.

The Company's Annual MD&A for the Financial Year Ended November 30, 2013 (items 6.1 to 6.14) is reproduced below in its entirety:

1.1 DATE

This management discussion and analysis ("MD&A) prepared as of March 27, 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 financial statements have been filed on Sedar.

All amounts are stated in Canadian dollars unless otherwise indicated. The effective date of this report is March 27, 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

Refer to section 4.3 located above in this document.

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 27, 2014:

		Price
Issued shares	11,226,127	
Options	32,000 1,190,000	$0.92 $0.08
Warrants	1,780,000 6,145,000	$0.40 $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."

6.15 to 6.16

Interim MD&A for the 3rd Quarter Ended August 31, 2014

The interim MD&A and financial statements for the3rd quarter ended August 31,2014 is incorporated by reference herein and can be found by visiting the Company's website www.toscaesources.com and by accessing the Company's public documents filed on SEDAR at www.sedar.com.

Interim MD&A for the Second Quarter ended May 31, 2014

The interim MD&A and financial statements for the 2nd quarter ended May 31, 2014 is incorporated by reference herein and can be found by visiting the Company's website www.toscaesources.com and by accessing the Company's public documents filed on SEDAR at www.sedar.com.

Interim MD&A for the First Quarter ended February 28, 2014 (items 6.1 to 6.14) is reproduced below in its entirety:

The interim financial statements for the 1st quarter ended February 28, 2014 are incorporated by reference herein and can be found by visiting the Company's website www.toscaresources.com and by accessing the Company's public documents filed on SEDAR at www.sedar.com.

6.17 Additional Disclosure for Issuers without Significant Revenue

Not applicable

6.18 Description of Securities:

As at the date hereof, there are 8,836,925 Common Shares issued and outstanding. Also, as of the date hereof, stock options to purchase 305,500 Common Shares are issued and outstanding. See *Section 14.3* below for further detail with respect to the exercise price and expiry date of the outstanding stock options.

6.19 Provide Breakdown if the Issuer has not had significant revenue from operations in either of its last two financial years.

This section does not apply as the information required under the subsections has been disclosed in the financial statements.

6.20 Negative cash Flow

The Company had negative cash flow in its most recently completed financial year ended November 30, 2014. Subsequent to the year end, on January 19, 2015, the Company announced completion of a private placement with gross proceeds of $165,500. Management expects that these subsequent funds on hand will be sufficient to cover operating expenses for an additional twelve months. At November 30, 2014 the Company had negative working capital of <$58,176> and has subsequently closed a private placement and has also arranged a share for debt transaction for up to $28,000. The private placement announced as closed on January 19, 2015 raised $165,500 and resulted in an additional 3,310,000 common shares issued. In addition, the share for debt transaction, which totaled $27,738.35, was concluded on January 23,2015 and resulted in a further 554,767 shares issued. The combination of these two actions will improve the Company's working capital position by over $150,000.

6.21 Additional disclosure for Issuers with significant equity investees:

Not applicable.

7. Market for Securities

The common shares of the Company are listed and posted for trading on the TSX Venture Exchange under symbol "TSQ".

8. Consolidated Capitalization

The Company has consolidated its shares twice—once on a 4:1 basis in 2013 after receiving shareholder approval at an AGM held on May 23, 2013; and again on a 4:1 basis in September 2014 after receiving shareholder approval at an AGM held on September 22, 2014.

9. Options to Purchase Securities

The following table summarizes the options, granted under the Company's stock option plan, outstanding as of December 10, 2014:

Group	No. of Options	Securities Under Option	Grant Date	Expiry Date	Exercise Price per Common Share	Market Value of the Common Shares on the date of Grant	Market Value of the Common Shares as of January 30, 2015
Executive Officers (2 persons)	62,500	62,500	01/02/14	01/02/19	$0.32	$0.08	$0.10
Directors & Non-executive Officers (3 persons)	103,750	103,750	01/02/14	01/02/19	$0.32	$0.08	$0.10
Consultants	56,250	56,250	01/02/14	01/02/19	$0.32	$0.08	$0.10
	8,000	8,000	2/24/12	2/24/17	$3.68	$0.08	$0.10
	50,000	50,000	2/12/14	2/12/17	$0.32	$0.125	$0.10
	25,000	25,000	2/14/14	2/14/17	$0.32	$0.125	$0.10
Total	305,500	305,500					

See Appendix B which includes a full copy of the Company's stock option plan.

10. Description of the Securities

10.1 General

There are no special rights or restrictions attached to the Company's common shares. The holders of the common shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each common share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the common shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding- up of the Company, whether voluntary or involuntary, the holders of the common shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

10.2-10.6 Debt Securities

Not applicable.

10.7 Prior Sales

During the three months ended February 28, 2014 the Company issued 5,900,000 units at $0.05 per unit for gross proceeds of $295,000. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.075 per share for year one and $0.10 per share for the second year. In connection with the closing of this private placement, the Company paid share issuance costs of $6,950 in cash and issued 245,000 broker warrants.

During the three months ended May 31, 2014 the Company issued 2,762,500 units at $0.06 per unit for gross proceeds of $165,750. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.08 per share for year one and $0.10 per share for the second year. In connection with the closing of this private placement, the Company paid share issuance costs of $11,399 in cash and issued 46,750 broker warrants.

On January 19, 2015, the Company announced that it had closed on a private placement of 3,310,000 units at a price of $0.05 per unit for aggregate gross proceeds of $165,500. Each unit consisted of one common share and one/half share purchase warrant. Each whole warrant is exercisable into one common share at a price of $0.10 per share for a period of one year, expiring January 14, 2016. The shares forming part of the units and any shares acquired on exercise of the warrants are subject to restrictions on resale until May 15, 2015. There were no finder's fees payable in respect of the placement.

In addition, the share for debt transaction, which totaled $27,738.35, was concluded on January 23,2015 and resulted in a further 554,767 shares issued.

10.8 Stock Exchange Price

The common shares of the Company are currently listed and posted for trading on the Exchange

The following table sets out the price ranges and volume traded or quoted on the TSX-V for the common shares of the Company for the 12-month period prior to the date of this Listing Application.

Month Ended	High	Low	Close	Volume
Year 2015-2014				
January	.10	.045	.10	177,537
December	.085	.045	.075	217,485
November	.065	.02	.055	1,159,094
October	.095	.025	.025	286,336
September	.08	.04	.04	284,375
August	.10	.06	.06	315,581
July	.20	.08	.08	464,931
June	.24	.14	.24	62,344
May	.30	.14	.14	159,094
April	.48	.22	.22	293,219
March	.48	.24	.24	162,882
February	.48	.18	.44	223,688

11. Escrowed Securities

11.1 Escrowed Securities

No common shares of the Company are held in escrow.

12. Principal Shareholders

To the knowledge of the directors and officers of the Company, as of January 30,2015, no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to common shares.

13. Directors and Officers

13.1-13.2

The Articles of the Company provide that the number of directors should not be fewer than three directors. Each director holds office until the close of the next annual general meeting of the Company, or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated. The Company's Board currently consists of three directors, of whom one can be defined as an "unrelated director" or a director who is independent of management and is free from any interests and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholders, and do not have interests in or relationships with the Company.

The following table provides the names of the directors and officers, municipalities of residence province, and country, respective positions and offices held with the Company, their principal occupations for the past five years and the number and percentage of common shares owned, directly or indirectly, or over which control or direction is exercised, of voting securities of the Company, as of the date hereof:

Name, Province and Country of Residence and Position Held	Principal Occupation for the Past Five Years	Director of the Company Since	Common Shares Beneficially Owned or Controlled	Percentage of Issued and Outstanding Common Shares
Ron Shenton(4)(2) British Columbia Canada *President, CEO & Director*	Age 56, is Chief Executive Officer, President and a director of the Company. Mr. Shenton brings 25 years of experience in the investment community. He began in 1985 working as an investment advisor for a national brokerage firm, before moving to a local brokerage firm working to fund start- up companies. Since then Mr. Shenton has been involved in several companies, performing various tasks including fund raising, investor relations, consulting on acquisitions and restructuring. He was CEO, President and Director of Infinity Minerals Corp (now Herbal Clone Bank Canada Inc) (2010–August 2014, after which he resigned as CEO and President but remains a director); Tosca Mining Corp (now Tosca Resources Corp)President (2009–present) and Director	December 2, 2009,	354,466(2)	4..0%
Brian Roberts(4)(1) British Columbia Canada Director, *CFO & Secretary*	Brian Roberts, B.Comm. age 70, is Chief Financial Officer, Secretary and a director of the Company. He was previously President and a co-founder of Gilmour McKay Roberts Consulting Ltd., established in 1984. During his 14-year career with GMR, he carried out a broad range of business consulting assignments involving acquisitions and corporate finance and was principal author or reviewer on over 600 separate assignments. He is CFO and Director of Herbal Clone Bank Canada Inc (2010–present); CFO (September 2009–present) and Director (December 2009-present) of Tosca Mining Corp(now Tosca Resources Corp)..; CFO (May 2006 to June 2010) and Director (May 2006-September 2010) of Ruby Creek Resources Inc.	December 2, 2009	116,937	1.3%

Luca Riccio(3)(1) British Columbia Canada *Director*	Dr. Luca Riccio, Ph.D, P.Geo., age 70, is president of Riccio Geoconsulting Ltd. and former V.P. Exploration of Crystallex International. Dr. Riccio has been involved in the evaluation and/or supervision of gold, base metal, chromite, nickel-copper and PGMs projects in the Americas, Europe and Asia. He was responsible for the underground exploration and development at the New Britannia Mine in 1987-88 and the initial evaluation of the Andacollo gold project in Chile in 1989. In the early 1990's Dr. Riccio pioneered a regional exploration program in southeastern Venezuela, which led to the discovery of several gold deposits and one producing mine. Under his supervision, the reserves at the Las Cristinas gold deposit in Venezuela increased from 10.0 to 12.6 million ounces. Dr. Riccio is fluent in English, Italian, Spanish and Portuguese. He has been a Director of Glen Hawk Minerals (1997-2009); Director (2003-2011) of Yale Resources Ltd; Director (2009 to present) of Tosca Mining Corp and Director (2010-November 2014) of Infinity Minerals Corp (now Herbal Cone Bank Canada Inc).[NTD –	December 2, 2009	113,251	1.28%
Sadek El-Alfy **Uruguay** **Director**	Sadek El-Alfy is a professional mining Engineer with 35 years experience in underground as well as open pit mining on various continents. Recently he was responsible for mining operations in Venezuela and Uruguay for Crystallex International Corporation over a period of 12 years. In the past few years, he was also responsible for the completion of Feasibility Studies and Environmental Impact Studies for major mining projects in several South American countries as well as Mexico. Prior to his involvement in South American operations, Dr. El-Alfy was in charge of mining and concentrating operations at several locations in Canada including General Manager of the Iron Ore Company of Canada. Dr. El-Alfy is fluent in English, French and Spanish.	December 2, 2009	100,000	1.1%

Jonathan George British Columbia, Canada **Director**	Mr. Jonathan George is a consulting geologist and entrepreneur who 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 past President of ESO Uranium Corp, the predecessor of Alpha Minerals Inc., 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.	October 9, 2013	31,250	.35%

(1) Member of the Audit Committee. Mr. Riccio is the Chairman of the Audit Committee.
(2) 303,154 of these common shares are held directly; 51,312 of these common shares are held by 475175 BC Limited, a wholly owned corporation by Mr. Shenton.
(3) 87,938 of these common shares are held directly, 25,313 are held by Riccio Geoconsulting, a wholly owned
(4) Mr. Shenton and Mr. Roberts are common directors of Herbal Clone Bank Canada Inc., a CSE listed public company.

13.3 As of the date of this document, February 11, 2015, the directors and executive officers of the Company beneficially owned, directly or indirectly, as a group, 715,904 common shares of the Company representing approximately 8.1% of all outstanding voting securities of the Company.

13.4 Board Committees

The Company has one committee, the Audit Committee, whose members are:

Luca Riccio Chairman and Independent Member of the Audit Committee
Brian Roberts Non-Independent Member
Jon George Member

13.5 See table above.

13.6 Cease Trade Orders or Bankruptcies

To the knowledge of the Company, no director, officer or promoter of the Company, or a security holder anticipated to hold sufficient securities of the Company to affect materially the control of the Company is, or within 10 years before the date of this document, has been, a director or officer of any other Issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

13.7 Penalties or Sanctions

To the knowledge of the Company, no director, officer or promoter of the Company, or a security holder anticipated to hold sufficient securities of the Company to affect materially the control of the Company is, or within 10 years before the date of this document, has been, a director or officer of any other Issuer that, while that person was acting in that capacity, has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

13.8 Personal Bankruptcies

No director or officer of the Company is, or has, within the 10 years prior to the date of this document, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

13.9 Conflicts of Interest

Certain of the directors and officers of the Company are also directors and officers of other natural resource companies. The directors of the Company are bound by the provisions of the *Business Corporations Act* (British Columbia) to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

13.10 Management

Ron Shenton,

Ron Shenton, age 56, is Chief Executive Officer, President and a director of the Company. Mr. Shenton brings 25 years of experience in the investment community. He began in 1985 working as an investment advisor for a national brokerage firm, before moving to a local brokerage firm working to fund start- up companies. Since then Mr. Shenton has been involved in several companies, performing various tasks including fund raising, investor relations, consulting on acquisitions and restructuring. He is responsible for the overall direction and business development of the Company. He will also lead in the negotiation and acquisition of future projects. Mr. Shenton anticipates devoting 100% of his time to the affairs of the Company during the next year. He is currently or has been CEO, Chairman and Director of Tosca Resources Corp. (2010–present); President (2009–present) and Director (2009-present) of Tosca Mining Corp.; Director (1997 to 2011) and CEO (2003-2008) of Yale Resources Inc. He is a former CEO and President and a current director of Infinity Minerals Corp (now Herbal Clone Bank Canada Inc) from 2010-present.

Brian Roberts,

Brian Roberts, B.Comm. age 70, is Chief Financial Officer, Secretary and a director of the Company. He was previously President and a co-founder of Gilmour McKay Roberts Consulting Ltd., established in 1984. During his 14-year career with GMR, he carried out a broad range of business consulting assignments involving acquisitions and corporate finance and was principal author or reviewer on over 600 separate assignments. He is CFO and Director of Tosca Resources Corp. (2010–present); CFO (September 2009–present) and Director (December 2009-present) of Tosca Mining Corp.; CFO (May 2006 to June 2010) and Director (May 2006-September 2010) of Ruby Creek Resources Inc., and is the CFO and a director of Herbal Clone Bank Canada Inc.(formerly Infinity Minerals Corp) from 2010-present.

Dr. Luca Riccio, Ph.D, P.Geo. ,

Dr. Luca Riccio, age 70, is president of Riccio Geoconsulting Ltd. and former V.P. Exploration of Crystallex International. Dr. Riccio has been involved in the evaluation and/or supervision of gold, base metal, chromite, nickel-copper and PGMs projects in the Americas, Europe and Asia. He was responsible for the underground exploration and development at the New Britannia Mine in 1987-88 and the initial evaluation of the Andacollo gold project in Chile in 1989. In the early 1990's Dr. Riccio pioneered a regional exploration program in southeastern Venezuela, which led to the discovery of several gold deposits and one producing mine. Under his supervision, the reserves at the Las Cristinas gold deposit in Venezuela increased from 10.0 to 12.6 million ounces. Dr. Riccio is fluent in English, Italian, Spanish and Portuguese. He has been a Director of Glen Hawk Minerals (1997-2009); Director (2003-2011) of Yale Resources Ltd; Director (2010 to October 2014) of Infinity \Minerals Corp. (now Herbal Clone Bank Canada Inc.)

Dr. Sadek El-Alfy

Sadek El-Alfy is a professional mining Engineer with 35 years experience in underground as well as open pit mining on various continents. Recently he was responsible for mining operations in Venezuela and Uruguay for Crystallex International Corporation over a period of 12 years. In the past few years, he was also responsible for the completion of Feasibility Studies and Environmental Impact Studies for major mining projects in several South American countries as well as Mexico. Prior to his involvement in South American operations, Dr. El-Alfy was in charge of mining and concentrating operations at several locations in Canada including General Manager of the Iron Ore Company of Canada. Dr. El-Alfy is fluent in English, French and Spanish.

Jon George

Mr. Jonathan George is a consulting geologist and entrepreneur who 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 past President of ESO Uranium Corp, the predecessor of Alpha Minerals Inc., 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.

14. Capitalization

14.1 Issued Capital

As at January 30, 2015	**Number of Securities (non-diluted)**	**Number of Securities (fully-diluted)**	**% of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	8,836,925	13,035,988	100.00%	100.00%

Note 1. See table 14.2 in this document for complete listing of outstanding options and warrants.

The following list is of all shares held by Related Persons or employees of the Company or Related Person of the Company, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Company (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Company upon exercise or conversion of other securities held)

	715,904	882,154	8.1%	6.7%
Total Public Float (A-B)	8,121,021	12,153,834	91.9%%	93.3%
	8,836,925	13,035,988	100.0%	100.0%
Freely-Tradable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	0	0	0	0
Total Tradable Float (A-C)(see Note 1 below)	8,836,925	13,035,988	100.0%	100.0%

Note 1—The shares issued for the private placement announced on January 19, 2015 are restricted from resale for a period of four months until May 115, 2015.

Non-Public Security holders (Registered)

For the purposes of this report, "non-public security holders" are persons enumerated in under (B) in the *Issued Capital* table above.

Class of Security - Options

Size of Holding	**Number of holders**	**Total number of securities**
1 - 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	1	1,750
2,000 – 2,999 securities	0	0

3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	10	303,750
Total	**6**	**305,500**

Public Security holders (Registered)

The persons enumerated in (B) of the *Issued Capital* table above are not included in the following table.

Class of Security - common shares

Size of Holding	Number of holders	Total number of securities
1 - 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	1	750
1,000 – 1,999 securities	4	7,411
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	2	8,334
5,000 or more securities	31	8,820,430
Total	**38**	**8,836,925**

Public Security holders (Beneficial) – includes registered and non-registered

Class of Security—

Size of Holding	Number of holders	Total number of securities
1 - 99 securities	26	1,125
100 – 499 securities	76	17,483
500 – 999 securities	56	39,332
1,000 – 1,999 securities	55	77,707
2,000 – 2,999 securities	26	61,540
3,000 – 3,999 securities	16	53,934
4,000 – 4,999 securities	18	79,512
5,000 or more securities	121	3,925,508
Total	**394**	**4,256,141**

**Numbers are approximate

14.2 Convertible/Exchangeable Securities

Description of Security	Date of Expiry	Exercise Price	Number of convertible exchangeable securities outstanding
Options	February 24, 2017	$3.68	8,000
	January 2, 2019	$.32	222,500
	February 12, 2017	$.32	50,000
	February 14, 2017	$.32	25,000
Warrants			
	January 14, 2016	$.10	1,655,000

	May 6, 2015	$.40	702,313
	January 2, 2016	$.30	150,000
	December 17, 2015	$.30	1,386,250
Totals			4,199,063

14.3 Other Listed Securities

There are no other listed securities reserved for issuance that are not included in section 14.2.

15. Executive Compensation

15.1 See "APPENDIX C" attached hereto.

16. Indebtedness of Directors and Executive Officers

16.1 Aggregate Indebtedness

No existing or proposed director, executive officer or senior officer of the Company or any associate of any of them, was indebted to the Company as at the financial year ended November 30, 2013, or is currently indebted to the Company.

16.2 Indebtedness under Securities Purchase and Other Programs

Not applicable.

17. Risk Factors

17.1 Risk Factors

Resource exploration is a speculative business, which is characterized by a number of significant risks including, among other things, unprofitable efforts resulting from the failure to discover mineral deposits. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

To date, the Company's property is currently at the exploration stage and is without a known body of commercial ore. As such prospective purchasers of the Company's common shares should consider carefully, among other things, that the Company's exploration of its property involves significant risks. Our current management, while considerably experienced in managing exploration projects, has limited production experience and as such is dependent upon the production expertise of future potential joint venture partners.

(i) *Exploration Risks*

Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of mineralization. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling, metallurgical processes to extract the metal from the ore and, in the case of new properties, to build the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that the funds required for further expansion can be obtained on a timely basis. The Company's project is currently in an exploration stages. Estimates and mineral projects can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors and unforeseen technical difficulties, as well as unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results.

(ii) *Lack of Cash Flow and Non-Availability of Additional Funds*

The Company's property is currently being explored or assessed for exploration and as a result, the Company has no source of operating cash flow. The Company has limited financial resources and there is no assurance that if additional funding were needed, that it would be available to the Company on terms and conditions acceptable to it. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and the possible, partial or total loss of the Company's interest in its current property.

The exploration of any ore deposits found on the Company's exploration properties depends upon the Company's ability to obtain financing through debt financing, equity financing or other means. There is no assurance that the Company will be successful in obtaining the required financing. Failure to obtain additional financing on a timely basis could cause the Company to forfeit its interests in its property.

The Company's property has not commenced commercial production and the Company has no history of earnings or cash flow from its operations. As a result there can be no assurance that the Company will be able to develop its property profitably or that its activities will generate positive cash flow. The Company has not declared or paid dividends on its common shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its common shares. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on any property. While the Company may generate additional working capital through the operation, sale or possible joint venture expansion of its property, there is no assurance that any such funds will be available for operations.

(iii) *Operating Hazards and Risks*

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration of metals, such as unusual or unexpected formations, cave-ins, pollution, all of which could result in work stoppages, damage to property, and possible environmental damage.

(iv) *Title Risks*

Although the Company has exercised the usual due diligence with respect to determining title to the property in which it has a material interest, there is no guarantee that title will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

(iv) *Conflicts of Interest*

Certain of the directors of the Company are directors of other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such a participation or such terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participating in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interest of the Company. In determining whether the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest. The Company is not aware of the existence of any conflict of interest as described herein.

(v) *Competition and Agreements with Other Parties*

The mineral resources industry is intensely competitive and the Company competes with many companies that have greater financial resources and technical facilities than itself. Significant competition exists for the limited number of mineral acquisition opportunities available in the Company's sphere of operations. As a result of this competition, the Company's ability to acquire additional attractive mining properties on terms it considers acceptable may be adversely affected.

(vi) *Fluctuating Mineral Prices*

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any minerals discovered. There is no assurance that commodity prices will remain at current levels; significant price movements over short periods of time may be affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies), interest rates and global or regional consumption patterns, and speculative activities. The effect of these factors on the price of minerals and therefore the economic viability of any of the Company's exploration projects cannot accurately be predicted. As the Company is in the exploration stage, the above factors have had no material impact on operations or income.

(vii) *Dilution*

Since the Company does not generate any revenues, it may not have sufficient financial resources to undertake by itself all of its planned mineral property acquisition and exploration activities. Operations will continue to be financed primarily through the sale of securities such as common shares. The Company will need to continue its reliance on the sale of such securities for future financing, which may result in dilution to existing shareholders.

(viii) *Environmental Regulations, Permits and Licenses*

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

(ix) *Compliance with Applicable Laws and Regulations*

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various, federal, provincial or territorial and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under these laws by governmental agencies and may require that the Company obtain permits from various governmental agencies. There can be no assurance, however, that all permits which the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

To the best of the Company's knowledge, it is operating in compliance with all applicable rules and regulations.

18. Promoters

18.1 Promoters

During the two years immediately preceding the date of this document, the promoters of the Company have been and are as follows:

(a) and (b)

Name of Promoter	Number of shares	Percentage
Ron Shenton(1)	354,466 common shares	4.0%
Brian Roberts(2)	116,937 common shares	1.32%

(1) Mr. Shenton may be considered a promoter of the Company in that he took the initiative to obtain financing for the Company subsequent to his election as a director and appointment as President, Chief Executive Officer and Chairman of the Company in December 2009.

(2) Mr. Roberts may be considered a promoter of the Company in that he took the initiative to assist in obtaining financing for the Company subsequent to his appointment as Chief Financial Officer of the Company in September 2009 and election as a director in December 2009.

Other than disclosed herein, there is nothing of value, including money, property, contracts, options or rights of any kind received or to be received by the promoter(s) directly or indirectly from the Company or from a subsidiary of the Company, nor any assets, services or other consideration received or to be received by the Company or a subsidiary of the Company in return.

Other than as disclosed herein, no asset has been acquired, within the two years before the date of this document, or is to be acquired by the Company or by a subsidiary of the Company, from a promoter.

18.2 Corporate Cease Trade Orders or Bankruptcies

(1) Except as set forth below in 18.2(3) below, no promoter, while acting in the capacity as director, chief executive officer or chief financial officer of any person or company, within 10 years before the date of this document, was:

(a) subject to an order that was issued while the promoter was acting in the capacity as director, chief executive officer or chief financial officer, or

(b) subject to an order that was issued after the promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the promoter was acting in the capacity as director, chief executive officer or chief financial officer.

(2) For the purposes of 18.2(1) above, "order" means:

(a) a cease trade order,

(b) an order similar to a cease trade order, or

(c) an order that denied the relevant person or company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days;

(3) (a)&(b) No promoter referred to in 18.1(1) above, within 10 years before the date of this document, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the promoter.

(4) Not applicable

19. Legal Proceedings

19.1 Legal Proceedings

The Company is not a party to any legal proceedings and is not aware of any such proceedings known to be contemplated.

19.2 Regulatory Actions

Not applicable.

20. Interest of Management and Others in Material Transactions

20.1 Interest of Management and Others in Material Transactions

No director or executive officer of the Company or any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10 percent of any class of the Company's outstanding voting securities, or an associate or affiliate of any persons or companies referred to in this paragraph, has any material interest, direct or indirect, in any proposed transaction, that has materially affected or will materially affect the Company or a subsidiary of Company within the three years preceding the date of this document.

21. Auditors, Transfer Agents and Registrars

21.1 Auditor

Davidson & Co.
Suite 1200, 609 Granville Street,
Vancouver, British Columbia Canada V6E 3V6

21.2 Transfer Agent and Registrar

Computershare Trust Company of Canada
510 Burrard Street, 3rd Floor
Vancouver, British Columbia, Canada V6C 3B9

22. Material Contracts

Except for contracts made in the ordinary course of business, the following are the material contracts entered into by the Company within two years prior to the date hereof and which are currently in effect:

On November 6, 2013 the Company entered into an option agreement with Alta Vista Ventures Ltd., to acquire a 100% interest in the Carol Copper Project, Sonora, Mexico. The Carol Copper Project consists of approximately 756 hectares.

To earn 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 valued at $9,000. There is an underlying 3% NSR on the property that can be purchased from the original Mexican owner for US$750,000.

23. Interest of Experts

No person or company named in this document as having prepared or certified a part of the document or a report described in this document and no responsible solicitor or any partner of a responsible solicitor's firm, holds any material beneficial interest, direct or indirect, in any securities or property of the Company or of an associate or affiliate of the Company.

24. Other Material Facts

There are no other material facts that are not elsewhere disclosed herein and which are necessary in order for this document to contain full, true and plain disclosure of all material facts relating to the Company.

25. Financial Statements

The following financial statements are attached as APPENDIX D in this document:

Unaudited consolidated financial statements of the Company, for the financial year ended November 30, 2014,

The Annual audited consolidated financial statements of the Company including the auditor's report from Davidson & Co., Chartered Accountants, for the financial years ended November 30, 2013 and for the financial year ended November 30, 2012; are available on SEDAR at www.sedar.com and on the Company's website at www.toscaresources.com, and are incorporated herein by reference:

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **TOSCA RESOURCES CORP. hereby** applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to **TOSCA RESOURCES CORP.** It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 11th day of February, 2015.

"Ron Shenton"
Ron Shenton
Chief Executive Officer

"Brian Roberts"
Brian Roberts
Chief Financial Officer

"Luca Riccio"
Luca Riccio
Director

"Sadek el-Alfy"
Sadek el-Alfy
Director

"Jonathan George"
Jonathan George
Director

APPENDIX A: MINERAL PROPERTY

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 nine months and issuance of 150,000 shares per year. To date, 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 nine month geophysics program.

The 150,000 shares had a fair value of $9,000 which has been charged to acquisition costs and 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-43-101 report, Feb 12, 2010).

The Carol Project is 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.

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 skarn 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.

On January 10, 2014**,** the Company announced that a form NI 43-101 technical report for its Carol property has been filed on SEDAR (www.sedar.com). The report is also available on Tosca Resources 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.

On January 27, 2014, the Company announced results from recent exploration activity carried out on its Carol Copper project. 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.

On April14, 2014 the Company announced that it had entered into a contract with Layne De Mexico SA de SV, to undertake a drill program on its Carol Copper project, Sonora, Mexico.

The initial drill program was to consist of 5 to 7 HQ size holes totaling 500-700 metres. The planned drilling will investigate the continuity, extent and morphology of near surface skarn mineralization occurring within a shallowly dipping metasedimentary sequence, as well as possible porphyry-style mineralization The Piedras Verdes porphyry copper deposit,Mexico’s third largest copper producer, is located 4 km SW of the Carol Property.

On May 14, 2014, the Company announced that it had completed an initial drill program on its Carol Copper project. The program consisted of six HQ size angled drill holes (-50 degree to -60 degrees) totaling 577 metres, that was designed to investigate the continuity and potential extent of skarn mineralization encountered in trenches and outcrop (see news release January 27, 2014).

The six holes focused on the Balde Sur area and tested the shallowly dipping metasedimentary sequence over a distance of approximately one kilometre. All holes encountered interbedded zones of moderately to intensely altered skarn, quartzite and dolomite/limestone, often highly fractured and brecciated.

Samples were submitted to Inspectorate Labs in Hermosillo to be analyzed for a multi element ICP package that includes copper, zinc and silver as well as gold by fire assay.

Subsequent to the end of the quarter on July 3, 2014, the Company announced that it had received analytical results from core samples obtained from the recently completed drill program.

Six drill holes, totalling 577 metres, were drilled to investigate the continuity and extent of skarn mineralization encountered in surface trenches and outcrop. Drilling tested a target area measuring 875 metres in length. All holes encountered moderately to strongly altered skarn zones. The Company is in the process of correlating surface data with the drill results. A total of 400 samples (including blanks and standards) were sent for analysis with core samples ranging in length from 0.5 to two metres. Values received ranged from trace to 0.288 grams per tonne (g/t) gold, trace to 9.2 g/t silver, trace to 2.39 per cent copper, trace to 0.10 per cent lead and trace to 1.06 per cent zinc. In general, mineralization is localized over narrow widths. The widest intervals encountered in core were from hole 5, which intersected 0.98 per cent zinc over two metres from six to eight metres depth and 0.29 per cent copper over three metres from 26 to 29 metres in depth.

Management is reviewing all data obtained on the Carol Project to date, to determine what, if any, further exploration is justified

APPENDIX B: INCENTIVE STOCK OPTION PLAN

TOSCA MINING CORP.
(the "Corporation")

INCENTIVE STOCK OPTION PLAN
(the "Plan")

1. Purpose of the Plan

The purpose of the Plan is to assist the Corporation in attracting, retaining and motivating "Directors", "Employees" and "Consultants" of the Corporation (as those terms are defined in TSX Venture Exchange Policy 4.4, and which terms are hereinafter collectively referred to as "Directors, Employees and Consultants") and any of its subsidiaries and to closely align the personal interests of such Directors, Employees and Consultants with those of the shareholders by providing them with the opportunity, through options, to acquire common shares in the capital of the Corporation.

2. Implementation

The Plan and the grant and exercise of any options under the Plan are subject to compliance with the applicable requirements of each stock exchange ("exchanges") on which the shares of the Corporation are listed at the time of the grant of any options under the Plan and of any governmental authority or regulatory body to which the Corporation is subject.

3. Administration

The Plan shall be administered by the Board of Directors of the Corporation which shall, without limitation, subject to the approval of the exchanges, have full and final authority in its discretion, but subject to the express provisions of the Plan, to interpret the Plan, to prescribe, amend and rescind rules and regulations relating to it and to make all other determinations deemed necessary or advisable for the administration of the Plan. The Board of Directors may delegate any or all of its authority with respect to the administration of the Plan and any or all of the rights, powers and discretions with respect to the Plan granted to it hereunder to such committee of directors of the Corporation as the Board of Directors may designate and upon such delegation such committee of directors, as well as the Board of Directors, shall be entitled to exercise any or all of such authority, rights, powers and discretions with respect to the Plan. When used hereafter in the Plan, "Board of Directors" shall be deemed to include a committee of directors acting on behalf of the Board of Directors.

4. Shares Issuable Under the Plan

Subject to the requirements of the TSX Venture Exchange:

(a) the aggregate number of shares ("Optioned Shares") that may be issuable pursuant to options granted under the Plan will not exceed 10% of the number of issued shares of the Corporation at the time of the granting of options under the Plan;

(b) no more than 5% of the issued shares of the Corporation, calculated at the date the option is granted, may be granted to any one Optionee (as hereinafter defined) in any 12 month period (unless the Corporation has obtained disinterested shareholder approval for any such grant);

(c) no more than 2% of the issued shares of the Corporation, calculated at the date the option is granted, may be granted to any one Consultant in any 12 month period;

(d) no more than an aggregate of 2% of the issued shares of the Corporation, calculated at the date the option is granted, may be granted to all Persons (as that term is defined in TSX Venture Exchange Policy 1.1) employed to provide "Investor Relations Activities" (as that term is defined in TSX Venture Exchange Policy 1.1) in any 12 month period, calculated at the date an option is granted to any such Person. For greater certainty, this 2% limit is included within the limitation contained in subsection 4(a) herein; and

(e) options granted under the Plan or any predecessor incentive stock option plan of the Corporation that have been cancelled or that have expired without being exercised will continue to be issuable under the incentive stock option plan under which they were granted.

5. Eligibility

5.01 General

Options may be granted under the Plan to Directors, Employees and Consultants of the Corporation and any of its subsidiaries (collectively the "Optionees" and individually an "Optionee"). Subject to the provisions of the Plan, the total number of Optioned Shares to be made available under the Plan and to each Optionee, the time or times and price or prices at which options shall be granted, the time or times at which such options are exercisable, and any conditions or restrictions on the exercise of options, shall be in the full and final discretion of the Board of Directors.

5.02 Options Granted to Employees, Consultants or Management Company Employees

The Corporation represents that, in the event it wishes to grant options under the Plan to Employees, Consultants or "Management Company Employees" (as that term is defined in TSX Venture Exchange Policy 4.4), it will only grant such options to Optionees who are determined by the Corporation and the Optionee to be bona fide Employees, Consultants or Management Company Employees, as the case may be.

6. Terms and Conditions

All options under the Plan shall be granted upon and subject to the terms and conditions hereinafter set forth.

6.01 Exercise price

The exercise price to each Optionee for each Optioned Share shall be determined by the Board of Directors but shall not, in any event, be less than the "Discounted Market Price" of the Corporation's common shares as traded on the TSX Venture Exchange (as that term is defined in TSX Venture Exchange Policy 1.1), or such other price as may be agreed to by the Corporation and accepted by the TSX Venture Exchange; **provided that** the exercise price for each Optioned Share in respect of options granted within 90 days of a "Distribution" by a "Prospectus" (as those terms are defined in TSX Venture Exchange Policy 1.1) shall not be less than the greater of the Discounted Market Price and the price per share paid by public investors for listed shares of the Corporation under the Distribution. This 90 day period will begin:

(a) on the date a final receipt is issued for the Prospectus; or

(b) in the case of an initial public offering, on the date of listing.

6.02 Requirement for Disinterested Shareholder Approval

The approval of the "Disinterested Shareholders" of the Corporation (as that term is defined in section 2.10 of TSX Venture Exchange Policy 4.4) will be required in each of the following circumstances:

(a) in the event the Corporation wishes to reduce the exercise price of any options held by "Insiders" (as that term is defined in TSX Venture Exchange Policy 1.1) of the Corporation at the time of the proposed reduction, the approval of the Disinterested Shareholders of the Corporation will be required prior to the exercise of any such options at the reduced exercise price;

(b) in the event the Plan, together with all of the Corporation's previously established and outstanding stock option plans or grants, could result at any time in:

> (i) the grant to Insiders, within a 12 month period, of a number of options exceeding 10% of the issued shares of the Corporation; or
>
> (ii) the issuance to any one Optionee, within a 12 month period, of a number of shares exceeding 5% of the issued shares of the Corporation.

6.03 Option Agreement

All options shall be granted under the Plan by means of an agreement (the "Option Agreement") between the Corporation and each Optionee in the form attached hereto as Schedule "A" or such other form as may be approved by the Board of Directors, such approval to be conclusively evidenced by the execution of the Option Agreement by any one director or officer of the Corporation, or otherwise as determined by the Board of Directors.

6.04 Length of Grant

Subject to this section 6.04 and sections 6.10, 6.11, 6.12, 6.13 and 6.14, all options granted under the Plan shall:

> (a) expire no later than that date which is 10 years from the date such options were granted, **provided that**:
>
> (b) in the case of any option granted under the Plan which would otherwise expire during a period during which the Optionee was prohibited from trading in the Company's securities (a "Blackout Period"), the term of any such option shall be extended such that any such option shall expire at the close of business on the tenth trading day subsequent to the date the Blackout Period has been terminated.

6.05 Non-Assignability of Options

An option granted under the Plan shall not be transferable or assignable (whether absolutely or by way of mortgage, pledge or other charge) by an Optionee other than by will or other testamentary instrument or the laws of succession and may be exercisable during the lifetime of the Optionee only by such Optionee.

6.06 Vesting Schedules

The following vesting schedules will apply to incentive stock options granted under the Plan:

(a) each Optionee who is not a Consultant conducting Investor Relations Activities who is granted an option under the Plan may be subject to a vesting schedule, as follows:

(i) in the event the exercise price of the option is at or above the "Market Price" of the Corporation's common shares as traded on the TSX Venture Exchange (as that term is defined in TSX Venture Exchange Policy 1.1), the Optionee will become vested with the right to exercise one hundred percent (100%) of the option upon the date of the grant of the option, unless otherwise determined by the Board of Directors; and

(ii) in the event the exercise price of the option is less than the Market Price of the Corporation's common shares as traded on the TSX Venture Exchange, the Optionee will become vested with the right to exercise one-sixth (1/6) of the option upon the conclusion of every three months subsequent to the date of the grant of the option, such that that Optionee will be vested with the right to exercise one hundred percent (100%) of his option upon the conclusion of 18 months from the date of the grant of the option. (By way of example, in the event that an Optionee did not exercise one-sixth (1/6) of his option at the conclusion of three months from the date of the grant of the option, he would be entitled to exercise one-third (1/3) of his option upon the conclusion of 6 months from the date of the grant of the option.); and

(b) an Optionee who is a Consultant conducting Investor Relations Activities who is granted an option under the Plan will become vested with the right to exercise one-quarter (1/4) of the option upon the conclusion of every 3 months subsequent to the date of the grant of the option, such that that Optionee will be vested with the right to exercise one hundred percent (100%) of his option upon the conclusion of 12 months from the date of the grant of the option. (By way of example, in the event that Optionee did not exercise one-quarter (1/4) of his option at the conclusion of 3 months from the date of the grant of the option, he would be entitled to exercise one-half (1/2) of his option upon the conclusion of 6 months from the date of the grant of the option.)

6.07 Right to Postpone Exercise

Each Optionee, upon becoming entitled to exercise the option in respect of any Optioned Shares in accordance with the Option Agreement, shall thereafter be entitled to exercise the option to purchase such Optioned Shares at any time prior to the expiration or other termination of the Option Agreement or the option rights granted thereunder in accordance with such agreement.

6.08 Exercise and Payment

Any option granted under the Plan may be exercised by an Optionee or, if applicable, the legal representatives of an Optionee, giving notice to the Corporation specifying the number of shares in respect of which such option is being exercised, accompanied by payment (by cash or certified cheque payable to the Corporation) of the entire exercise price (determined in accordance with the Option Agreement) for the number of shares specified in the notice, which payment will include the payment of any income taxes and any Canada Pension Plan deductions done on the taxable employment benefit received by the Optionee through such exercise. Upon any such exercise of an option by an Optionee the Corporation shall cause the transfer agent and registrar of shares of the Corporation to promptly deliver to such Optionee or the legal representatives of such Optionee, as the case may be, a share certificate in the name of such Optionee or the legal representatives of such Optionee, as the case may be, representing the number of shares specified in the notice.

6.09 Rights of Optionees

The Optionees shall have no rights whatsoever as shareholders in respect of any of the Optioned Shares (including, without limitation, voting rights or any right to receive dividends, warrants or rights under any rights offering) other than Optioned Shares in respect of which Optionees have exercised their option to purchase and which have been issued by the Corporation.

6.10 Third Party Offer

If at any time when an option granted under the Plan remains unexercised with respect to any common shares, an offer to purchase all of the common shares of the Corporation is made by a third party, the Corporation may upon giving each Optionee written notice to that effect, require the acceleration of the time for the exercise of the option rights granted under the Plan and of the time for the fulfilment of any conditions or restrictions on such exercise.

6.11 Alterations in Shares

In the event of a stock dividend, subdivision, redivision, consolidation, share reclassification (other than pursuant to the Plan), amalgamation, merger, corporate arrangement, reorganization, liquidation or the like of or by the Corporation, the Board of Directors may make such adjustment, if any, of the number of Optioned Shares, or of the exercise price, or both, as it shall deem appropriate to give proper effect to such event. If because of a proposed merger, amalgamation or other corporate arrangement or reorganization, the exchange or replacement of shares in the Corporation for those in another corporation is imminent, the Board of Directors may, in a fair and equitable manner, determine the manner in which all unexercised option rights granted under the Plan shall be treated including, for example, requiring the acceleration of the time for the exercise of such rights by the Optionees and of the time for the fulfilment of any conditions or restrictions on such exercise. All determinations of the Board of Directors under this section 6.11 shall be full and final.

6.12 Termination for Cause

Subject to section 6.13, if an Optionee ceases to be either a Director, Employee, Consultant or Management Company Employee of the Corporation or of any of its subsidiaries as a result of having been dismissed from any such position for cause, all unexercised option rights of that Optionee under the Plan shall immediately become terminated and shall lapse, notwithstanding the original term of the option granted to such Optionee under the Plan.

6.13 Termination Other Than For Cause

If an Optionee ceases to be either a Director, Employee, Consultant or Management Company Employee of the Corporation or any of its subsidiaries for any reason other than as a result of having been dismissed for cause as provided in section 6.12 or as a result of the Optionee's death, such Optionee shall have the right for a period of 90 days (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of ceasing to be either a Director, Employee, Consultant or Management Company Employee to exercise the option under the Plan with respect to all Optioned Shares of such Optionee to the extent they were exercisable on the date of ceasing to be either a Director, Employee, Consultant or Management Company Employee. Upon the expiration of such 90 day period all unexercised option rights of that Optionee shall immediately become terminated and shall lapse notwithstanding the original term of the option granted to such Optionee under the Plan.

If an Optionee engaged in providing Investor Relations Activities to the Corporation ceases to be employed in providing such Investor Relations Activities, such Optionee shall have the right for a period of 30 days (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of ceasing to provide such Investor Relations Activities to exercise the option under the Plan with respect to all Optioned Shares of such Optionee to the extent they were exercisable on the date of ceasing to provide such Investor Relations Activities. Upon the expiration of such 30 day period all unexercised option rights of that Optionee shall immediately become terminated and shall lapse notwithstanding the original term of the option granted to such Optionee under the Plan.

6.14 Deceased Optionee

In the event of the death of any Optionee, the legal representatives of the deceased Optionee shall have the right for a period of one year (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of death of the deceased Optionee to exercise the deceased Optionee's option with respect to all of the Optioned Shares of the deceased Optionee to the extent they were exercisable on the date of death. Upon the expiration of such period all unexercised option rights of the deceased Optionee shall immediately become terminated and shall lapse notwithstanding the original term of the option granted to the deceased Optionee under the Plan.

7. Amendment and Discontinuance of Plan

Subject to the acceptance of the exchanges, the Board of Directors may from time to time amend or revise the terms of the Plan or may discontinue the Plan at any time, provided that no such action may in any manner adversely affect the rights under any options earlier granted to an Optionee under the Plan without the consent of that Optionee.

8. No Further Rights

Nothing contained in the Plan nor in any option granted hereunder shall give any Optionee or any other person any interest or title in or to any shares of the Corporation or any rights as a shareholder of the Corporation or any other legal or equitable right against the Corporation whatsoever other than as set forth in the Plan and pursuant to the exercise of any option, nor shall it confer upon the Optionees any right to continue as a Director, Employee or Consultant of the Corporation or of any of its subsidiaries.

9. Compliance with Laws

The obligations of the Corporation to sell shares and deliver share certificates under the Plan are subject to such compliance by the Corporation and the Optionees as the Corporation deems necessary or advisable with all applicable corporate and securities laws, rules and regulations.

SCHEDULE "A"

TOSCA MINING CORP.
INCENTIVE STOCK OPTION PLAN

OPTION AGREEMENT

This Option Agreement is entered into between **Tosca Mining Corp.** (the "Company") and the Optionee named below pursuant to the Incentive Stock Option Plan (the "Plan"), and confirms that:

1. on ♦;

2. ♦ (the "Optionee");

3. was granted an option (the "Option") to purchase **«Options»** common shares (the "Optioned Shares") of the Company;

4. for the price of **$♦** per Optioned Share;

5. exercisable from time to time up to but not after ♦ **♦, ♦**, subject to potential extension pursuant to the provisions of subsection 6.04(b) of the Plan and subject to the Vesting Schedule contained in section 6.06 of the Plan, if applicable, or to such other Vesting Schedule as may be determined by the Company's Board of Directors pursuant to the provisions of subsection 6.06(a)(i) of the Plan, as follows:

   - the Optionee will be vested with the right to exercise the Option as follows:

     ♦; **provided that, in the event the Optionee exercises all or any portion of the Option within four (4) months and one (1) day from the date of this Option Agreement, the Optioned Shares to be issued as a result of such exercise will be endorsed with a legend, restricting transfer until the date that is four (4) months and one (1) day from the date of this Option Agreement;**

all on the terms and subject to the conditions set out in the Plan.

Collection of Personal Information. The Optionee acknowledges and consents to the fact that the Company is collecting the Optionee's personal information for the purpose of filing this Option Agreement. The Optionee further acknowledges and consents to the fact that the Company may be required by the applicable Securities Laws to provide the Securities Regulatory Authorities with any personal information provided by the Optionee, according to the requirements of the applicable Securities Laws.

By signing this Option Agreement, the Optionee acknowledges that the Optionee has read and understands the Plan and agrees to the terms and conditions of the Plan and this Option Agreement.

By signing this Option Agreement, the Optionee also acknowledges that, as a result of certain policy changes in Canada's Federal Budget introduced on March 4, 2010, effective January 1, 2011, upon the exercise of all or any portion of the Option, the Optionee will be required to provide the Company with a payment equal to the income taxes due on the taxable employment benefit to be received by the Optionee through such exercise.

IN WITNESS WHEREOF the parties hereto have executed this Option Agreement as of the ♦ day of **♦, ♦.**

TOSCA MINING CORP.

Per: ______________________________
Authorized Signatory

____
♦
(the Optionee)

APPENDIX C: STATEMENT OF EXECUTIVE COMPENSATION

The Company does not have a formal compensation program. The Board relies on the recommendations of and the experience of the Directors to ensure that total compensation paid to the Company's management is fair and reasonable.

The Company's compensation policies and programs are designed to be competitive with similar junior mineral exploration companies and to recognize and reward executive performance consistent with the success of the Company. These policies and programs are intended to attract and retain capable and experienced people. The Board's role and philosophy is to ensure that the Company's goals and objectives, as applied to the actual compensation paid to the Company's President and Chief Executive Officer and other executive officers, are aligned with the Company's overall business objectives and with shareholder interests.

In addition to informal industry comparable from publicly available information, the Board considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its stockholders, overall financial and operating performance of the Company, and the Board's assessment of each executive's individual performance and contribution toward meeting corporate objectives. Performance is also recognized through the Company's incentive option plan.

Elements of the Compensation Program for Fiscal Year 2014

The total compensation plans for the NEOs is comprised of two components: base salary or consulting fees and stock options. There is no policy or target regarding cash and non-cash elements of the Company's compensation program. The Board will annually review the total compensation of the Company's executives on an individual basis, against the backdrop of the compensation goals and objectives described above and make recommendations to the Board of Directors concerning the individual components of the executives' compensation. The Company does not currently provide the NEOs with personal benefits nor does the Company provide any additional compensation to the NEOs for serving as directors or as members of other Committees.

Base Salary and/or Consulting Fees

As a junior exploration resource company with no ongoing cash flow or revenues from production, the Company establishes salaries to its executive officers at a minimal level, in keeping with the Company's available resources. As a general rule for establishing base salaries or consulting fees, the Compensation Committee reviews competitive market data for each of the executive positions and determines placement at an appropriate level within a range. Compensation levels are typically negotiated with the candidate for the position prior to his or her selection as an executive officer or consultant. Salaries or consulting fees for the executive officers are reviewed annually to reflect external factors such as inflation as well as the overall corporate performance and the results of internal performance reviews.

Stock Options

The Company has a Stock Option Plan (the "Plan") in place for the granting of stock options to the directors, officers, employees and consultants of the Company. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating such persons and to closely align the personal interest of such persons to that of the Company's shareholders, having regard to the fact that the Company has no ongoing cash flow or revenue from production and, as a result, there are limited funds available for the payment of salaries or consulting fees. The allocation of options under the Company's Stock Option Plan is determined by the Compensation Committee which, in determining such allocations, considers such factors as previous grants to individuals, overall Company performance, share price, the role and performance of the individual in question, the amount of time directed to the Company's affairs and time expended for serving on the Company's committees.

Summary Compensation Table

Ron Shenton the Company's President and Brian Roberts, the Company's CFO and Secretary for the period ended

November 30, 2014, are the NEOs for the purposes of the following disclosure. In addition, Dr. Sadek El-Alfy had the role of Chairman and CEO during a portion of the fiscal year and his figures are also included. The compensation for the NEOs, directly or indirectly, for the Company's three most recently completed financial year is as follows:

Name and Principal Position (a)	**Year (b)**	**Salary ($) (c)**	**Share based awards ($) (d)**	**Option -based awards ($) (e)**	**Non-equity incentive plan compensation $ (f)**		**Pension value ($) (g)**	**All other compensation ($) (h)**	**Total compensation ($) (i)**
					Annual incentive plans (f1)	**Long-term incentive plans (f2)**			
Ron Shenton President, Director [2]	**November 30, 2014**	**Nil**	**Nil**	**$6,036**	**Nil**	**Nil**	**Nil**	**51,000 [4]**	**57,036**
	November 30, 2013	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**73,500 [4]**	**73,500**
	November 30, 2012	**Nil**	**Nil**	**5,023 [5]**	**Nil**	**Nil**	**Nil**	**125,000 [4]**	**130,023**
Dr. Sadek el-Alfy, Chairman, Chief Executive Officer [1]	**November 30, 2014**	**Nil**	**Nil**	**$4,829**	**Nil**	**Nil**	**Nil**	**Nil**	**4,829**
	November 30, 2013	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**9081.60 [4]**	**9081.60**
	November 30, 2012	**Nil**	**Nil**	**$5,023 [5]**	**Nil**	**Nil**	**Nil**	**205,016 [4]**	**210,033**
Brian Roberts Chief Financial Officer, Secretary, Director [3]	**November 30, 2014**	**Nil**	**Nil**	**$6,036**	**Nil**	**Nil**	**Nil**	**46,000 [4]**	**52,036**
	November 30, 2013	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**66,000 [4]**	**66,000**
	November 30, 2012	**Nil**	**Nil**	**6,458 [5]**	**Nil**	**Nil**	**Nil**	**86,000 [4]**	**92,458**

(1) Dr. Sadek el-Alfy was appointed Chairman and Chief Executive Officer of the Company effective March 3, 2011.

(2) Ron Shenton was appointed President of the Company effective December 1, 2009 and resigned as Chairman, CEO effective March 3, 2011.

(3) Brian Roberts was appointed interim Chief Financial Officer of the Company effective September 22, 2009 and his appointment was formalized December 1, 2009.

(4) Consulting fees paid to a holding company controlled by the NEO.

(5) The figures thus shown are based on the fair value estimated at the date of Option Grant using the Black-Scholes pricing model under the following assumptions: (i) risk free interest rate of 2.48%; (ii) dividend yields of Nil; (iii)expected life of four point three (4.3) years; (iv)expected volatility is 97%. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology. **Note that there was no cash compensation actually paid to any of the NEOs disclosed in the above table in connection with the granting of the incentive stock options in respect of which these "option-based awards" were calculated.**

Other Compensation

The Company does not provide any pension, retirement plan or other remuneration for its Directors or Officers that constitutes an expense to the Company, nor are there any plans or arrangements in respect of compensation received or that may be received by NEO's in the Company's most recently completed or current financial year to compensate such officers in the event of the termination of employment or a change in control of the Company.

Incentive Plan Awards

The Company has in place a Stock Option Plan for the purpose of attracting and motivating Directors, Officers, Employees and Consultants of the Company and advancing the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted under the Plan to purchase shares of the Company.

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The following table discloses the particulars of all awards for each NEO outstanding at the end of the Company's financial year ended **November 30, 2014**, including awards granted before this most recently completed financial year:

	Option-based Awards				**Share-based Awards**	
Name (a)	**Number of securities underlying unexercised options (#)** (b)	**Option exercise price ($)** (c)	**Option expiration date** (d)	**Value of unexercised in-the-money options ($)** [1] (e)	**Number of shares or units of shares that have not vested (#)** (f)	**Market or payout value of share-based awards that have not vested ($)** (g)
Sadek el-Alfy	25,000	.32	Jan 2,2019	NA	NA	NA
Ron Shenton	31,250	.32	Jan 2, 2019	N/A	N/A	N/A
Brian Roberts	31,250	.32	Jan 2, 2019	NA	NA	NA

(1) "In-the-money options" means the excess of the market value of the Company's shares on November 30, 2014 over the exercise price of the options. The last trading price of the Company's shares at its fiscal year ended November 30, 2014 was $0.06.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the financial year ended **November 30, 2014**:

Name (a)	**Option-based awards – Value vested during the year ($)** (b)	**Share-based awards – Value vested during the year ($)** (c)	**Non-equity incentive plan compensation – Value earned during the year ($)** (d)
Sadek el-Alfy	Nil	Nil	Nil
Ron Shenton	Nil	Nil	Nil
Brian Roberts	Nil	Nil	Nil

OPTION REPRICINGS

There were no re-pricings of Stock Options under the Stock Option Plan or otherwise during the Company's completed financial year ended **November 30, 2014**.

Pension Plan Benefits

The Company has no pension plans that provide for payments or benefits to any NEO at, following or in connection with retirement.
The Company also does not have any deferred compensation plans relating to any NEO.

Termination and Change of Control Benefits

Other than as disclosed herein, the Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company. The Company is not party to any compensation plan or arrangement with an NEO resulting from the resignation, retirement or termination of employment of any such person.
There are no compensatory plans or arrangements between the Company and an NEO with respect to the resignation, retirement or other termination of employment of the NEO, a change of control of the Company or a change in the NEO's responsibilities following a change of control of the Company involving an amount, including all periodic payments or instalments, exceeding $100,000.

Director Compensation

The Company has no pension plan or other arrangement for non-cash compensation for its directors who are not NEOs, except incentive stock options. The following table discloses the particulars of all awards for its directors who are not NEOs, outstanding at the end of the Company's financial year ended November 30, 2014, including awards granted before this most recently completed financial year.

	Option-based Awards				**Share-based Awards**		
Name **(a)**	**Number of securities underlying unexercised options (#)** **(b)**	**Option exercise price ($)** **(c)**	**Option expiration date** **(d)**	**Value of unexercised in-the-money options ($)** [1] **(e)**	**Number of shares or units of shares that have not vested (#)** **(f)**	**Market or payout value of share-based awards that have not vested ($)** **(g)**	**Market or payout value of vested share-based awards not paid out or distributed ($)** **(h)**
Luca Riccio	28,750	.32	Jan 2, 2019	Nil	Nil	Nil	Nil
Jonathan George	50,000	.32	Jan 2, 2019	Nil	Nil	Nil	Nil

(1) "In-the-money options" means the excess of the market value of the Company's shares on November 30, 2013 over the exercise price of the options. The last trading price of the Company's shares at its fiscal year ended November 30, 2014 was $0.06.

The following table discloses all amounts of compensation provided by the Company to its directors who are not NEOs for the financial year ended November 30, 2014.

Name (a)	Fees earned ($) (b)	Share-based awards ($) (c)[1]	Option-based awards ($) (d)	Non-equity incentive plan compensation ($) (e)	Pension value ($) (f)	All other compensation ($) (g)	Total ($) (h)
Luca Riccio	5,000[2].	Nil	5,553(1)	Nil	Nil	Nil	10,553
Jonathan George	24,575(2)	Nil	9,657(1)	Nil	Nil	Nil	34,232

(1) The figures thus shown are based on the fair value estimated at the date of option grant using the Black-Scholes pricing model under the following assumptions: (1) risk free interest rate of 2.48% (ii) dividend yields of nil; (iii) expected life of four point three (4.3) years; (iv) expected volatility is 97%. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.

(2) Represents fees paid to Mr. Riccio and Mr. George in their capacity as consulting engineers.

Other than as set forth in the foregoing, no director of the Company who is not an NEO has received, during the most recently completed financial year, compensation pursuant to:

(a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;

(b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors; or

(c) any arrangement for the compensation of directors for services as consultants or experts.

APPENDIX D: FINANCIAL STATEMENTS FOR THE YEAR PERIOD ENDED NOVEMBER 30,2014

Tosca Resources Corp.

Consolidated Financial Statements

Year Ended November 30, 2014

Expressed in Canadian Dollars

Tosca Resources Corp.
Consolidated statements of financial position
(Expressed in Canadian dollars)

As at	Notes	November 30, 2014	November 30, 2013
ASSETS			
Current assets			
Cash		$ 18,856	$ 52,124
Receivables	4	-	4,132
Prepaid expenses		4,064	6,598
		22,920	62,854
Non-current assets			
Equipment	5	2,309	3,082
Exploration and evaluation assets	6	263,039	14,000
		265,348	17,082
TOTAL ASSETS		**$ 288,268**	**$ 79,936**
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7	$ 81,096	$ 47,751
SHAREHOLDERS' EQUITY			
Share capital	8	7,283,424	7,128,790
Subscriptions received in advance		-	20,000
Share-based payment reserve	9	1,607,355	1,266,990
Deficit		(8,683,607)	(8,383,595)
TOTAL EQUITY		**207,172**	**32,185**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 288,268**	**$ 79,936**

Nature and continuance of operations and going concern (Note 1)
Subsequent events (Note 14)

Approved and authorized by the Board on February 2, 2015

Director *"Ron Shenton"* **Director** *"Brian Roberts"*

Tosca Resources Corp.
Consolidated statements of loss and comprehensive loss
(Expressed in Canadian dollars)

	Notes	Years Ended November 30, 2014	Years Ended November 30, 2013
Expenses			
Amortization	5	$ 773	$ 1,117
Consulting		38,384	42,517
Investor relations		5,476	19,350
Legal and audit		28,020	64,353
Management fees		92,000	167,957
Office and general		23,683	34,336
Stock-based compensation	8	59,031	-
Transfer agent and filing fees		21,564	21,772
Travel and promotion		30,484	6,738
		299,415	358,140
Other items			
Interest income		-	(4)
Write off of mineral and exploration assets	6	-	67,851
Loss on sale of asset	5	-	314
Foreign exchange (gain) loss		597	(2,009)
		597	66,152
Loss and comprehensive loss for the year		**$ 300,012**	**$ 424,292**
Loss per share – basic and diluted		**$ (0.07)**	**$ (0.16)**
Weighted average number of common shares outstanding		**4,599,819**	**2,749,976**

(Expressed in Canadian dollars)

	Notes	Share capital		Share-based payment reserve	Subscriptions received in advance	Deficit	Total
		Number of shares	Amount				
Balance at November 30, 2012	13	**2,324,,031**	**$ 6,873,953**	**$ 1,195,790**	**$ -**	**$ (7,959,303)**	**$ 110,440**
Comprehensive loss:							
Loss for the year		-	-	-	-	(424,292)	(424,292)
Transactions with owners, in their capacity as owners, and other transfers:							
Shares issued for cash – private placement		445,000	356,000	-	20,000	-	376,000
Fair value of warrants		-	(71,200)	71,200	-	-	-
Shares issued for property interest		37,500	9,000	-	-	-	9,000
Share issue costs		-	(38,963)	-	-	-	(38,963)
Total transactions with owners and other transfers		482,500	254,837	71,200	-	-	346,037
Balance at November 30, 2013		**2,806,531**	**$ 7,128,790**	**$ 1,266,990**	**$ 20,000**	**$ (8,383,595)**	**$ 32,185**
Comprehensive loss:							
Loss for the year		-	-	-	-	(300,012)	(300,012)
Transactions with owners, in their capacity as owners, and other transfers:							
Shares issued for cash – private placement		2,165,625	460,750	-	(20,000)	-	440,750
Fair value of warrants		-	(281,334)	281,334	-	-	-
Share issue costs		-	(24,782)	-	-	-	(24,782)
Stock-based compensation		-	-	59,031	-	-	59,031
Total transactions with owners and other transfers		2,165,625	154,634	340,365	(20,000)	-	474,999
Balance at November 30, 2014		**4,972,156**	**$ 7,283,424**	**$ 1,607,355**	**$ -**	**$ (8,683,607)**	**$ 207,172**

Tosca Resources Corp.
Consolidated statements of cash flows
(Expressed in Canadian dollars)

	Years Ended	
	November 30, 2014	November 30, 2013
Operating activities		
Comprehensive loss for the year	$ (300,012)	$ (424,292)
Adjustments for non-cash items:		
Amortization	773	1,117
Stock-based compensation	59,031	-
Write off mineral and exploration assets	-	67,851
Loss on sale of asset	-	314
Changes in non-cash working capital items:		
Receivables	4,132	7,877
Prepaid expenses	2,534	19,215
Accounts payable and accrued liabilities	33,345	17,765
Net cash flows used in operating activities	(200,197)	(310,153)
Investing activities		
Expenditures on exploration and evaluation assets	(249,039)	(74,770)
Expenditures on property, plant and equipment	-	-
Net cash flows used in investing activities	(249,039)	(74,770)
Financing activities		
Proceeds on issuance of common shares	460,750	356,000
Share issuance costs	(24,782)	(38,963)
Subscriptions received in advance	(20,000)	20,000
Net cash flows from financing activities	415,968	337,037
Changes in cash during the year	(33,268)	(47,886)
Cash, beginning	52,124	100,010
Cash, ending	**$ 18,856**	**$ 52,124**

Supplemental disclosure with respect to cash flows:

Significant non-cash transactions during fiscal 2014 included:

a) the issuance of Nil (2013 - 37,500) common shares valued at Nil (2013 - $9,000) for exploration and evaluation assets.

b) the issuance of 2,238,563 (2013 - 445,000) warrants valued at $272,917 (2013 - $71,200) as part of a private placement.

c) the exchange of $Nil (2013 - $3,681) in equipment for services realized through write off of mineral exploration assets.

1. Nature and continuance of operations and going concern

Tosca Resources Corp. is a publicly listed exploration company incorporated in Canada under the *British Columbia Corporations Act* on May 12, 2006. The Company together with its subsidiary, Red Hills Mining Corp. (collectively referred to as the "Company") is principally engaged in acquisition and exploration of resource properties. The Company trades on the TSX Venture Exchange under the symbol TSQ. Refer to Note 2, Consolidation.

The head office, principal address and records office of the Company are located at 409 Granville Street, Suite 401, Vancouver, British Columbia, Canada, V6C 1T2.

These consolidated financial statements have been prepared on the assumption that the Company and its subsidiary will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company's continuation as a going concern is dependent upon the successful results from mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These material uncertainties may cast significant doubt about the ability of the Company to continue as a going concern. Management intends to finance operating costs over the next twelve months using the existing cash , exercise of stock options and/or private placement of common shares.

2. Significant accounting policies and basis of preparation

Statement of compliance

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

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 October 9, 2014, the Company consolidated its common shares on a 4:1 basis, the current issued and outstanding common shares is 4,972,156. All stock options, share purchase warrants and loss per share in current and previous accounting periods have been adjusted retroactively 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. On April 23, 2014, the Company filed a Certificate of Termination for Red Hills Mining, LLC with the State of Texas which effectively cancels its incorporation.

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

Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

2. Significant accounting policies and basis of preparation (cont'd)

Significant accounting judgments, estimates and assumptions (cont'd)

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to:

The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project.

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes. With respect to the recognition of deferred tax assets, the Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

Stock-based compensation is subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected share price volatility. Because the Company's warrants have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

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.

2. Significant accounting policies and basis of preparation (cont'd)

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.

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

2. Significant accounting policies and basis of preparation (cont'd)

Financial instruments (cont'd)

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of loss and comprehensive loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of loss and comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of statement of loss and comprehensive loss.

Other financial liabilities: This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

The Company has implemented the following classifications for its financial instruments:

a) Cash has been classified as fair value through profit or loss.

b) Receivables have been classified as loans and receivables and measured at amortized cost.

c) Accounts payable and accrued liabilities have been classified as other financial liabilities and are measured at amortized cost.

2. Significant accounting policies and basis of preparation (cont'd)

Financial instruments (cont'd)

Financial liabilities (cont'd)

Disclosures are required about the inputs used in making fair value measurements, including their classification within a hierarchy that prioritizes their significance. 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; Level 3 – Inputs that are not based on observable market data.

See Note 12 for relevant disclosures.

Impairment of assets

The carrying amount of the Company's long-lived assets (which include equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are included in the determination of net loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount; however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Income taxes

<u>*Current income tax:*</u>

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.

2. Significant accounting policies and basis of preparation (cont'd)

Income taxes (cont'd)

<u>*Deferred tax:*</u>

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.

Flow-through shares:

Any premium received by the Company on the issuance of flow-through shares is initially recorded as a liability ("flow-through tax liability") and included in accounts payable and accrued liabilities. Upon renouncement by the Company of the tax benefits associated with the related expenditures, a deferred tax liability is recognized and the flow-through tax liability will be reversed. To the extent that suitable deferred tax assets are available, the Company will reduce the deferred tax liability and record a deferred tax recovery.

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.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of rehabilitation projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

At November 20, 2014 and November 30, 2013, the Company had no material rehabilitation and environmental obligations.

2. Significant accounting policies and basis of preparation (cont'd)

Equipment

Equipment is stated at historical cost less accumulated amortization and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of loss and comprehensive loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss.

Amortization is calculated on a declining balance method to write off the cost of the assets to their residual values over their estimated useful lives. The amortization rates applicable to each category of equipment are as follows:

Class of equipment	Amortization rate
Computer equipment	30% declining balance
Office equipment	20% declining balance

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

2. Significant accounting policies and basis of preparation (cont'd)

Net loss per share

Basic loss per share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the period. Dilutive earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. In periods where a net loss is incurred, potentially dilutive common shares are excluded from the loss per share calculation as the effect would be anti-dilutive and basic and diluted loss per common share is the same. In a profit year, under the treasury stock method, the weighted average number of common shares outstanding used for the calculation of diluted earnings per share assumes that the proceeds to be received on the exercise of dilutive stock options and warrants are used to repurchase common shares at the average price during the year.

3. New Accounting Standards Adopted

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".

3. New Accounting Standards Adopted (cont'd)

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.

Amended Standard IAS 1 "Presentation of Financial Statements"

This standard provides extensive guidance on determining fair value for measurement or disclosure purposes.

IAS 27 - Separate Financial Statements

IAS 27 contains accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. IAS 27 requires an entity preparing separate financial statements to account for those investments at cost or in accordance with IFRS 9.

(Expressed in Canadian dollars)

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".

New standards, interpretations and amendments not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective as of November 30, 2014 and have not been applied in preparing these financial statements.

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company will adopt this standard effective September 1, 2018.

4. Receivables

	November 30, 2014	November 30, 2013
Recoverable taxes	$ -	$ 4,132
	$ -	$ 4,132

5. Equipment

	Motor vehicles	Computer equipment	Office equipment	Total
Cost:				
At November 30, 2012	$ 8,410	$ 4,610	$ 3,546	$ 16,566
Additions	(8,410)	1,292	-	1,292
At November 30, 2013	-	4,610	3,546	8,156
Disposal	-	-	-	-
At November 30, 2014	-	4,610	3,546	8,156
Depreciation:				
At November 30, 2012	4,415	2,305	1,652	8,372

(Expressed in Canadian dollars)

Disposal	(4,415)	-	-	(4,415)
Charge for the year	-	738	379	1,117
At November 30, 2013	-	3,043	2,031	5,074
Charge for the period	-	470	303	773
At November 30, 2014	-	3,513	2,334	5,847
Net book value:				
At November 30, 2013	-	1,567	1,515	3,082
At November 30, 2014	**$ -**	**$ 1,097**	**$ 1,212**	**$ 2,309**

During the year ended November 30, 2013, the Company recognized a loss on the sale of an asset of $314, when a vehicle with a net book value of $3,995 was exchanged for services valued at $3,681.

6. Exploration and evaluation assets

Carol Copper Project, Sonora, Mexico

On November 6, 2013 the Company entered into an option agreement with Alta Vista Ventures Ltd., to acquire a 100% interest in the Carol Copper Project, Sonora, Mexico. The Carol Copper Project consists of approximately 756 hectares.

To earn 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 valued at $9,000. There is an underlying 3% NSR on the property that can be purchased from the original Mexican owner for US$750,000.

6. Exploration and evaluation assets (cont'd)

Carol Copper Project, Sonora, Mexico (cont'd)

The composition of accumulated exploration and evaluation assets are:

	November 30, 2014	**November 30, 2013**
Acquisition costs	$ 14,000	$ 14,000
Annual taxes	8,106	-
Assays	16,635	-
Drilling	148,116	-
Geological services	63,617	-
Transportation	12,565	-
	$ 263,039	$ 14,000

Red Hills, Texas, USA

During the year ended November 30, 2011, the Company signed an option to purchase 100% interest in the Red Hills advanced stage moly-copper project located in Presidio County, Texas.The property is subject to a 2% NSR. In addition there is a 1% NSR on any contiguous claims acquired by the Company.

(Expressed in Canadian dollars)

The agreement involved cash payments to the vendors in the amount of USD $10,900,000, and the issuance of 525,000 common shares over a five year period.

In addition, there was an annual sublease of USD $175,000 for a period of five years.

During 2012, the Company re-negotiated its 5 year option agreement to purchase the Red Hills project. Under the renegotiated terms, Tosca reduced its annual option payment to the vendors down from $800,000 USD to $300,000 USD in 2012 and each of the subsequent two years. This deferred$1,500,000 USD in payments until May 1, 2015 or a production decision whichever came first, and would trigger a final payment of $2,400,000 USD. As part of the new terms, Tosca agreed to increase the number of shares issued to the vendors from 525,000 to 700,000 over the length of the option agreement in annual increments of 150,000 shares.

On January 28, 2013, this option was cancelled, and as a result the Company wrote off $4,204,974 in exploration and evaluation assets for the year ended November 30, 2012. During fiscal 2013, the Company incurred and wrote off additional costs of $67,851 related to the property. On April 23, 2014, the Company filed a Certificate of Termination for Red Hills Mining, LLC with the State of Texas which effectively cancels its incorporation.

7. Accounts payable and accrued liabilities

	November 30, 2014	November 30, 2013
Accounts payable	$ 81,096	$ 24,251
Accrued liabilities	-	23,500
	$ 81,096	$ 47,751

8. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

At November 30, 2014 there were 4,972,156 issued and fully paid common shares (November 30, 2013 – 2,806,531).

Share issuances for the year ending November 30, 2014

During the three months ended February 28, 2014 the Company issued 1,475,000 units at $0.20 per unit for gross proceeds of $295,000. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.30 per share for year one and $0.40 per share for the second year. The warrants were valued using the residual valuation method at $167,543. In connection with the closing of this private placement, the Company paid share issuance costs of $6,950 in cash and issued 245,000 broker warrants with a fair value of $6,634.

During the three months ended May 31, 2014 the Company issued 690,625 units at $0.24 per unit for gross proceeds of $165,750. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.32 per share for year one and $0.40 per share for the second year. The warrants were valued using the residual valuation method at $105,374. In connection with the closing of this private placement, the Company paid share issuance costs of $11,399 in cash and issued 46,750 broker warrants with a fair value of $1,783.

(Expressed in Canadian dollars)

Share issuances for the year ending November 30, 2013

On November 20, 2013, the Company issued 37,500 common shares to Alta Vista Ventures Ltd. as part of the option to acquire 100% interest in the Carol Copper Project located in Sonora, Mexico. These shares had a fair value of $9,000 which have been charged to acquisition costs which are part of the Company's Exploration and Evaluation Assets.

During the year ended November 30, 2013, the Company issued 445,000 units at $0.80 per unit for gross proceeds of $356,000. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $1.60 per share for year one and $2.24 per share for the second year. The warrants were valued using the residual valuation method at $71,200. In connection with the closing of this private placement, the Company paid share issuance costs of $38,963 in cash.

8. Share capital (cont'd)

Stock options

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the Company's issued and outstanding common shares. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any one optionee will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all investor relations and technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position.

If no vesting schedule is specified at the time of grant, the options will vest 25% each anniversary of the date of grant.

During the year ended November 30, 2014 the Company granted 297,500 stock options to directors, officers and consultants for a period of five years at an exercise price of $0.32.

The changes in stock options during the years ended November 30, 2014 and November 30, 2013 are as follows:

	November 30, 2014		November 30, 2013	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning of year	8,000	$ 3.68	191,437	$ 2.88
Options granted	297,500	0.32	-	-

(Expressed in Canadian dollars)

Options expired	-		-	(81,250)		1.60
Options forfeited	-		-	(102,187)		3.88
Options outstanding, end of year	305,500	$	0.41	8,000	$	3.68
Options exercisable, end of year	305,500	$	0.41	8,000	$	3.68

Details of options outstanding as at November 30, 2014 are as follows:

Weighted average exercise price	Weighted average contractual life	Number of options outstanding	Expiry Dates
$3.68	2.24 years	8,000	February 24, 2017
$0.32	4.09 years	222,500	January 2, 2019
$0.32	4.21 years	50,000	February 12, 2019
$0.32	4.21 years	25,000	February 14, 2019
$0.41		305,500	

8. **Share capital** (cont'd)

Stock options (cont'd)

The weighted average grant date fair value of options granted during the year ended November 30, 2014 was $59,031 (year ended November 30, 2013 - $Nil). The fair value was determined using the Black-Scholes option pricing model using the following weighted average assumptions:

	Year ended November 30, 2014	Year ended November 30, 2013
Expected life of options	5 years	-
Annualized volatility	119 - 189%	-
Risk-free interest rate	1.07% - 1.67%	-
Dividend rate	0%	-
Forfeiture rate	0%	-

Share purchase warrants

The changes in share purchase warrants during the years ended November 30, 2014 and the year ended November 30, 2013 are as follows:

	November 30, 2014			November 30, 2013		
	Number of warrants		Weighted average exercise price	Number of warrants		Weighted average exercise price
Outstanding, beginning of period	445,000	$	2.24	-	$	-
Issued	2,238,563		0.30	445,000		1.60
Exercised	-		-	-		-
Expired	-		-	-		-
Outstanding, end of period	2,683,563	$	0.62	445,000	$	1.60

(Expressed in Canadian dollars)

Details of share purchase warrants outstanding as at November 30, 2014 are as follows:

Weighted average exercise price	Weighted average contractual life	Number of warrants outstanding	Expiry Dates
$2.24	0.05 years	445,000	December 19, 2014
$0.30 (a)	1.05 years	1,386,250	December 17, 2015
$0.30 (b)	1.09 years	150,000	January 2, 2016
$0.30 (c)	1.43 years	702,313	May 6, 2016
$0.62		2,683,563	

(a) On December 18, 2014, the exercise price increases to $0.40.
(b) On January 3, 2015, the exercise price increases to $0.40.
(c) On May 7, 2015, the exercise price increases to $0.40.

9. Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and the fair and intrinsic value recorded for warrants issued until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

Refer to the Consolidated statement of changes in shareholders' equity on page 4.

10. Related party balances and transactions

Related party balances

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

	November 30, 2014	November 30, 2013
Companies controlled by directors of the Company	$ 26,250	$ -

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, 2014	November 30, 2013
Deferred exploration costs	$ 32,200	$ 24,949
Management fees	97,000	167,957
Rent	6,250	5,000
Share-based compensation	21,729	-
	$ 157,179	$ 197,906

11. Income Taxes

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	2014	2013
Loss before income taxes	$ (300,012)	$ (424,292)

(Expressed in Canadian dollars)

	2014	2013
Expected income tax recovery	$ 128,000	$ 107,000
Permanent differences and other items	(128,000)	(107,000)
Unrecognized benefit of non-capital losses	-	-
Net income tax recovery	$ -	$ -

The significant components of the Company's deferred tax assets are as follows:

	2014	2013
Deferred tax assets:		
Non-capital loss carry forwards	$ 922,000	$ 851,000
Equipment	2,000	1,000
Financing costs	35,000	65,000
Mineral property interest	1,170,000	972,000
Unrecognized deferred tax assets	$ 2,129,000	$ 1,889,000

11. Income Taxes (cont'd)

The Company has non-capital losses carried forward for income tax purposes of approximately $3,500,000 which can be applied against future years' taxable income. These losses will expire through to 2034. Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements.

12. Financial risk management

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, 2014, the Company had a cash balance of $18,856 (November 30, 2013 - $52,124) to settle current liabilities of $81,096 (November 30, 2013 - $47,751) leaving a shortfall of $62,240, please refer to Note 14. 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.

(Expressed in Canadian dollars)

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, 2014 and November 30, 2013, 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, 2014 and November 30, 2013.

12. Financial risk management (cont'd)

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 year ended November 30, 2014.

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

13. Segmented information

Operating segments

The Company operates in a single reportable operating segment – the acquisition and exploration of mineral properties.

Geographic segments

For the year ended November 30, 2014, the Company's assets are located in the following geographical segments:

	Mexico	Canada	Total
Equipment	$ -	$ 2,309	$ 2,309
Exploration and evaluation assets	263,039	-	263,039
	$ 263,039	$ 2,309	$ 265,348

(Expressed in Canadian dollars)

For the year ended November 30, 2013, the Company's assets are located in the following geographical segments:

		Mexico		Canada		Total
Equipment	$	-	$	3,082	$	3,082
Exploration and evaluation assets		14,000		-		14,000
	$	14,000	$	3,082	$	17,082

14. Subsequent events

Subsequent to November 30, 2014, the Company completed a $165,500 non-brokered private placement by issuing 3,310,000 units at a price of $0.05 per unit. Each unit consists of one common share and one half share purchase warrant exercisable, each full warrant is exercisable into one common share at $0.10 for a period of one year.