

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

**1. Name and Address of Company**

**Tosca Resources Corp.** (the "Company" or "Infinity")  
401 – 409 Granville Street  
Vancouver, British Columbia  
V6C 1T2 Canada

**2. Date of Material Change**

February 17, 2015

**3. News Release**

Pursuant to section 7.1 of National Instrument 51-102, the news release was disseminated by Filing Services Canada on February 17, 2015.

**4. Summary of Material Change**

The Company announces that the Company intends to delist its common shares from the TSX Venture Exchange (the "TSXV") and thereafter list its common shares on the Canadian Securities Exchange. To ensure continued and seamless trading for the Company's shareholders, the Company anticipates its common shares will be delisted from the TSXV at the close of trading on Tuesday, February 17, 2015, and will commence trading on the CSE at market open on Wednesday February 18, 2015 (the "CSE Listing Date"). The Company's trading symbol "TSQ" will remain the same.

**5. Full Description of Material Change**

Please see attached news release February 17, 2015.

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

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officers**

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

**9. Date of Report**

February 17, 2015

For Immediate Release  
2015

February 17,

TSX.V: TSQ

604-687-6562

[www.toscaresources.com](http://www.toscaresources.com)

## **Tosca Resources Corp's Shares to be Listed on the CSE Effective February 18, 2015**

VANCOUVER, BRITISH COLUMBIA- - February 17, 2015 – Tosca Resources Corp (TSXV: TSQ), (the "Company"), announces that the Company intends to delist its common shares from the TSX Venture Exchange (the "TSXV") and thereafter list its common shares on the Canadian Securities Exchange. To ensure continued and seamless trading for the Company's shareholders, the Company anticipates its common shares will be delisted from the TSXV at the close of trading on Tuesday, February 17, 2015, and will commence trading on the CSE at market open on Wednesday February 18, 2015 (the "CSE Listing Date"). The Company's trading symbol "TSQ" will remain the same.

On behalf of the Board of Directors

*/R/ Shenton*

Ron Shenton  
President and CEO

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release... Note: this release contains forward-looking statements that involve risks and uncertainties. These statements may differ materially from actual future events or results and are based on current expectations or beliefs. For this purpose, statements of historical fact may be deemed to be forward-looking statements. In addition, forward-looking statements include statements in which the Company uses words such as "continue", "efforts", "expect", "believe", "anticipate", "confident", "intend", "strategy", "plan", "will", "estimate", "project", "goal", "target", "prospects", "optimistic" or similar expressions. These statements by their nature involve risks and uncertainties, and actual results may differ materially depending on a variety of important factors, including, among others, the Company's ability and continuation of efforts to timely and completely make available adequate current public information, additional or different regulatory and legal requirements and restrictions that may be imposed, and other factors as may be discussed in the documents filed by the Company on SEDAR ([www.sedar.com](http://www.sedar.com)), including the most recent reports that identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements. The Company does not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Investors should not place undue reliance on forward-looking statements.