

FORM 51-102F3
Material Change Report

1. Name and Address of Company

TOSCA RESOURCES CORP. (the "Company" or "TSQ")
#520, 800 West Pender Street
Vancouver, British Columbia
V6C 2V6, Canada

2. Date of Material Change

May 6, 2015

3. News Release

Pursuant to section 7.1 of National Instrument 51-102, the initial news release was disseminated by Filing Services Canada on May 5, 2015.

4. Summary of Material Change

The Company reported on May 5, 2015 that its March 19, 2015 announced non-brokered private placement has closed. The Company received subscriptions for a total of 4,359,500 units at \$.15 cents for gross proceeds of \$653,925.

Each unit consists of one common share and one non-transferrable share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of 25 cents in the first calendar year and 35 cents in the second calendar year. Any shares forming part of the units and any shares acquired on exercise of the warrants are subject to restrictions on resale for the usual four month period.

The funds will be used for final due diligence on Tosca's proposed acquisition of Hatch Interactive Technologies Corp. announced March 19, 2015 and for general working capital.

The Company has agreed to pay aggregate finder's fees in connection with the placement of \$1,200 and issue 8,000 warrants to Canaccord Genuity.

5. Full Description of Material Change

Please see attached news release dated May 5, 2015 filed on the CSE website and on Sedar.

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

May 6, 2015

NEWS RELEASE May 5, 2015

Tosca Resources Corporation
#520, 800 West Pender Street,
Vancouver, BC, Canada, V6C 2V6
604-687-6562 Ph. 604-646-8088 Fx.

Tosca Resources Corp. Announces Close of Private Placement

Tosca Resources Corp (CSE:TSQ, FSE:TQ4, OTCBB:TSMNF) announced today that its March 19, 2015 non-brokered private placement has closed. The Company received subscriptions for a total of 4,359,500 units at \$.15 cents for gross proceeds of \$653,925.

Each unit consists of one common share and one non-transferrable share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of 25 cents in the first calendar year and 35 cents in the second calendar year. Any shares forming part of the units and any shares acquired on exercise of the warrants are subject to restrictions on resale for the usual four month period.

The funds will be used for final due diligence on Tosca's proposed acquisition of Hatch Interactive Technologies Corp. announced March 19,2015 and for general working capital.

The Company has agreed to pay aggregate finder's fees in connection with the placement of \$1,200 and issue 8,000 warrants to Canaccord Genuity.

On behalf of the Board of Directors,

"Ron Shenton"

President

Tosca Resources Corp

DISCLAIMER

The CSE has not reviewed and does not accept responsibility for the adequacy and accuracy of this information. This news release may contain forward-looking statements. These forward-looking statements do not guarantee future events or performance and should not be relied upon. Actual outcomes may differ materially due to any number of factors and uncertainties, many of which are beyond Tosca's control. Some of these risks and uncertainties may be described in Tosca's corporate filings (posted at www.sedar.com).

The Company has no intention or obligation to update or revise any forward looking statements due to new information or events.