HATCH INTERACTIVE TECHNOLOGIES CORP.

(formerly TOSCA RESOURCES CORP.)

FORM 2A

<u>LISTING STATEMENT</u>

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2. Corporate Structure

2.1 Corporate Name

HATCH INTERACTIVE TECHNOLOGIES CORP(formerly Tosca Resources Corp.)
830 – 1100 Melville Street,
Vancouver, BC, V6E 4A6

(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 Company changed its name to Tosca Mining Corp. on December 1, 2009 and changed its name to Tosca Resources Corp. on October 9, 2014. Contemporaneous with the closing of the acquisition of Hatchitech Technologies Corp., the Company is proposing to change it's name to Hatch Interactive Technologies Corp. The Company is a reporting issuer in British Columbia, Ontario and Alberta, and its common shares currently trade on the Canadian Securities Exchange (the "CSE"), under the symbol "TSQ", and also on the Frankfurt Exchange under the symbol FSE:TQ4. Following the change of name, it is anticipated that the shares of the Company will trade on the CSE under the symbol "HAT".

2.3 Intercorporate Relationships

Upon completion of the acquisition of Hatchitech Technologies Corp. ("Hatch"), the Company will have one wholly-owned subsidiary being Hatch, a company incorporated on February 21, 2011 under the *Business Corporations Act* (BC), which carries on business in Vancouver, British Columbia.

Hatch Interactive Technologies Corp.
(British Columbia)

100%

Hatchitech Technologies Corp.
(British Columbia)

2.4 Requalification

The Company is requalifying its listing statement following a fundamental change, being the acquisition of Hatch on August 31, 2015 (as described below). Prior to completing the fundamental change, (i) the Company was known as Tosca Resources Corp., with no subsidiaries, affiliates or associated companies; and (ii) Hatch was a privately held British Columbia company.

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. Upon the close of the acquisition of Hatch, the Company will focus all of its attention and business efforts on commercialization of products developed and marketed by Hatch.

Significant transactions prior to the last full fiscal year ended November 30, 2014:

The Company's shares were originally listed on the TSX Venture Exchange ("TSX-V") on March 27, 2007 under the trading symbol "JRT.P", as a Capital Pool Company. On August 21, 2009 the Company completed a proposed Qualifying Transaction, as that term is described in the policies of TSX-V, 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 TSX-V. On December 2, 2009 (the "Effective Date") the Company received final approval from TSX-V 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.. On December 3, 2009 the Company commenced trading on TSX-V 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 totalled US$100,000 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 property vendor 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 SEDAR 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 , 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 TSX-V 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, 2011, a formal NI 43-101 Technical Report was filed on behalf of the Company and approval was formally requested from TSX-V. 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 US$300,000 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 came 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 vendors from 2,100,000 to 2,800,000 over the length of the option agreement in annual increments of 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 TSX-V 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 was 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 expired 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 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 share consolidation which was effective August 31, 2013.

On November 6, 2013 the Company entered into an option agreement with Alta Vista Ventures Ltd., an arms-length reporting company, the shares of which were listed on theTSX Venture 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.

Significant transactions within the last full fiscal year ended November 30, 2014:

The financing announced on October 29, 2013 was closed for $295,000 and an announcement made on January 2, 2014.

On May 2, 2014, the Company undertook a second financing of 690,625 Units at $0.24 per Unit for gross proceeds of $165,750 and completed a drill program on the Carol property. Each Unit consisted of one common share and one non-transferrable 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 year two.

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 TSX-V 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 Corp.

On October 9, 2014, the Company received approval from TSX-V 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 consisted 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 $0.10 per share.

The Company utilized the proceeds of this private placement for general working capital purposes.

As at November 30, 2014 the total issued and outstanding common shares of the Company was 4,972,158.

Significant transactions following the last full fiscal year ended November 30, 2014:

The private placement announced November 27, 2014 was closed on January 19, 2015. The Company raised $165,500 which resulted in an additional 3,310,000 common shares being issued. In addition, the Company completed shares for debt arrangements, , which totaled $52,738, and resulted in a further 804,767 shares being issued.

On February 18, 2015 the Company's common shares were delisted from the TSX-V and seamlessly listed on the Canadian Securities Exchange ("CSE") under the same trading symbol "TSQ."

As at February 28, 2015 the Company had 8,836,925 common shares issued and outstanding.

On March 19, 2015 the Company signed a Non-Binding Letter of Intent to acquire 100% of the outstanding shares of Hatch. The proposed transaction had a purchase price of $4,818,710 and would be facilitated by the issuance of Tosca treasury shares at a deemed price of $0.15 per share on a three Hatch shares for two Tosca shares ratio, thereby issuing 32,124,732 shares of Tosca. Tosca also announced that the Board of Directors had accepted the resignations of Luca Riccio and Sadek El-Alfy as directors.

In March 2015, a total of 50,000 stock options were exercised at a price of $0.115 per option.

In conjunction with the announcement of the Hatch transaction, Tosca also announced a non-brokered private placement of up to 6.0 million units at $0.15 for gross proceeds of $900,000. Each unit consisted of one common share and one non-transferrable share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.25 in the first calendar year and $0.35 in the second calendar year. Proceeds from the raise will be used for final due-diligence, anticipated transaction costs, filing and professional fees and general working capital. Finder's fees were paid in accordance with exchange policies.

On April 30, 2015, the Company closed the private placement announced on March 19, 2015 for which it received subscriptions totalling $653,925 and issued 4,359,500 units at $0.15. A total of $1,200 in cash and 8,000 warrants were paid to Canaccord Genuity as a finder's fee. Each unit consisted 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 to September 2, 2015.During the quarter, a total of 250,000 shares were also issued in exchange for $25,000 in outstanding debt.

On May 6, 2015 the Company entered into a Share Exchange Agreement with Hatch (the "SEA") pursuant to which, effective August 31, 2015:

(a) The Company acquired all of the issued and outstanding common shares of Hatch in consideration of issuing to the former shareholders of Hatch, an aggregate of 32,124,732 common shares of the Company; such that Hatch will become a wholly owned subsidiary of the Company, and the former shareholders of Hatch became shareholders of the Company;

(b) Each of the former directors of the Company resigned (Ron Shenton, Brian Roberts, and Jonathon George), and each of Blair Naughty, William McGraw, Tristan Brett, and Adrian Crook were appointed as replacement directors; and Blair Naughty was appointed Chief Executive Officer and Alexander Helmel was appointed Chief Financial Officer.

(c) The Company agreed to change its name from Tosca Resources Corp. to Hatch Interactive Technologies Corp.

The acquisition of Hatch was an arm's length transaction for the Company. No formal valuation was commissioned or received in connection with the acquisition.

As at May 6, 2015, the total issued and outstanding shares of the Company was 13,496,425.

Provision for environmental rehabilitation regarding the Company's mineral property

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.

As at May 6, 2015, 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 those discussed above.

3.3 Trends, Commitments, Events or Uncertainties

Management of Hatch recognizes that there is a growing trend across the internet to develop social media platforms and build up databases of members which can be monetized through marketing campaigns targeted towards the members. Initially, while accumulating members, the companies behind these platforms may not achieve significant revenues; however, as membership grows, the opportunity for advertisers increases.

The Company seeks to fit within this trend by offering an engaging online social media platform. The platform will bring forward its member's opinions on an unlimited number of topics by allowing them to vote on specific aspects of the topic. The specific nature of the voting will differentiate the Company from some of the existing social media sites and the exact opinions on these topics will enable advertisers to target their campaigns more effectively.

There is no certainty that these marketing trends will continue and there is no assurance that the Company will succeed in achieving a significant number of members or be able to attract enough advertisers to generate significant revenues.

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 - Hatch

(1) ***Overview of Technology and Product offerings- Hatch Interactive***

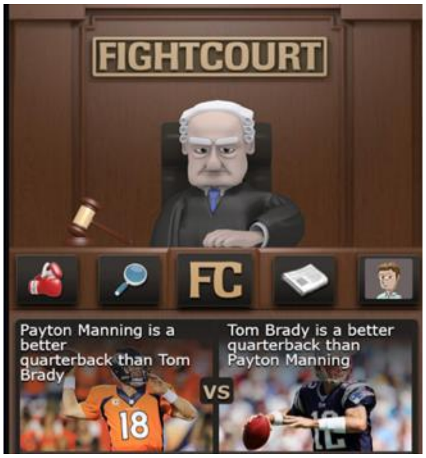
The Company, as the publicly traded company listed on the CSE, acts as the holding company of Hatch.

Hatch was founded in 2011 with a vision to develop, market, and monetize innovative mobile applications. The focus is to develop social media platforms and aggregate large numbers of mobile users which can be leveraged and monetized over time.

The recent trend within the mobile application space indicates that users (not revenues) are key to the value of an application. Building a significant user base by offering a free product allows for considerable future revenues through marketing, in-app purchases, sponsorships, partnership agreements, or data sharing agreements.

Hatch has two initial proprietary products:

Fight Court- An Online Arena



Fight Court (in development) is a social media platform that offers an online arena for those that want to “fight it out” online in a social, fun and productive manner. The goal of Fight Court is to become the social networking destination for online disputes and to obtain an extensive and valuable membership opinion profile database. .

The core value proposition of the platform is Fight Court’s Argument-Engine™. This propriety engine takes into account numerous factors regarding all members’ activities on the site. By providing points and virtual currency (Fightcoin™) rewards for various actions and behaviors, the site is fun while effectively resolving disputes. With the ‘reputation points system’ the community is algorithmically scrutinized from top to bottom. The ultimate outcome is a site that allows for meaningful online arguments and offering them what is effectively “the world’s largest jury” to deliberate on them.

Fight Court content is delivered to its users as a companion app on mobile devices (phone, tablet, phablet) via its webpage (the Fight Court website is fully functional but only available to beta users during the app development stage), with a vision of developing interactive televisions and consoles. Fight Court users will be mobile device centric who love spending time on social network platforms and share all types of media and content - pictures, video, music, chat, posts etc and will have adopted the “second screen” as their primary screen.

Hatch’s goal is to leverage the authoritative brands of celebrities, athletes, artists, tastemakers and their fans, aggregate their respective social networks and capture market share in the premium content and social network space. These users, particularly in certain demographics - young, upwardly mobile, professional - are of high value to most sponsors and advertisers and they will spend significant advertising dollars to market to these groups.

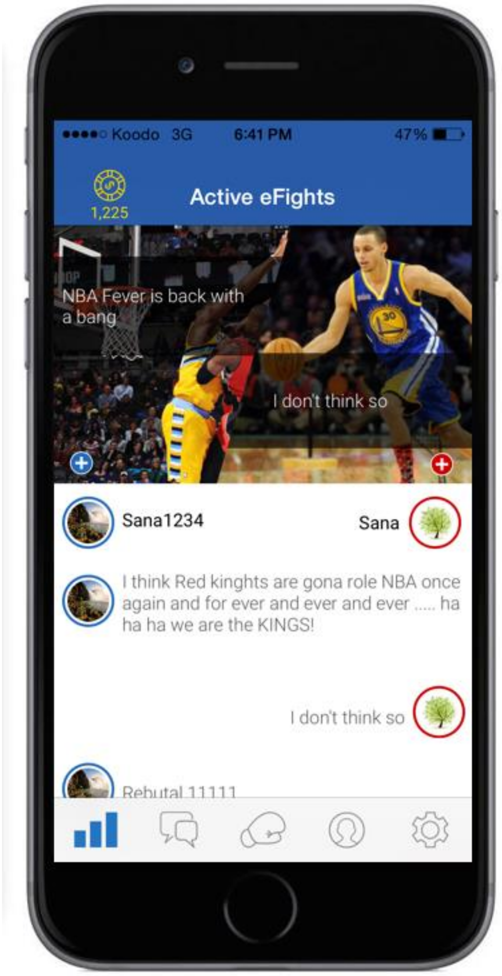
Fight Court arenas can be divided into an unlimited number of vertical markets (Sports, TV, domestic…) which can stand alone as independent apps. The first vertical market and the first independent app to be commercialized will be Sport Court.

Sport Court – A Social Engagement Platform

The Focus

Sport Court is a subsidiary product of the Fight Court Argument Engine™ with a focus on a league sport vertical. The cross platform product targets the super fan, giving them the ability to interact and challenge fellow sports fanatics while being rewarded for their knowledge and debating skills.

Sport Court is a fan engagement platform that draws on the expertise of sports enthusiasts. The platform pits the smarts of the fan against all those with opposing views and rewards those with the prowess and acuity for a focused topic debate. Unlike a social platform in the sports space, our service provides actual outcomes and rewards to the victor.



The Platform

The Fight Court-based platform curates several levels of fan and sponsor driven content which are called e-Fights ™. The e-Fight ™ is a user driven debate based on current or historical sports events. The better the e-Fight ™, the more rewards.

For the FAN: Sports fans will have the ability to create, manage and distribute e-Fights ™ amongst other users as well as have the ability to reach non-users and turn them into Sport Court devotees and advocates.

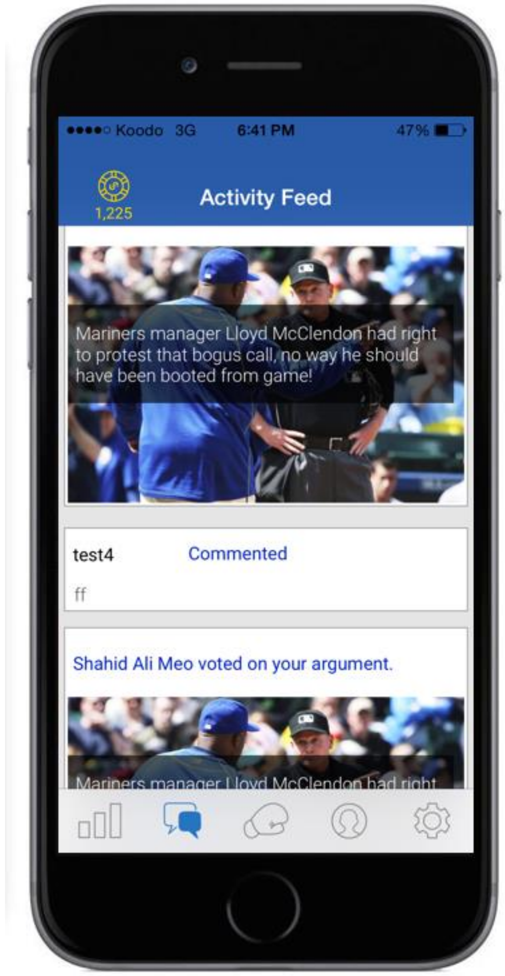
For the SPONSOR: Our pundits, described as recognizable celebrities in sports and reporting, will draw in fans who want to e-Fight ™ only against the best.

The Strategy

Hatch's current strategy with the Sport Court product is to associate major and minor league sports brands and sponsors and to collect data to a Hatch common database. Hatch will be deploying a standalone application in conjunction with a digital suite of applications used to deploy the platform within an already established sports brand's online/mobile offering. The platform provides a new way to bring teams, sponsors and fans together.

Sport Court uses a gamified system that rewards users for interacting, debating, voting and returning. It collects opt-in user behavior data, while providing actual polling results that are easy to define.

Sport Court is a reward driven argument platform used to start, challenge and manage an argument with real-time definable outcomes. The Sport Court platform is for the super fan to pit their knowledge and opinion against a global community, providing an engaging social experience with real outcomes, the perfect accompaniment to any sports conversation.



Highlights

- Filter to sports / league / teams / players that user cares about
- Create an e-Fight™ or challenge an existing opinion
- Invite new or returning users to join the debate
- Actual outcomes, see results as soon as e-Fight ™ ends
- Reward system for joining and being a part of the winning side
- Team branded and focused versioning
- Team sponsored pundits used to create hype, brand
- Restful API widgets that can seamlessly integrate into team's current online and mobile products
- Associate sponsor branding
- Virtual currency gained in app could be redeemed for sponsor products, turning users into customers
- User behavior, location, polling, device information

- Ingest sponsor mobile ad stock
- Argument engine, for real time debating on sports vertical subjects
- Post arguments in app, over social networks, send to a friend via email
- Up / down vote in app comments
- Real-time polling
- Customize profile
- Rewards deployment
- Hi-res image integration
- Multi-language support
- Connect with Facebook, Twitter
- Follow a sport, team or fellow contender, allowing users to see what they care about
- Argument tracking, following the progress of users argument
- Real-time reporting and analytics

Fantasy Sports and Social Media Integration

Sport Court intends to become the number one site to visit to get your fantasy information to help you make your daily fantasy player picks. It could be the world's largest "opinion database" and will offer users the ability to get quality information from experts on, and within, fantasy sports arguments, as well as a consensus from thousands of users on, for example, how many points a particular player is expected to score. This is an invaluable tool to the fantasy sports enthusiast. Sport Court will inevitably create a community of "new" experts as top commenters and predictors of scores as the most respected will rise within the Sport Court ranking systems (Fightcoins ™ and leaderboards).

Enthusiast users will bring minute by minute sports related news and information into the Sport Court commentary to keep the content current. The daily trades, injuries, drafts, domestic disputes, bad tweets from athletes, commissioner rulings, and controversial referee calls will be brought into Sport Court and will ensure Sport Court has its finger on the pulse of these stories. In addition, during the Sport Court launch, Sport Court posters will be authoring and publishing e-Fights ™ for users to vote on.

How Does Sport Court Work?

Download

A user will first download the Sport Court application from the Google Play Store and Apple's iTunes.

Log-in

Users log-in via their Sport Court username, or through their pre-existing Facebook or Twitter accounts (we access the Facebook and Twitter API's within our apps). Once logged in, users will be able to modify their user preferences (username, avatar, display name, contact information) through their profile screen and will be able to view their win/loss statistics and Fightcoin ™ balance and trophy room.

Browse

Users will have the ability to swipe through multiple activity feeds based on their selected interests. Users can associate tags to return only those arguments about subjects that they care about.

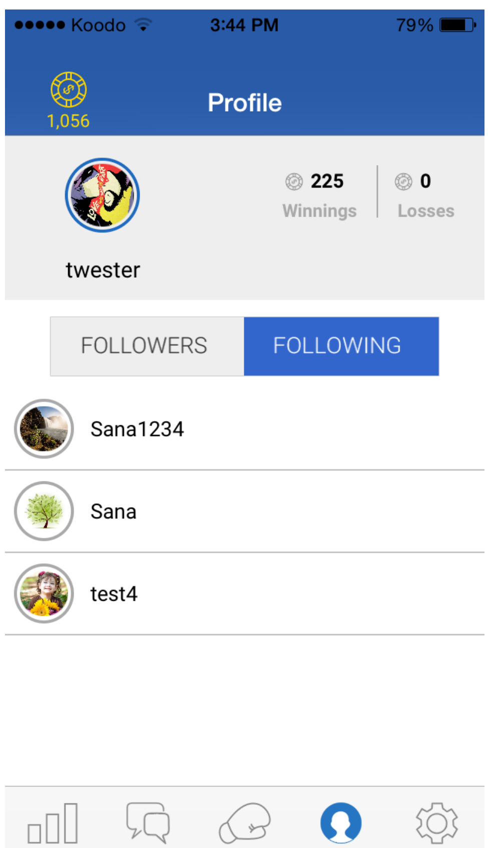
Once a user wants to join an e-Fight ™ they can select a side and cast a vote. Once the vote is cast the user can then make their own argument in the comments section to support their side. Those supporting comments can be up or down voted by other users. All action taken by users has the potential for accruing Fightcoins ™ and levelling up. Of course being on the winning side will always benefit the user more.

Fight!

Creating an e-Fight ™ after the user creates a profile, gains experience and ranks to a contender is easy. Add a tag line title for your fight. Back up the title with hard hitting facts about the subject. Add currency amount to join into the debate. Challenge single users (whether they use the app or not) and tag the sport. Each fight is associated with a time allotment and the cost to enter the fight. E-Fights ™ are then displayed in the feed associated with the tagged sport/ team/ player/ challenged user.

Judgement!

At the end of allotted time the user will receive notification that the e-Fight ™ has ended, the winner and what the payout is. The user will be prompted to check out his rewards in app and to join another e-Fight ™.



Future Technology Access and Acquisitions

Hatch's management team has access to a network of early stage companies that are in need of financing and guidance to help them grow their businesses to a point at which they obtain product market fit and begin acquiring customers, become financially self-sufficient, or become targets for buyout. These companies will be screened by Hatch's management team as candidates for investment or acquisition. Companies will be chosen based on their maturity as a functioning company, their budgetary needs, potential market opportunity, and requirements for further development and investment. Selected companies will be "incubated" within Hatch, giving them access to Hatch's technology infrastructure, mentors, business development experts, digital media experts, mobile development experts and funding sources in order to help accelerate these companies or products through to market adoption.

(a) Business Objectives:

We have identified the following objectives for the next 12 months:

Short Term Objectives

- Complete development of the Sport Court product
- Launch the product in North America
- Establish key strategic relationships with major brands, sponsors & agencies
- Build out technology platform to launch Sport Court. This platform will be used by future early stage technologies

Medium Term Objectives

- Hire additional senior management positions to manage and execute the Sport Court launch as well as supplement the resources that will be acting as mentors for future early stage companies
- Develop and roll out the second vertical of the Fight Court product
- Begin a reach-out campaign and begin assessing early stage companies to bring into the Hatch incubator
- Increase brand awareness through existing social networking applications (Facebook, Twitter etc.)

(b) Significant Events or Milestones:

The primary activity for Hatch will be to build out the Company's Technology Platform for use initially by Sport Court but subsequently by each of the early stage companies that Hatch may incubate within its acceleration program.

In the 12 months following completion of approval of the acquisition of Hatch, the Company's objectives and significant events or milestones are as follows:

Objectives/Milestones	Estimated Timing	Estimated Cost to Complete
Recruit additional team members	Q3 2015	$ 90,000
Development and launch of commercially viable mobile application (Fight Court / Sport Court)	Q1 2016	$ 100,000
Continue to investigate additional early stage acquisition opportunities	Q1 2016	$ 25,000
Sign strategic partnership agreement with large Brand/Sports Marketing firm	Q2/Q3 2016	$50,000

(c) Total Funds Available:

At the fiscal year ended November 30, 2014, Tosca had negative working capital amounting to $(90,198) and available cash of $18,856. As at February 28, 2015, the corporate proforma demonstrated working capital of $733,475 and available cash of $738,473. 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. The Company currently has no debt and does not anticipate the addition of any.

The Company had the following working capital and deficit positions at February 28, 2015:

	February 28, 2015	November 30, 2014
Working Capital	$5,204	$(90,198)
Deficit	$8,819,906	$8,704,629

Since February 28, 2015, the Company concluded share for debt transactions for debt in the amount of $52,738. On April 30, 2015, the Company closed the private placement announced on March 19, 2015 for which it received subscriptions totalling $653,925 and issued 4,359,500 units at $0.15. Finder's fees of $1,200 in cash and 8,000 warrants were paid. Each unit consisted 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 until September 2,2015. In addition, in April, a total of 50,000 stock options were exercised at a price of $0.115.

Hatch's working capital as of February 28, 2015 was $125,511.

The working capital positions of Tosca and Hatch on February 28, 2015 from their individual financial statements was $182,142. With the above described share settlement, option exercise, and private placement, the total available funds for the six month period commencing March 1, 2015 was $733,475.Subsequent to March 1, 2015 through August 31, 2015 (the expected close date of the transaction), a total of $165,000 has been expended, leaving a working capital proforma balalnce at August 31, 2015 of $568,475.

(d) Purposed Use of Funds

Total Funds Available, Breakdown of Funds and Principal Purposes of Use

Net funds available to the Company as at August 31, 2015, total $568,475.

Following are the Company's estimates of cash usage for the 6-month period from August 31, 2015 through to February 28, 2016:

Anticipated Use of Funds	
Salaries/contractors (including marketing)	$250,000
Office rent/supplies	20,000
Legal, accounting (audit), transfer agent	50,000
Listing, Filing, and CSE Maintenance Fees	15,000
Development costs	90,000
Unallocated working capital	143,475
Total	$568,475

(2) Principal Products or Services:

a) **Methods of Distribution and Principal Markets**

User Adoption

Application use typically grows organically or virally. Organic traffic is generated from individuals who come directly to an application as a result of exposure to marketing programs or other direct exposure. Viral traffic comes as a result of users recommending or inviting other users to use the application from people within their social networks.

By providing an engaging and unique user experience, we anticipate that user adoption will be derived primarily from word-of-mouth momentum (viral growth) and secondarily from targeted advertising programs (organic growth).

Target User

Sport Court's initial target user is the 18-48 male sports fan.

Marketing & Promotion

Hatch will initially market Sport Court by leveraging existing Entertainment and Technology industry relationships and capitalizing on their network of users, athletes, celebrities and tastemakers to help get the Sport Court brands established in the market.

Hatch will seek organic traffic via event attendance and banner ads, sponsorships, or strategically placed ads within high traffic sports-related apps and websites. Concurrently, viral growth will be sought by leveraging carefully selected athlete's existing audiences by creating a Sport Court- related marketing strategy reflecting the excitement of the Sport Court app and marketed across the athlete's blog, webpages, or other social media channels.

For each application, Hatch will identify the most cost effective method of generating organic growth with the expectation that viral growth will follow.

Content

Monetization

Hatch's revenue model is based on three basic principles: quality content that is relevant to advertiser's target audiences, syndication partners who assure a high number of viewers for those advertisers, and strong marketing to increase awareness of content. The initial focus will be on the Sports vertical via the Sport Court product.

Revenue will be derived from the following activities once a significant user base has been achieved:

- Mobile Ads – sponsored adds within the applications
- Video Ads – sponsored video content within applications
- Marketing Campaigns/Events:
    - Hatch Interactive events will be held each month in selected geographies
    - Sponsorship revenue is generated for each event
    - Digital Advertising revenue is generated for campaigns aligned with each event
    - Additional revenue is generated from brands/local advertising by audience aggregation through contests, polls, attendance/participation by athletes, musicians, celebrities and Sport Court contributors
- Site Sponsorship – allow premium brands to 'take over' selected Sport Court sections
- In-App Purchases –
    - users will be encouraged to engage and to earn points that can be redeemed for both on-line and off-line purchases. Hatch will collect revenue based on either a percentage of sales or based on a per-transaction model.
    - Through the Sport Court Marketplace, users will have the ability to earn points and redeem points through integrated merchandise such as athlete merchandise. Hatch will collect revenue on either a percentage of redeemed value (from the merchant) or based on a per-transaction model.

b) **Sales to Date**

Hatch's primary products are still in the development stage and have not yet earned revenue.

c) **Product Development**

The Fight Court platform is currently operating but is not available to the public during development. Beta users can log in with a user and password supplied by Hatch.

Sport Court is currently in its first round of Quality Assurance testing of features, usability and first run social integration. Our next phase will focus on:

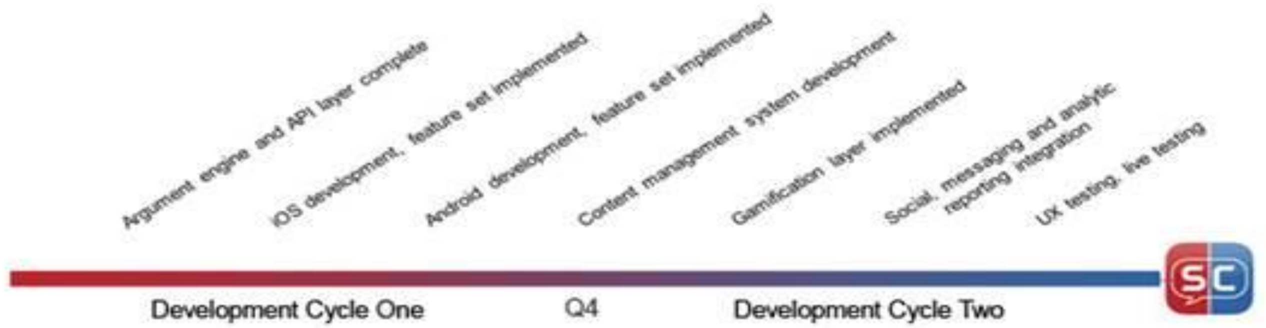
• The rewards system - this gamification layer will be that extra hook that will attract and retain users providing a fun and new way to connect with sports media.

• Expanding the users profile will allow users the ability to customize their experience within the platform.

• Real-time voting and polling features that will allow for the casual gaming interaction expected from mobile.

• UX/UI updates, deeper push into how the applications can and will be used/ ease of use and overall functionality.

• Reporting and analytics integration, reporting systems attached returning valuable user behavior data



Fight Court's Argument Engine ™ which powers the Sport Court app was originally conceived in December of 2012. Since then over 5000 man-hours have gone into its' development. Our development team has been hard at work for the last four months to bring us where we are today, a fully functioning argument engine, and restful API's that will feed the suite of Fight Court applications.

The robust cross-platform system distributes arguments over web and mobile products. Tracking arguments, voting and comments while attaching score and rank to the individual user. With the implementation of a full rewards system users will be able to receive digital recognition for a battle well fought.

Our restful API layer allows for the creation of an entire suite of applications. Micro-sites, Apple TV, Roku, Windows Phone, RIM, X-Box, and Playstation applications can all be fed from our servers, while concurrently analyzing and managing data from each source.

Hatch's functioning application allows for argument building game play, profile building, messaging, scoring and tracking. Between each phase of our timeline, QA steps in, ensuring each feature is implemented properly and that usage coincides with the strict rules of Apple iTunes and other general mobile UX guidelines.

In addition to the mobile device application development, Hatch is completing the following additional Technologies that will serve as the Technology Platform for all early stage companies selected for the Hatch incubator:

• Robust & Scalable Content Management System (CMS)

The Hatch CMS is an administrator-level access site allowing publishing, editing and modifying of all of the content within the Hatch suite of applications. Administrators can log in through a web-based interface within which they can:

- Add / edit / remove textual content within an application
- Add / edit / remove graphical content within an application
- Manage the location, frequency, and appearance of advertising locations within an application
- Manage version control
- Manage user accounts
- Control (add/remove/sensor) user content

• Business Intelligence/Big Data Analytics

Hatch optimizes Fan Marketing for Brands & Sponsors through 1-on-1 social engagement strategies driven by a robust technology platform. To maximize the revenue potential for the Hatch platform, Hatch will provide a Big Data-driven advertising optimization platform to deliver the Fan audience to sponsors with targeted, demographic insights

The platform will have the ability to analyze and provide analytics for the following:

- User Activity
- Transaction trends

- Community behaviors
- User Demographics

All of the graphics development of the Fight Court and Sport Court products is done in-house and approximately 75% of the back-end programming is done by contracted professionals.

The initial wide scope beta test is scheduled for the fourth quarter of 2015. Hatch expects full development of the Sport Court and Fight Court products to be completed and launched after successful completion of full scope beta testing by Q1 of 2016 at an estimated cost of $100,000.

(3) ***Production and Sales:***

a) Proposed Method of Providing Services

Hatch's applications are designed to work on Apple's iPhone platform and the Android platform. Each application will be distributed digitally through iTunes (for Apple iPhone products) and through the Google Playstore. Download links will be available from the Hatch website for each of the products.

Both iTunes and the Google Playstore have strict review processes which ensure all apps are reliable, perform as expected, and are free of offensive material. Hatch will ensure all release candidates adhere to these standards.

b) Leases and Mortgages

Not Applicable to Hatch

c) Specialized Skill and Knowledge Requirements

Hatch's team consists of graphics developers, development experts, coders, compulsion loop experts, marketing consultants, and financing specialists. Any other required skills for the development of Hatch's products have been, and will continue to be, sub-contracted as required.

d) Raw Materials and Parts

Not Applicable to Hatch

e) Intangibles

Software
The Fight Court platform: restful API's, Content Management System (CMS), Analytics

Websites

www.FightCourt.com   www.hatchitech.com

Logos:

SC	Concept 04 hatch

Fight Court specific materials:

FightCoin ™ - trademarked

E-Fight ™ - trademarked

Argument Engine™ - trademarked

Fight Court and logo are trademarked

Sport Court and logo are trademarked

f) Seasonality

It is not anticipated that there will be any seasonal use variations for the initial Fight Court or Sport Court products.

g) Contracts

See comments in item (l) below

h) Environmental Protection

Not Applicable to Hatch

i) Employees

Hatch had 2.5 employees at the end of its most recently completed fiscal year, January 31, 2015, and as at July 1, 2015, had 4 employees and 4 contractors engaged in completing a variety of development components of the system. To date, Hatch has put over 5000 man hours of work into its projects.

j) Foreign Operation Risk

Not Applicable to Hatch

k) Dependent Contracts

Not Applicable to Hatch

l) Contractors

Hatch has used and will continue to use sub-contractors for a portion of the coding and development of the Fight Court and Sport Court product. No particular sub-contractor plays a critical role in the product development lifecycle as there are many experts available for sub-contract if the existing sub-contractors become unavailable.

(4) Competitive Conditions and Position:

Competition in the app space

Medl Mobile is a mobile app incubator. Medl designs and develops high end mobile apps for iOS and Android.

F6S – works with startups, offering a connection to financial and developer resources.

LaunchHub works with tech startup groups to provide financial, technical, and strategic assistance to product \ development companies

Competition for Fight Court and Sport Court

Hatch has analyzed product and service offerings within the app space and believes it offers a more engaging user experience for each of its vertical offerings.

While the sports app and fantasy space is not new, our competitors have failed to create an engaging user experience. With the Hatch team's expertise in gamification and compulsion loops, and their abilities to build high user retention numbers in their past products, Sport Court is geared for success.

The Fight Court-based Sport Court application gives the fan a sandbox to create, manage and promote their argument with a real outcome, decided by other sports fans. This is something new to sports media, and Hatch sees this as a significant competitive advantage.

The Sport Court platform acts as a stand-alone application but ties in perfectly with sports fantasy sites.

Other relevant players within the sports app-space:

DraftKings provides a platform to play daily fantasy sports. This company recently announced a $300 million financing led by Fox Sports.

YAHOO! Sports

Yahoo Sports is entering the daily fantasy sports market – expects to generate $2.6 billion in revenue this year.

theScore
The Best Sports App. Ever!

theScore (TSX-V:SCR) delivers dedicated, multi-game news and data coverage from the world of eSports. Market Capitalization (July 30, 2015) $162 million.

These companies, along with several others, are all missing the social side of their fantasy games. Within this marketplace, there are literally 1000s of sites and podcasts and "gurus" attempting to position themselves.

There is no currently known product like Sport Court. This concept does not exist currently in any competitive offering. On many sites, if a user puts up a comment, chances are they will just get attacked and slandered. In the Sport Court realm, user comments will be up voted or down voted then scored as such. If you provided valuable information you will be in the top 10 at the end of the debate/e-Fight ™ and be rewarded with fight coins.

Sport Court will give them all a platform to write and attract larger crowds to their memberships. Sport Court will also be a "fun" place to go, where users can gamble virtual currencies (that will be converted to prizes from sponsors) and gather intelligent opinions and other users' votes to make informed decisions. Users can also voice their opinions in a structured environment.

(5) Lending and Investment Policies and Restrictions:

This is not applicable to Hatch.

(6) Bankruptcy and Receivership:

Hatch 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:
Other than the fundamental change involving the Company's acquisition of Hatch, there are no other material restructuring transactions.

(8) Social or Environmental Policies:
There are no social or environmental policies that are fundamental to the operations of Hatch in the opinion of management

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 an option agreement with Alta Vista Ventures Ltd. ("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 six 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 US$750,000. 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 was current under its obligations to Alta Vista through June 2015 and is now in arrears. Tosca`s plan is to dispose of the Carol Property option as soon as economically possible.

4.4 Companies with Oil and Gas Operations

The Company does not have oil and gas operations.

5. Selected Consolidated Financial Information

5.1 (a) Annual Information- Tosca

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	$321,034>	$424,292	$5,079,251	
Basic and diluted loss per share [1]	(0.07)	(0.04)	(0.55)	
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.

5.1 (b) Annual Information- Hatch

The following table provides a brief summary of Hatch's financial data for the period from incorporation on **February 21, 2011** to January 31, 2015. A full copy of Hatch's financial statements are set out in Appendix "G" attached hereto.

	For the Year Ended January 31,			
Operating Data:	**2015**	**2014**	**2013**	**2012**
Total revenues (interest)	$808	$2,071	$7,350	$15,971
Net loss for the period	<199,634>	<94,059>	<31,668>	<101,948>
Basic and diluted loss per share [1]	(0.01)	(.01)		
Dividends	Nil	Nil	Nil	Nil
Balance Sheet Data:				
Total assets	390,731	311,687	157,353	133,633
Total long-term liabilities	Nil	Nil	Nil	Nil

Pro Forma Information

The Pro Forma Consolidated Condensed Interim Financial Statements for the period ended February 28, 2015 are included as Appendix I in this document.

5.2 (a) Quarterly Information - Tosca

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)]
February 28,2015	Nil	(115,277)	(0.02)
November 30, 2014	Nil	(47,942)	(0.01)
August 31, 2014	Nil	(49,641)	(0.01)
May 31, 2014	Nil	(76,368)	(0.02)
February 28, 2014	Nil	(147,083)	(0.03)
November 30, 2013	$4.	(87,671)	(0.01)
August 31, 2013	Nil	(58,842)	(0.01)
May 31, 2013	Nil	(94,510)	(0.01)

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

5.2 (b) Quarterly Consolidated Information-Hatch

Hatch has not historically prepared financial information and statements on a quarterly basis. As a result, this information is not available for the period from inception through January 31, 2015.

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.

Hatch has no history of revenues or earnings, and has never paid dividends on its common shares.

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 filed on Sedar at www.sedar.com..

The Company's Annual MD&A for the Financial Year Ended November 30, 2013 (items 6.1 to 6.14) is filed on SEDAR at www.sedar.com.

6.15 to 6.16 The Company's Interim Management Discussion and Analysis for the three month period ended February 28, 2015 is reproduced below.

"Interim Management Discussion and Analysis for the Three month period ended February 28, 2015

The following discussion of performance and financial condition should be read in conjunction with the unaudited financial statements for the three months ended February 28, 2015 and the audited financial statements of the Company for the year ended November 30, 2014. The Company's financial statements are prepared in accordance with International Financial

Reporting Standards (IFRS). The Company's reporting currency is Canadian dollars unless otherwise stated. The date of this Management Discussion and Analysis is April 27, 2015.

FORWARD LOOKING STATEMENTS

This document contains statements about expected or anticipated future events and financial results that are forward-looking in nature and, as a result, are subject to certain risks and uncertainties, such as general economic, market and business conditions, the regulatory process and actions, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events, and the Company's capability to execute and implement its future plans. Actual results may differ materially from those projected by management. Although the Company has attempted to identify important factors that could cause the actual events or results to differ materially from those described in forward-looking statements, readers are cautioned that the foregoing list of risks and factors is not exhaustive and there may be other factors that cause events or results not to be anticipated, estimated or intended.

Forward-looking statements are based on management's estimates, beliefs and opinions on the date the statements are made. Although the Company believes that the expectations represented by such forward-looking statements and the assumptions of the Company upon which they are based are reasonable, there can be no assurance that such expectations will prove to be correct. The Company assumes no obligation except as outlined by regulatory requirements to update forward-looking statements if circumstances of management's estimates, beliefs, or opinions should change. Additional information on these and other potential factors that could affect the Company's financial results are detailed in documents filed from time to time with the British Columbia Securities Commission. Accordingly, readers should not place undue reliance on forward-looking statements. For such statements, we claim the safe harbor for forward-looking statements within the meaning of the Private Securities Legislation Reform Act of 1995.

1.1 DATE

This management discussion and analysis ("MD&A) prepared as of April 27, 2015, reviews and summarizes the activities of Tosca Resources Corp. as at February 28, 2015 with those of the comparable period ended February 28, 2014.. 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 April 27, 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 Company 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.

On April 23, 2014, the Company filed a Certificate of Termination for Red Hills Mining, LLC, the Company's former subsidiary, with the State of Texas which effectively cancels its incorporation. No inter-company balances remain.

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.

Subsequent to the most recent year end on November 30, 2014, the Company elected to delist its common share listing on the TSX-V and transfer such listing to the CSE effective January 18, 2015 with the same trading symbol- TSQ.

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.

The Company completed a non-brokered private placement during quarter one of 2014, the details of which can be found in the November 30, 2014 MD&A filed on SEDAR.

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 or enter into a transaction with a business in another industry. 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.

The current issued and outstanding number of common shares is 4,972,158. 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.

Subsequent to November 30, 2014 year end, the Company completed a non-brokered private placement of 3,310,000 units at a price of $0.05 per unit to raise gross proceeds of up to $165,500. 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 $0.10 cents per share.

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

On January 23, 2015, the Company entered into agreements with an arm's length third party and with two non-arm's length parties for share for debt arrangements by issuing 554,767 common shares at $0.05 for $27,738 in outstanding payables and issuing, in March 2015, 250,000 common shares at $0.10 for $25,000 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 February 28, 2015 and November 30, 2014, 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 six months and issuance of 150,000 shares per year. To date, the company has paid $5,000 and issued 150,000 pre-consolidated 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 US$750,000. The Company and Alta Vista Ltd. initially agreed to defer the geophysics program and all obligations under this agreement are current through June 2015.

The 150,000 pre-consolidated 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 also in BS-08	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. On November 6, 2014, Company and Alta Vista Ventures Ltd. mutually agreed to defer the geophysics program and all obligations under this agreement are current through June 2015.

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	<320,457>	<358,140>	<846,925>
Net Loss in total	<321,034>	<424,292>	<5,079,251>
--Basic and diluted loss per share	<0.07>	<0.16>	<0.14>
Total Assets	293,268	79,936	146,026

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

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 three month period ended February 28, 2015

For the three month period ended February 28, 2015, the Company incurred a net loss of $115,277 compared to a net loss of $147,083 for the three months ended February 28, 2014, a reduction attributed primarily to reduced management fees and consulting costs. The Company consulting expenses decreased from $22,531 in 2014 to $7,000 in 2015 and management fees decreased from $42,000 in 2014 to $8,000 in 2015.

Investor relations expenses were reduced from $4,166 to $195; legal and audit expenses increased from $9,217 to $30,765; transfer agent and filing fee costs remained comparable; and travel and promotion costs decreased from $5,106 to $1,629. Office related costs were reduced from $11,647 in 2014 to $7,167 in 2015. In addition, stock based compensation, (a non cash item), increased during the 2015 period to $48,108 as compared to $42,974 in the 2014 period.

On March 29, 2015, the Company announced that it had signed a Non-Binding Letter of Intent ("LOI") to acquire 100% of the outstanding shares of Hatch Interactive Technologies Corp.("Hatch") of Vancouver, BC, Canada.

The LOI is subject to the execution of a definitive agreement ("the Transaction") between the two parties by April 30, 2015. The Closing of the Transaction will be subject to a number of other conditions including completing due-diligence to the satisfaction of Tosca management, closing of a private placement financing, completion of non- compete agreements and receipt of all necessary shareholder, regulatory and stock exchange approvals. It is anticipated that a closing of this transaction will represent a Fundamental Change as defined by the policies of the CSE. It is contemplated that upon a successful conclusion of this transaction, the principals of the target company will join the board of Tosca.

Hatch Interactive Technologies Corp is one of North America's newest technology incubators, staffed with an award winning technology team and a seasoned financial team. Hatch is set to launch a series of Interactive Technologies and Apps focused on social media and gaming.

In conjunction with the announcement of the transaction, Tosca also announces a non-brokered private placement of up to 6.0 million units at $0.15 for gross proceeds of $900,000. Each unit will consist 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 $0.25 in the first calendar year and $0.35 in the second calendar year. Proceeds from the raise will be used for final due-diligence, anticipated transaction costs, filing and professional fees and general working capital. Finder's fees may be paid in accordance with exchange policies.

The proposed transaction has a purchase price of $4,818,710 and will be facilitated by the issuance of Tosca treasury stock at a deemed price of $0.15 per share on a three Hatch shares for two Tosca shares ratio, thereby issuing 32,124,732 shares of Tosca.

Exploration - During the three months ended February 28, 2015, the Company incurred $Nil in exploration and evaluation asset expenditures as compared to $49,236 during the three months ended February 28, 2014.

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:	February 28, 2015	November 30, 2014	August 31, 2014	May 31, 2014
Net loss for the period	(115,277)	(47,942)	(49,641)	(76,368)
Basic/Diluted loss per share	0.02	0.01	0.01	0.02
Balance sheet data:				
Cash	105,629	18,856	23,605	56,833
Total assets	414,809	293,268	311,449	331,833
Shareholders' Equity	275,409	180,150	234,092	283,733

Three Months Ended:	February 28, 2014	November 30, 2013	August 31, 2013	May 31, 2013
Net loss for the period	(147,083)	(87,671)	(58,842)	(94,510)
Basic/Diluted loss per share	0.03	0.01	0.01	0.01
Balance sheet data:				
Cash	108,204	52,124	93,355	175,004
Total assets	227,553	79,936	116,095	196,234
Shareholders' Equity	190,193	32,185	93,260	152,102

1.6 LIQUIDITY

At February 28, 2015, the Company had working capital of $5,204 compared to negative working capital of $(90,198) as at November 30, 2014. Accounts payable and accrued liabilities at February 28, 2015 were $139,400, (November 30, 2014 - $113,118) 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 three month period ended February 28, 2015

During the three month period ended February 28, 2015, cash flows from operating activities resulted in net cash used of $75,655 as compared to $156,801 used in the comparable period in 2014. The primary difference was a reduced loss from $147,083 to $115,277; an increase from ($ 10,391) to $26,882 for accounts payable and accrued liabilities; and a decrease in prepaid expenses from ($35,362) to $300.

Cash used in investing activities for the period ended February 28, 2015was $nil as compared to $49,236 spent in the comparable period in 2014 due to expenditures on the Carol property.

Cash generated in financing activities during the three month period was $162,428 (net of share issuance costs) as compared to $262,117 (net) in the comparable 2014 three month period.

The resultant change in cash position during the three month period ended February 28, 2015 was an increase of $86,773 as compared to an increase of $56,080 for the comparable period in 2014.

Accounts payable and accrued liabilities

		February 28, 2015		November 30, 2014
Accounts payable	$	112,900	$	86,618
Accrued liabilities		26,500		26,500
	$	139,400	$	113,118

In January, 2015 the Company entered into a share for debt arrangement by issuing 804,767 common shares at $0.05 for $52,738 in outstanding payables.

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 three months ended February 28, 2015.

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 February 28, 2015, the Company's shareholders' deficiency was $(390,686) (November 30, 2014- $(180,150)). 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:

		February 28, 2015		November 30, 2014
Companies controlled by directors of the Company	$	31,500	$	31,500

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.

	Three Months Ended	
	February 28, 2015	**February 28, 2014**
Deferred exploration costs	$ -	$ 6,575
Management fees	8,000	42,000
Rent	-	6,250
Share-based compensation	-	21,729
	$ 8,000	$ 76,554

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

Not Applicable

1.11 PROPOSED TRANSACTIONS

On March 29, 2015, the Company announced that it had signed a Non-Binding Letter of Intent ("LOI") to acquire 100% of the outstanding shares of Hatch Interactive Technologies Corp.("Hatch") of Vancouver, BC, Canada.

The LOI is subject to the execution of a definitive agreement ("the Transaction") between the two parties by April 30, 2015. The Closing of the Transaction will be subject to a number of other conditions including completing due-diligence to the satisfaction of Tosca management, closing of a private placement financing, completion of non- compete agreements and receipt of all necessary shareholder, regulatory and stock exchange approvals. It is anticipated that a closing of this transaction will represent a Fundamental Change as defined by the policies of the CSE. It is contemplated that upon a successful conclusion of this transaction, the principals of the target company will join the board of Tosca.

Hatch Interactive Technologies Corp is one of North America's newest technology incubators, staffed with an award winning technology team and a seasoned financial team. Hatch is set to launch a series of Interactive Technologies and Apps focused on social media and gaming.

In conjunction with the announcement of the transaction, Tosca also announces a non-brokered private placement of up to 6.0 million units at $0.15 for gross proceeds of $ 900,000. Each unit will consist 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 $0.25 in the first calendar year and $0.35 in the second calendar year. Proceeds from the raise will be used for final due-diligence, anticipated transaction costs, filing and professional fees and general working capital. Finder's fees may be paid in accordance with exchange policies.

The proposed transaction has a purchase price of $4,818,710 and will be facilitated by the issuance of Tosca treasury stock at a deemed price of $0.15 per share on a three Hatch shares for two Tosca shares ratio, thereby issuing 32,124,732 shares of Tosca.

1.12 CRITICAL ACCOUNTING ESTIMATES

As at February 28, 2015, the Company's financial statements reflect an asset "Exploration and Evaluation Assets" with a balance of $268,039. 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". Adoption of this standard did not have a material impact on the results and financial position of the Company.

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". Adoption of this standard did not have a material impact on the results and financial position of the Company.

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". Adoption of this standard did not have a material impact on the results and financial position of the Company.

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. Adoption of this standard did not have a material impact on the results and financial position of the Company.

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. Adoption of this standard did not have a material impact on the results and financial position of the Company.

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". Adoption of this standard did not have a material impact on the results and financial position of the Company.

New standards, interpretations and amendments not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective as of February 28, 2015 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 December 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 February 28, 2015, the Company had a cash balance of $105,629 (November 30, 2014 - $18,856) to settle current liabilities of $139,400 (November 30, 2014- $113,118) leaving a shortfall of $33,771. 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. Subsequent to February 28, 2015 the Company entered into two share for debt arrangements for total payable amounts of $52,738 by issuing 804,767 shares.

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 February 28, 2015 and February 28, 2014, the Company did not have any significant interest rate risk.

The Company had no interest rate swap or financial contracts in place as at February 28, 2015 and February 28, 2014.

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 quarter ended February 28, 2015.

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 February 28, 2015, 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 quarter 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 April 27, 2015:

		Price
Issued shares	8,836,925	
Plus share for debt	250,000	$0.10
Plus option exercise	50,000	$0.115
Plus private placement	4,359,500	$0.15
Sub total	13,496,425	
Options	8,000	$3.68
	297,500	$0.32
	450,000	$0.115
Sub total	755,500	
Warrants	1,536,250(a) (b)	$0.30 year 1 and $0.40 year 2
	702,312(c)	$0.30 year one and $0.40 year two
	1,655,000	$0.10 until January 14, 2016
	4,367,500	$0.25 during year one and $0.35 during year two

Sub total	8,261,062	
Fully Diluted	22,512,987	

(a) On December 18, 2014, the exercise price increased to $0.40 for 1,386,250 warrants
(b) On January 3, 2015, the exercise price increased to $0.40 for 150,000 warrants.
(c) On May 7, 2015, the exercise price increased to $0.40.

Share issuances

On January 19, 2015, the Company issued 3,310,000 units at $0.05 per unit for gross proceeds of $165,500. Each unit consists of one common share and one half non-transferable share purchase warrant, with each full warrant entitling the holder to purchase one common share at a price of $0.10 per share for a period of one year. In connection with the closing of this private placement, the Company paid share issuance costs of $3,072.

Subsequent to February 28, 2015, the Company issued 250,000 common shares to satisfy $25,000 of debt.

Details of options outstanding as at February 28, 2015 are as follows:

	Number of options	Weighted average exercise price
Options outstanding, beginning of year	305,500	$ 0.41
Options granted	500,000	0.115
Options expired	-	-
Options forfeited	-	-
Options outstanding, end of year	805,500	$ 0.23

On February 20, 2015, the Company granted 500,000 stock options to directors, officers and consultants for a period of two years at an exercise price of $0.115. This resulted in stock-based compensation of $48,108 (2014 - $59,031).

Details of share purchase warrants outstanding as at February 28, 2015 are as follows:

Weighted average exercise price	Weighted average contractual life	Number of warrants outstanding	Expiry Dates
$0.40	0.80 years	1,386,250	December 17, 2015
$0.40	0.84 years	150,000	January 2, 2016
$0.10	0.89 years	1,655,000	January 19, 2016
$0.40	1.19 years	702,313	May 6, 2016
$0.52		2,683,563	

SUBSEQUENT EVENTS

On March 19, 2015, the Company announced that it had signed a Non-Binding Letter of Intent ("LOI") to acquire 100% of the outstanding shares of Hatch Interactive Technologies Corp.("Hatch") of Vancouver, BC, Canada.

The LOI is subject to the execution of a definitive agreement ("the Transaction") between the two parties by April 30, 2015. The Closing of the Transaction will be subject to a number of other conditions including completing due-diligence to the satisfaction of Tosca management, closing of a private placement financing, completion of non- compete agreements and receipt of all necessary shareholder, regulatory and stock exchange approvals. It is anticipated that a closing of this transaction will represent a Fundamental Change as defined by the policies of the CSE. It is contemplated that upon a successful conclusion of this transaction, the principals of the target company will join the board of Tosca.

In conjunction with the announcement of the transaction, Tosca also announced a non-brokered private placement of up to 6.0

million units at $0.15 for gross proceeds of $900,000. Each unit will consist 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 $0.25 in the first calendar year and $0.35 in the second calendar year. Proceeds from the raise will be used for final due-diligence, anticipated transaction costs, filing and professional fees and general working capital. Finder's fees may be paid in accordance with exchange policies.

The proposed transaction has a purchase price of $4,818,710 and will be facilitated by the issuance of Tosca treasury stock at a deemed price of $0.15 per share on a three Hatch shares for two Tosca shares ratio, thereby issuing 32,124,732 shares of Tosca.

Subsequent to quarter end, a total of 50,000 stock options were exercised and 250,000 shares were issued in exchange for $25,000 in outstanding debt.

In the same news release, the Company announced that the Board of Directors had accepted the resignations of Luca Riccio and Sadek El-Alfy as directors."

Interim financial statements for the First Quarter ended February 28, 2015 (items 6.1 to 6.14):

The interim financial statements for the 1st quarter ended February 28, 2015 are included in Appendix H of this document and can also be found by accessing the Company's public documents filed on SEDAR at www.sedar.com.

Annual M D & A for the Financial Year Ended January 31, 2015 for Hatch (items 6.1 to 6.14) is as follows:

MANAGEMENT DISCUSSION AND ANALYSIS

YEAR ENDING JANUARY 31, 2015

The following management discussion and analysis ("MD&A") of the financial position and results of operations for Hatch Interactive Technologies Corp. (the "Company" or "Hatch") should be read in conjunction with the audited condensed consolidated annual financial statements and the notes thereto for the twelve months ended January 31, 2015. Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis are quoted in Canadian dollars.

Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The Company's actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by law, the Company undertakes no obligation to release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to future price levels, success of technology development, success of marketing and product adoption, development time lines, currency fluctuations, requirements for additional capital, unanticipated expenses, trademark or patent disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation.

In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", 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". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the integration of acquisitions; future price levels; accidents, labor disputes and other risks of the technology industry; delays in obtaining approvals or financing.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

1.1 Date of Report: May 28, 2015

1.2 Overall Performance

Hatch Interactive Technologies Corp. was incorporated on February 21, 2011 under the laws of British Columbia, Canada with the name Golden Internet Ventures Inc.. The Company changed its name to Fight Court Internet Ventures Inc. on June 10, 2013 and later changed its name to Hatch Interactive Technologies Corp. on March 31, 2015.

The Company develops and invests into early stage companies focused on leveraging and developing social media platforms that aggregate large numbers of mobile users.

The address of the Company's head office and principal place of business is 505 – 68 Water Street, Vancouver, B.C. Canada V6B 2J2 and the registered and records office is located at suite 700 – 401 West Georgia Street, Vancouver, BC Canada V6B 5A1. The Company maintains a website at http://www.hatchitech.com.

The Company's ability to continue as a going concern, to fund its technology developments and acquisitions and to ensure adequate working capital is dependent upon achieving profitable operations or upon obtaining sufficient additional financing. These factors may cast significant doubt on the Company's ability to continue as a going concern. While the Company is expending its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

Principle Products

SportCourt

SportCourt (in development) is the first vertical of the FightCourt family of apps. SportCourt is a sports-focused mobile social network that engages users around debate creation, crowdsourced opinions and user-generated content, and is the only social network that can definitively settle debates through gamification. Users will also have the ability to gamble virtual currencies on arguments, referred to as e-fights™.

SportCourt intends to partner with sports teams, television networks, and popular online sports blogs to bring a unique argument engine platform to their fan bases and increase engagement. All e-fights™ that appear on these various platforms will also be presented in the SportCourt app allowing for more voters and a broader audience. Additionally, it will allow these affiliates to advertise on the SportCourt app by showing where the fight originated, thus driving traffic to their sites.

FightCourt

FightCourt (in development) is a social media platform that offers an online arena for those that want to "fight it out" online in a social, fun and productive manner. The goal of FightCourt is to become the social networking destination for online disputes and obtain an extensive and valuable membership database of opinion profiles.

FightCourt's core value proposition is the Argument Engine™, a complex algorithm that takes into account several hundreds of key indicators. From this algorithm, FightCourt is able to generate a clear winner within the community and provide its members with a stimulating, fun and satisfying experience.

1.3 Selected Annual Information

The following data reviews the last three fiscal years and may be used for reference while reading this MD&A.

	Year Ending Jan 31, 2015 $	Year Ending Jan 31, 2014 $	Year Ending Jan 31, 2013 $
Results of Operations			
Total Revenues	**808**	2,071	7,350
Income (Loss)	**(199,634)**	(94,059)	(34,824)
Basic and Diluted income (Loss)	**(0.01)**	(0.01)	(0.00)
Financial Position			
Total Assets	**390,731**	311,687	157,353
Long Term Debt	-	-	-
Cash Dividends declared	-	-	-

The Company incurred a loss for the year ending January 31, 2015 of $199,634 which is $105,575 more than that of the year ending January 31, 2014 ($94,059) as a result of a push to advance development of the Company's flagship FightCourt/SportCourt website and application.

The Company employs various controls and measures to ensure the Company is in accordance with current accounting standards and regulatory policies.

1.4 Results of Operations for the year ended November 30, 2014

Revenue

The Company is in the development stage does not generate any revenue. To date the Company has not earned any significant revenues.

General and Administrative Expenses

$29,274 (2014 - $15,090) was recorded in Professional services and $83,500 (2014 - $41,969) was recorded in Consulting.

$10,880 (2014 – $Nil) was recorded for Rent in relation to the Company undertaking a physical office space during the year.

There are no trends, commitments, events or uncertainties presently known to management that are reasonably expected to have a material effect on the Company's business, financial condition or results of operation other than uncertainty as to the speculative nature of the business, the uncertainty of price levels, development timelines, user adoption, and the uncertainty of fundraising activities.

1.5 Summary of Quarterly Results

The Company, as a private company, has not generated reports on a quarterly basis.

1.6 Liquidity

In management's view, given the nature of the Company's operations, which consist of the development and acquisition of social media applications, the most relevant financial information relates primarily to current liquidity, solvency and planned development expenditures. The Company's financial success will be dependent upon the extent to which it can complete development of its current core products and the user absorption the products receive. Such development may take longer than expected and the amount of resulting income, if any, is difficult to determine. The value of the core products is largely dependent upon factors beyond the Company's control, including social media trends and marketing trends.

The Company has financed its operations to date primarily through the issuance of common shares. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

1.7 Capital Resources

At January 31, 2015 the capital of the Company consisted of cash in the bank, Accounts receivable and Prepaid Expenses totaling $540. The Company will have to generate additional cash from sales or equity raised through the private individuals to meet its commitments.

1.8 Off Balance Sheet Arrangements

At January 31, 2015, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

1.9 Transactions with Related Parties

As at January 31, 2015, $33,268 (2014 - $379,615) was due to a company (Canal Front Investments Inc.) controlled by a director (Blair Naughty). Amounts due to related parties are interest free, unsecured, and have no specified terms of repayment.

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

1.10 Fourth Quarter

The Company, as a private company, has not generated reports on a quarterly basis.

1.11 Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company.

1.12 Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

1.13 Adoption of New Accounting Policies

The following standards, amendments, and interpretations have been adopted by the Company as of February 1, 2014. There was no impact on the financial statements as a result of the adoption of these standards, amendments and interpretations:

New standards adopted during the year

IAS 32 Financial Instruments: Presentation ("IAS 32")

In December 2011, the IASB amended IAS 32 to clarify the requirements which permit offsetting a financial asset and liability in the financial statement.

IAS 36 Impairment of Assets ("IAS 36")

In May 2013, the IASB amended IAS 36 to clarify the requirement to disclose information about the recoverable amount of assets for which an impairment loss has been recognized or reversed.

New standards not yet adopted

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") but are not yet effective for the year ended January 31, 2015 and, accordingly, have not been applied in preparing these financial statements. The Company has not yet assessed the potential impact of these standards on its financial reporting.

IFRS 9 Financial Instruments: Classification and Measurement ("IFRS 9") effective January 1, 2015

IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit or loss would generally be recorded in other comprehensive income.

1.14 Financial Instruments and Other Risks

As at January 31, 2015, the Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and loans due to affiliates. The carrying value of these financial instruments approximate their fair values.

Fair Value

The Company classifies its fair value measurements in accordance with an established hierarchy that priorities the inputs in valuation techniques used to measure fair value as follows:

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 assets or liabilities either directly or indirectly, and

Level 3 Inputs that are not based on observable market date

The following table sets for the Company's financial assets measured at fair value by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	119	-	-	119
Accounts receivable	-	80	-	80
Accounts payable and accrued liabilities	-	39,994	-	39,994
Due to affiliates	-	33,268	-	33,268

Credit Risk

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and amounts receivable. Cash deposits and term deposits are maintained with a financial institution of reputable credit and are redeemable on demand. Amounts receivable consists primarily of revenue receivable from Google AdSense. The Company's opinion is that credit risk is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At January 31, 2015, the Company had cash and cash equivalents of $119 to settle accounts payable and accrued liabilities of $39,994. Readers' attention is drawn to Note 1 of the financial statements regarding going concern issue of the Company.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, marketing prices and/or stock market movements (price risk).

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash and cash equivalents bear interest at market rates. Other current financial assets and liabilities are not exposed to interest rate risk because of their short term nature or being non interest bearing.

Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company has engaged consultants in other countries outside of Canada in prior years and may continue to do so in the future. Management believes that the foreign exchange risk derived from currency conversions for consultants engaged in other countries outside of Canada is not significant and therefore does not hedge its foreign exchange risk.

Price risk

The Company is exposed to price risk with respect to marketing trends. Marketing price risk is the potential adverse impact on earnings and economic value due to marketing price movements and volatilities. The Company closely monitors marketing prices as it relates to social media to determine the appropriate course of action to be taken by the Company.

Other Risks

Hatch's limited operating history

Hatch has no operating history, and no history of earnings or profits. It currently has no customers or means of cash flow from operations. As such, Hatch's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. As Hatch is in an early stage and is only introducing its service to the public, it is very difficult to evaluate the viability of Hatch's business. Hatch has no experience in addressing the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as Hatch's target markets. There can be no assurance that Hatch will be successful in addressing these risks and the failure to do so in any one area could have a material adverse effect on Hatch's business, prospects, financial condition and results of operations. There is no assurance that Hatch' business will be a success.

Need for funds

In the short term, the continued operation of the Issuer will be dependent upon its ability to procure additional financing. The Issuer must obtain such financing through a combination of equity and debt financing and there can be no assurance that the Issuer can raise the required capital it needs to build and expand Hatch's business. Without this additional financing, the Issuer may be unable to advance Hatch' business model, and Hatch will likely fail. There can be no certainty that the Issuer can obtain these funds, in which case any investment in the Issuer may be lost.

The raising of equity funding will also result in dilution of the equity position held by the Issuer's shareholders.

Operational Risks

Hatch will be affected by a number of operational risks against which it may not be adequately insured or for which insurance is not available, including: catastrophic accidents; fires; changes in the regulatory environment; impact of non-compliance with laws and regulations; labour disputes; natural phenomena such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, Hatch's premises, personal injury or death, environmental damage, resulting in adverse impacts on Hatch's operations, costs, monetary losses, potential legal liability and future cash flows, earnings and financial condition. Also, Hatch may be subject to or affected by liability or sustain loss for certain risks and hazards against which it cannot insure or which it may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on Hatch's future cash flows, earnings, results of operations and financial condition.

Unforeseen Competition

There can be no assurance that significant competition will not enter the market and offer any number of similar services to those provided by Hatch. Such competition could have a significant adverse effect on the growth potential of Hatch's business by effectively dividing the existing market for such products and services.

Trends

Hatch's success depends on the continuation of social media popularity and the ability of Hatch products to add new users, sell advertisement and generate revenue. Future revenues will be largely dependent on the company's ability to generate revenue from third parties advertising on Hatch products. Changes in social media trends which affect user adoption and marketing habits may significantly affect Hatch's ability to collect revenue in the future. If third party marketers decide that Hatch products are experimental or unproven, or if third party policies limit our ability to deliver or target advertising on mobile devices, or if adverse legal developments arise relating to advertising, including legislative and regulatory developments and developments in litigation, or if our products are unable to sustain or increase the value of our ads or marketers' ability to analyze and measure the value of our ads, or if trends for advertising on mobile devices or on personal computers changes, our advertising revenue could be adversely affected.

Dependence on Personnel

Hatch's future success depends substantially on the continued services of its executive officers and its key development personnel. If one or more of its executive officers or key development personnel were unable to unwilling to continue in their present positions, Hatch might not be able to replace them easily or at all. In addition, if any of its executive officers or key employees joins a competitor or forms a competing company, Hatch may lose know-how, key professionals and staff members.

Management of Growth

Hatch may experience a period of significant growth that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train motivate and manage the workforce. Hatch's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

Data Security Risks

Hatch will utilize servers with significant amounts of data stored thereon. Should Hatch be responsible for the loss of any or all of the data stored by it, the liability could materially undermine the financial stability of the company. Also, much of the data stored at Hatch' premises or within the aforementioned servers will be confidential. Anyone who is able to circumvent Hatch's security measures could misappropriate proprietary information or cause interruptions in its operations.

Trading of the Issuer's Shares

There can be no assurance that the trading price of the Issuer's shares will go up. Further, there can be no assurance that there will be sufficient liquidity so as to permit investors to buy or sell the Issuer's shares at any time, in quantities desired, or which not adversely affect the stock price. As noted above, Hatch's continued operation will be dependent upon its ability to procure additional financing. There can be no assurance that any such financing will be obtained at higher or ever increasing prices, or that such financings will not put downward pressure on the Issuer's share price.

Dividends

The Issuer has not paid dividends to shareholders in the past and does not anticipate paying dividends in the foreseeable future. The Issuer expects to retain its earnings to finance growth, and where appropriate, to pay down debt.

Officer and Director Conflicts

Because directors and officers of the Issuer and/or Hatch are or may become directors or officers of other reporting companies or have significant shareholdings in other technology companies, the directors and officers of the Issuer may have a conflict of interest in conducting their duties. There can be no assurance such conflicts of interests will be resolved to the benefit of the Issuer.

1.15 Other MD&A Requirements

This MD&A was prepared on May 28, 2015. This MD&A should be read in conjunction with the audited financial statements for the year ended January 31, 2015. This MD&A is intended to assist the reader's understanding of Hatch Interactive Technologies Corp. and its operations, business, strategies, performance and future outlook from the perspective of management.

This MD&A may contain management estimates of anticipated future trends, activities, or results; these are not a guarantee of future performance, since actual results may vary based on factors and variables outside of management's control. Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to ensure that information disclosed externally, including the financial statements and MD&A, is complete and reliable. Hatch's Board of Directors follows recommended corporate governance guidelines to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management to review the financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee is free to meet with the independent auditors throughout the year.

1.16 Subsequent Events

On March 19, 2015 the Company signed a non-binding letter of intent ("LOI") and on May 7, 2015 entered into a binding Share Exchange Agreement ("SEA") with Tosca Resources Corp., a Canadian public corporation trading on the CSE whereby Tosca will acquire 100% of the shares of Hatch by issuing 32,124,732 shares of Tosca.

The transaction awaits approval by the Canadian Securities Exchange.

OTHER INFORMATION

Approval

The Board of Directors of Hatch Interactive Technologies Corp. has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Interim M D & A for the one month period Ended February 28, 2015 for Hatch (items 6.1 to 6.14) is as follows:

MANAGEMENT DISCUSSION AND ANALYSIS

STUB PERIOD ENDING FEBRUARY 28, 2015

The following management discussion and analysis ("MD&A") of the financial position and results of operations for Hatch Interactive Technologies Corp. (the "Company" or "Hatch") should be read in conjunction with the unaudited condensed consolidated stub period financial statements and the notes thereto for the one month ended February 28, 2015. Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis are quoted in Canadian dollars.

Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The Company's actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by law, the Company undertakes no obligation to release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to future price levels, success of technology development, success of marketing and product adoption, development time lines, currency fluctuations, requirements for additional capital, unanticipated expenses, trademark or patent disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation.

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Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

1.1 Date of Report: May 28, 2015

1.2 Overall Performance

Hatch Interactive Technologies Corp. was incorporated on February 21, 2011 under the laws of British Columbia, Canada with the name Golden Internet Ventures Inc.. The Company changed its name to Fight Court Internet Ventures Inc. on June 10, 2013 and subsequently changed its name to Hatch Interactive Technologies Corp. on March 31, 2015.

The Company develops and invests into early stage companies focused on leveraging and developing social media platforms that aggregate large numbers of mobile users.

The address of the Company's head office and principal place of business is 505 – 68 Water Street, Vancouver, B.C. Canada V6B 2J2 and the registered and records office is located at suite 700 – 401 West Georgia Street, Vancouver, BC Canada V6B 5A1. The Company maintains a website at http://www.hatchitech.com.

The Company's ability to continue as a going concern, to fund its technology developments and acquisitions and to ensure adequate working capital is dependent upon achieving profitable operations or upon obtaining sufficient additional financing.

These factors may cast significant doubt on the Company's ability to continue as a going concern. While the Company is expending its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

Principle Products

SportCourt

SportCourt (in development) is the first vertical of the FightCourt family of apps. SportCourt is a sports-focused mobile social network that engages users around debate creation, crowdsourced opinions and user-generated content, and is the only social network that can definitively settle debates through gamification. Users will also have the ability to gamble virtual currencies on arguments, referred to as e-fights™.

SportCourt intends to partner with sports teams, television networks, and popular online sports blogs to bring a unique argument engine platform to their fan bases and increase engagement. All e-fights™ that appear on these various platforms will also be presented in the SportCourt app allowing for more voters and a broader audience. Additionally, it will allow these affiliates to advertise on the SportCourt app by showing where the fight originated, thus driving traffic to their sites.

FightCourt

FightCourt (in development) is a social media platform that offers an online arena for those that want to "fight it out" online in a social, fun and productive manner. The goal of FightCourt is to become the social networking destination for online disputes and obtain an extensive and valuable membership database of opinion profiles.

FightCourt's core value proposition is the Argument Engine™, a complex algorithm that takes into account several hundreds of key indicators. From this algorithm, FightCourt is able to generate a clear winner within the community and provide its members with a stimulating, fun and satisfying experience.

1.3 Results of Operations for the 1 month ended February 28, 2015

Revenue:

The Company is in the development stage and does not generate any revenues. To date the Company has not earned any significant revenues.

Expenses:

General and Administrative expenses for the 1 month period ending February 28, 2015 totaled $17,644.

There are no trends, commitments, events or uncertainties presently known to management that are reasonably expected to have a material effect on the Company's business, financial condition or results of operation other than uncertainty as to the speculative nature of the business, the uncertainty of social media and marketing trends, and the uncertainty of fundraising activities.

1.5 Summary of Quarterly Results

The Company, as a private company, has not generated reports on a quarterly basis.

1.6 Liquidity

In management's view, given the nature of the Company's operations, which consist of the development and acquisition of social media applications, the most relevant financial information relates primarily to current liquidity, solvency and planned development expenditures. The Company's financial success will be dependent upon the extent to which it can complete development of its current core products and the user absorption the products receive. Such development may take longer than expected and the amount of resulting income, if any, is difficult to determine. The value of the core products is largely dependent upon factors beyond the Company's control, including social media trends and marketing trends.

The Company has financed its operations to date primarily through the issuance of common shares. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

1.7 Capital Resources

At February 28, 2015 the capital of the Company consisted of cash in the bank, prepaid expenses, and Accounts receivable totaling $195,505. The Company will have to generate additional cash from sales or equity raised through the private individuals to meet its commitments.

1.8 Off Balance Sheet Arrangements

At February 28, 2015, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

1.9 Transactions with Related Parties

As at February 28, 2015, $33,268 was due to a company (Canal Front Investments Inc.) controlled by a director (Blair Naughty). Amounts due to related parties are interest free, unsecured, and have no specified terms of repayment.

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

1.10 1 Month period ended Feb 28, 2015

The Company, as a private company, has not generated reports on a quarterly basis but continues to develop its core products.

1.11 Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company.

1.12 Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

1.13 Adoption of New Accounting Policies

The following standards, amendments, and interpretations have been adopted by the Company as of February 1, 2014. There was no impact on the financial statements as a result of the adoption of these standards, amendments and interpretations:

New standards adopted during the year

IAS 32 Financial Instruments: Presentation ("IAS 32")

In December 2011, the IASB amended IAS 32 to clarify the requirements which permit offsetting a financial asset and liability in the financial statement.

IAS 36 Impairment of Assets ("IAS 36")

In May 2013, the IASB amended IAS 36 to clarify the requirement to disclose information about the recoverable amount of assets for which an impairment loss has been recognized or reversed.

New standards not yet adopted

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") but are not yet effective (as at Feb 28, 2015) and, accordingly, have not been applied in preparing these financial statements. The Company has not yet assessed the potential impact of these standards on its financial reporting.

IFRS 9 Financial Instruments: Classification and Measurement ("IFRS 9") effective January 1, 2015

IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit or loss would generally be recorded in other comprehensive income.

1.14 Financial Instruments and Other Risks

As at February 28, 2015, the Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and loans due to affiliates. The carrying value of these financial instruments approximate their fair values.

Fair Value

The Company classifies its fair value measurements in accordance with an established hierarchy that priorities the inputs in valuation techniques used to measure fair value as follows:

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 assets or liabilities either directly or indirectly, and

Level 3 Inputs that are not based on observable market date

The following table sets for the Company's financial assets measured at fair value by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	30,085	-	-	30,085
Accounts receivable	-	79	-	79
Accounts payable and accrued liabilities	-	39,994	-	39,994
Due to affiliates	-	33,268	-	33,268

Credit Risk

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and amounts receivable. Cash deposits and term deposits are maintained with a financial institution of reputable credit and are redeemable on demand. Amounts receivable consists primarily of revenue receivable from Google AdSense. The Company's opinion is that credit risk is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At February 28, 2015, the Company had cash and cash equivalents of $30,085 to settle accounts payable and accrued liabilities of $39,994 and loan payable of $30,000. Readers' attention is drawn to Note 1 of the financial statements regarding going concern issue of the Company.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, marketing prices and/or stock market movements (price risk).

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash and cash equivalents bear interest at market rates. Other current financial assets and liabilities are not exposed to interest rate risk because of their short term nature or being non-interest bearing.

Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company has engaged consultants in other countries outside of Canada in prior years and may continue to do so in the future. Management believes that the foreign exchange risk derived from currency conversions for consultants engaged in other countries outside of Canada is not significant and therefore does not hedge its foreign exchange risk.

Price risk

The Company is exposed to price risk with respect to marketing trends. Marketing price risk is the potential adverse impact on earnings and economic value due to marketing price movements and volatilities. The Company closely monitors marketing prices as it relates to social media to determine the appropriate course of action to be taken by the Company.

Other Risks

Hatch's limited operating history

Hatch has no operating history, and no history of earnings or profits. It currently has no customers or means of cash flow from operations. As such, Hatch's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. As Hatch is in an early stage and is only introducing its service to the public, it is very difficult to evaluate the viability of Hatch's business. Hatch has no experience in addressing the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as Hatch's target markets. There can be no assurance that Hatch will be successful in addressing these risks and the failure to do so in any one area could have a material adverse effect on Hatch's business, prospects, financial condition and results of operations. There is no assurance that Hatch' business will be a success.

Need for funds

In the short term, the continued operation of the Issuer will be dependent upon its ability to procure additional financing. The Issuer must obtain such financing through a combination of equity and debt financing and there can be no assurance that the Issuer can raise the required capital it needs to build and expand Hatch's business. Without this additional financing, the Issuer may be unable to advance Hatch' business model, and Hatch will likely fail. There can be no certainty that the Issuer can obtain these funds, in which case any investment in the Issuer may be lost.

The raising of equity funding will also result in dilution of the equity position held by the Issuer's shareholders.

Operational Risks

Hatch will be affected by a number of operational risks against which it may not be adequately insured or for which insurance is not available, including: catastrophic accidents; fires; changes in the regulatory environment; impact of non-compliance with laws and regulations; labour disputes; natural phenomena such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, Hatch's premises, personal injury or death, environmental damage, resulting in adverse impacts on Hatch's operations, costs, monetary losses, potential legal liability and future cash flows, earnings and financial condition. Also, Hatch may be subject to or affected by liability or sustain loss for certain risks and hazards against which it cannot insure or which it may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on Hatch's future cash flows, earnings, results of operations and financial condition.

Unforeseen Competition

There can be no assurance that significant competition will not enter the market and offer any number of similar services to those provided by Hatch. Such competition could have a significant adverse effect on the growth potential of Hatch's business by effectively dividing the existing market for such products and services.

Trends

Hatch's success depends on the continuation of social media popularity and the ability of Hatch products to add new users, sell advertisement and generate revenue. Future revenues will be largely dependent on the company's ability to generate revenue from third parties advertising on Hatch products. Changes in social media trends which affect user adoption and marketing habits may significantly affect Hatch's ability to collect revenue in the future. If third party marketers decide that Hatch products are experimental or unproven, or if third party policies limit our ability to deliver or target advertising on mobile devices, or if adverse legal developments arise relating to advertising, including legislative and regulatory developments and developments in litigation, or if our products are unable to sustain or increase the value of our ads or marketers' ability to analyze and measure the value of our ads, or if trends for advertising on mobile devices or on personal computers changes, our advertising revenue could be adversely affected.

Dependence on Personnel

Hatch's future success depends substantially on the continued services of its executive officers and its key development personnel. If one or more of its executive officers or key development personnel were unable to unwilling to continue in their present positions, Hatch might not be able to replace them easily or at all. In addition, if any of its executive officers or key employees joins a competitor or forms a competing company, Hatch may lose know-how, key professionals and staff members.

Management of Growth

Hatch may experience a period of significant growth that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train motivate and manage the workforce. Hatch's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

Data Security Risks

Hatch will utilize servers with significant amounts of data stored thereon. Should Hatch be responsible for the loss of any or all of the data stored by it, the liability could materially undermine the financial stability of the company. Also, much of the data stored at Hatch' premises or within the aforementioned servers will be confidential. Anyone who is able to circumvent Hatch's security measures could misappropriate proprietary information or cause interruptions in its operations.

Trading of the Issuer's Shares

There can be no assurance that the trading price of the Issuer's shares will go up. Further, there can be no assurance that there will be sufficient liquidity so as to permit investors to buy or sell the Issuer's shares at any time, in quantities desired, or which not adversely affect the stock price. As noted above, Hatch's continued operation will be dependent upon its ability to procure additional financing. There can be no assurance that any such financing will be obtained at higher or ever increasing prices, or that such financings will not put downward pressure on the Issuer's share price.

Dividends

The Issuer has not paid dividends to shareholders in the past and does not anticipate paying dividends in the foreseeable future. The Issuer expects to retain its earnings to finance growth, and where appropriate, to pay down debt.

Officer and Director Conflicts

Because directors and officers of the Issuer and/or Hatch are or may become directors or officers of other reporting companies or have significant shareholdings in other technology companies, the directors and officers of the Issuer may have a conflict of interest in conducting their duties. There can be no assurance such conflicts of interests will be resolved to the benefit of the Issuer.

1.15 Other MD&A Requirements

This MD&A was prepared on May 28, 2015. This MD&A should be read in conjunction with the unaudited financial statements for the 1 month period ended February 28, 2015. This MD&A is intended to assist the reader's understanding of Hatch Interactive Technologies Corp. and its operations, business, strategies, performance and future outlook from the perspective of management.

This MD&A may contain management estimates of anticipated future trends, activities, or results; these are not a guarantee of future performance, since actual results may vary based on factors and variables outside of management's control. Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to ensure that information disclosed externally, including the financial statements and MD&A, is complete and reliable. Hatch's Board of Directors follows recommended corporate governance guidelines to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management to review the financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee is free to meet with the independent auditors throughout the year.

1.16 Subsequent Events

On March 19, 2015 the Company signed a non-binding letter of intent ("LOI") and on May 7, 2015 entered into a binding Share Exchange Agreement ("SEA") with Tosca Resources Corp., a Canadian public corporation trading on the CSE whereby Tosca will acquire 100% of the shares of Hatch by issuing 32,124,732 shares of Tosca.

The transaction awaits approval by the Canadian Securities Exchange. The Company anticipates changing its name to Hatchitech Technologies Corp. prior to the conclusion of its planned acquisition transaction with Tosca.

OTHER INFORMATION

Approval

The Board of Directors of Hatch Interactive Technologies Corp. has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

6.17 Additional Disclosure for Issuers without Significant Revenue

Not applicable

6.18 Description of Securities:

Prior to the approval of the Hatch acquisition transaction, there were 13,496,425 Common Shares issued and outstanding. In addition there are 8,261,062 warrants issued which allow holders an option to acquire additional common shares of the Company at various costs as better disclosed in Appendix A herein. In March 2015, a total of 50,000 stock options were exercised at a price of $0.115 per option. As of the date hereof, total stock options to purchase 755,500 Common Shares remain allocated and awarded. See *Section 14.2* below for further detail with respect to the exercise price and expiry date of the outstanding stock options.

The consideration price to be paid by the Company for 100% of the issued and outstanding shares of Hatch will be $4,312,500 facilitated by the issuance of 32,124,732 treasury shares to the Hatch shareholders .

After conclusion of the purchase transaction, the Company's securities position will be as follows:

Common shares issued and outstanding	45,621,157
Warrants outstanding which allow holders to acquire additional common shares at various costs	8,261,062
Stock options awarded and allocated	755,500

6.19 Provide Breakdown if the Company 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 operating cash flow in its most recently completed financial year. As a result of the Company's acquisition of Hatch, the closing of the private placement on May 1, 2015 (net proceeds of $653,925), the settlement of $52,738 of debt, and the exercise of options (net proceeds of $5,750), the Company has adequate cash resources to fund its operations for the next six months The use of available proceeds is set forth in Item 4 above.

6.21 Additional disclosure for Issuers with significant equity investees:

Not applicable.

7. Market for Securities

The Company`s securities were listed on the TSX Venture Exchange until February 18, 2015 when the Company`s securities were moved to the CSE under the same trading symbol (TSQ)

The common shares of the Company are also listed on the Frankfurt Stock Exchange under symbol FSE:TQ4.

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 May 31, 2015:

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 May 31, 2015
Former Executive Officers (2 persons)	62,500	62,500	02/01/14	01/02/19	$0.32	$0.08	$0.175
Former Directors & Non-executive Officers (3 persons)	103,750	103,750	01/02/14	01/02/19	$0.32	$0.08	$0.175
Consultants	56,250	56,250	01/02/14	01/02/19	$0.32	$0.08	$0.175
	8,000	8,000	2/24/12	2/24/17	$3.68	$0.08	$0.175
	50,000	50,000	2/12/14	2/12/17	$0.32	$0.125	$0.175
	25,000	25,000	2/14/14	2/14/17	$0.32	$0.125	$0.175
	450,000	450,000	2/20/15	2/20/17	$0.115	$0.115	
Total	755,500	755,500					

See Appendix C 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. The authorized capital of the Company consists of an unlimited number of common shares without par value of which, following the Hatch acquisition, 45,621,157 are issued and outstanding as at the date of this listing statement.

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 consisted 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. In connection with the closing of this private placement, the Company paid share issuance costs of $6,950 in cash and issued 61,250 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 consisted 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. In connection with the closing of this private placement, the Company paid share issuance costs of $11,399 in cash and issued 11,688 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, a share for debt transaction, which totaled $27,738, was concluded on January 23, 2015 and resulted in a further 554,767 shares issued. Subsequent to quarter end, a further share for debt transaction was undertaken for $25,000 and resulted in the issuance of 250,000 treasury shares to two executive officers of the Company.

In April, 2015, 50,000 options were exercised to a consultant at a cost of $0.115 per share.

On May 1, 2015, the Company closed on a private placement of 4,359,500 units at a price of $0.15 per unit for aggregate gross proceeds of $653,925. Each unit consisted of one common share and one, two year share purchase warrant. Each warrant is exercisable into one common share at a price of $0.25 per share for a period of one year, and for $0.35 for the second year. The shares forming part of the units and any shares acquired on exercise of the warrants are subject to the standard four month sale restriction which expires on September 2, 2015.. There were finder's fees of $1200 and 8,000 share purchase warrants paid in respect of the placement.

As a component of the Share Exchange Agreement, the Company will issue a total of 32,124,732 treasury shares to the shareholders of Hatch in exchange for 100% of the equity of Hatch.

Issued common shares on May 31, 2015	13,496,425
Options granted but not exercised	755,500
Warrants	8,261,062
Acquisition of Hatch	32,124,732
Total Issued and Outstanding shares Options Warrants	45,621,157 755,500 8,261,062
Fully Diluted	**54,637,719**

10.8 Stock Exchange Price

The common shares of the Company are listed and posted for trading under the symbol "TSQ" on the CSE (formerly the Canadian National Stock Exchange ("CNSX") and FSE:TQ4 on the Frankfurt Stock Exchange

Prior to the listing on the Canadian Securities Exchange, the Company's shares were listed for trading on the TSX Venture Exchange under the symbol "TSQ".

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

Month Ended	High	Low	Close	Volume
Year 2015				
May	.215	.15	.175	116,000
April	.25	.18	.2148	355,812
March	.235	.105	.2051	415,627
February	.14	.08	.1348	220,855

Month Ended	High	Low	Close	Volume
January	.10	.045	.10	177,537
Year 2014				
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

11. Escrowed Securities

11.1 Escrowed Securities

The table below sets out the number of Company shares held by principals and certain other shareholders of the Company that are held in escrow pursuant to an Escrow Agreement dated June 15, 2015 (a copy of which is posted to the Company's CSE website):

Designation of Class Held in Escrow	Number of Securities Held in Escrow[1]	Percentage of Class[2]
Common Shares	21,819,732	47.8%

1. 21,819,732 of the 32,124,732 shares issued by Tosca to acquire Hatch were placed in escrow pursuant to an agreement dated June 15, 2015, of which 10% (2,181,972 shares) will be released upon listing, and the balance (19,637,760) will be released as to 15% (3,272,960) every six months thereafter over 36 months.
2. Based on 45,621,157 shares being outstanding.

12. Principal Shareholders

To the knowledge of the directors and officers of the Company, as of the closing of the acquisition transaction for Hatch, no person will then beneficially own or exercise control or direction over Common Shares carrying more than 10% of the votes attached to common shares (at which point there will then be 45,621,157 shares issued and outstanding) except for the following:

Name	Number of Securities Owned	Nature of Ownership	Percentage[1]
Canal Front Investments Inc. [2]	13,726,332	Registered & Beneficial	30.1%
Naughty Capital[2]	1,238,400	Registered & Beneficial	2.7%

1. Based on 45,621,157 shares being outstanding.
2. A Company owned by Blair Naughty.

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
Blair Naughty[(1)] **British Columbia, Canada** ***Director and Chief Executive Officer***	Blair Naughty, 44, is the CEO and founder of Hatch. Mr Naughty has been in the equity markets since age 18 where he started at Midland Doherty in the contracts department in Toronto. Mr. Naughty worked for the ten years with Sprott Securities, Yorkton Securities, and Infinity Mutual Funds (until its purchase by Dundee). Since 1999, Mr. Naughty has acted as a venture capitalist and after 2011, decided to pursue his dream of growing ideas from infancy through development and commercialization within the tech arena. Mr. Naughty's first such venture was the purchase, construction and operating of over 150 websites that offered information on numerous vocations. Revenues from these sites were collected via advertisements. This was followed by the Fight Court concept - the world's first online court room to solve the endless arguments and noise on the internet. He spent three years developing this to where it is today and the first vertical to launch will be in the area of sports. Through the newly named company, Hatch, the concept is to build ideas from within... from dream to commercialization, as well as to acquire very early stage startups and take them under the Hatch wing. Mr. Naughty currently sits on the board of Alchemist Mining (CSE).	[(3)]	14,964,733[(2)]	32.8%

William McGraw British Columbia, Canada ***Director and President***	William McGraw is President and a director of the Company. He is currently an Executive in Residence at the Wavefront Venture Accelerator Program, working with multiple early stage companies to assist them with their go-to-market strategy, product development and positioning and access to capital. He sits on the board of several private companies providing advisory services to assist these firms with operations, strategy and fund raising. A serial entrepreneur, his first start-up was in Newport Beach, CA in 2000 and he has been founder/CEO of several companies over the past 15 years.	(3)	1,000,000	2.2%
Tristan Brett[1] British Columbia, Canada ***Director***	Born in 1971, Tristan Brett, is an honors graduate from the Industrial Design program at Emily Carr University of Art and Design with a bachelor's degree in 1995.Tristan has 20 years of creative development experience in the video game industry. In his ten years at Electronic Arts (1995-2005), His roles included Lead Artist, Designer, Technical Artist and Concept Artist. Tristan has been employed at Relic Entertainment since 2006-present as a Principal Artist. Tristan's portfolio of AAA titles and franchises ranges from racing titles like "Need for Speed" and "Sled Storm" to strategy titles "Battle for Middle earth" and "Command and conquer" to Shooters "Medal of honour" , "Frontlines" and "SpaceMarine". He has worked on several other projects and portfolio pieces in his spare time ranging from graphic, web and industrial design to casual game concepts.	(3)	4,000,000	8.8%
Alexander Helmel British Columbia, Canada ***Chief Financial Officer***	Mr. Helmel is an independent management consultant with specific expertise working with early stage venture companies within the Canadian Capital Markets. Mr. Helmel focuses on private to public market transitions, corporate governance, the development of senior management teams, and corporate growth strategies. Mr. Helmel has served as a director or officer for numerous private, CSE, and TSX-V listed corporations.	(3)	1,000,000	2.2%

Adrian Crook[(1)] **British Columbia, Canada** ***Director***	Adrian Crook is an award-winning game design consultant with over 20 years' experience in the social, casual, and core games sectors. He has produced and designed over two dozen products across platforms ranging from early Nintendo and Sega Genesis to PlayStation 1, PlayStation 2, PC, Xbox 360, Wii, Facebook, iOS, and Online. In 2006, Adrian was named Producer of the Year by the Canadian New Media Awards and his products have won numerous awards, including "Game of the Year." Adrian has led multiple original IP products to market, with one product selling more than 1 million units on a single platform. He is a certified Scrummaster with a proven ability to lead large teams of up to 100 developers. In January 2008, Adrian founded Adrian Crook & Associates, a game design and strategy consultancy that has contributed to the success of over 90 valued international clients. Adrian's experienced team is focused on social and mobile game design, gamification, business development, and startup growth strategy. Adrian Crook & Associates has extensive experience designing social and online games that include multiple monetization methods, such as virtual goods, ad support, tiered subscriptions, branded content, and more. Adrian is an advisor to several game industry firms and is currently a creative mentor at Execution Labs, a game incubator and accelerator. He has given interviews on G4TV and other TV, print, and online news outlets, and has spoken as a social games expert at conferences such as GDC, SXSW, ICE, Casual Connect, INplay, and GameON: Finance.	(3)	1,000,000	2.2%

(1) Member of the Audit Committee following the close of the transaction.

(2) 13,726,332 of these common shares are held by Canal Front Investments Inc. and 1,238,400 of these common shares are held by Naughty Capital Corp, both wholly-owned corporations of Mr. Naughty,

(3) Position to be assumed at the closing of the Transaction

13.3 As of the date of this document, August 31, 2015, the proposed new directors and executive officers of the Company beneficially owned, directly or indirectly, as a group, 21,964,733 common shares of the Company representing approximately 48.1% of all outstanding voting securities of the Company.

13.4 Board Committees

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

Blair Naughty Non-Independent Member
Adrian Crook Independent Member

Tristan Brett IndependentMember

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 Company 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

Blair Naughty (to become the CEO and a Director)

Blair Naughty, 44, is the CEO and founder of Hatch. Mr Naughty has been in the equity markets since age 18 where he started at Midland Doherty in the contracts department in Toronto. Mr. Naughty worked for ten years with Sprott Securities, Yorkton Securities, and Infinity Mutual Funds (until its purchase by Dundee). Since 1999, Mr. Naughty has acted as a venture capitalist and after 2011, decided to pursue his dream of growing ideas from infancy through development and commercialization within the tech arena. Mr. Naughty's first such venture was the purchase, construction and operating of over 150 websites that offered information on numerous vocations. Revenues from these sites were collected via advertisements. This was followed by the Fight Court concept - the world's first online court room to solve the endless arguments and noise on the internet. He spent three years developing this to where it is today and the first vertical to launch will be in the area of sports. Through the newly named company, Hatch, the concept is to build ideas from within from dream to commercialization, as well as to acquire very early stage startups and take them under the Hatch wing. Mr. Naughty currently sits on the board of Alchemist Mining (CSE).

Tristan Brett (to become a Director)

Born in 1971, Tristan Brett, is an honors graduate from the Industrial Design program at Emily Carr University of Art and Design with a bachelor's degree in 1995.Tristan has 20 years of creative development experience in the video game industry. In his ten years at Electronic Arts (1995-2005), His roles included Lead Artist, Designer, Technical Artist and Concept Artist. Tristan has been employed at Relic Entertainment since 2006-present as a Principal Artist. Tristan's portfolio of AAA titles and franchises ranges from racing titles like "Need for Speed" and "Sled Storm" to strategy titles "Battle for Middle earth" and "Command and Conquer" to Shooters "Medal of Honour" , "Frontlines" and "SpaceMarine". He has worked on several other projects and portfolio pieces in his spare time ranging from graphic, web and industrial design to casual game concepts.

William McGraw (to become the President and a Director)

William McGraw is President and a director of Hatch. He is currently an Executive in Residence at the Wavefront Venture Accelerator Program, working with multiple early stage companies to assist them with their go-to-market strategy, product development and positioning and access to capital. He sits on the board of several private companies providing advisory services to assist these firms with operations, strategy and fund raising. A serial entrepreneur, his first start-up was in Newport Beach, CA in 2000 and he has been founder/CEO of several companies over the past 15 years.

Adrian Crook (to become a Director)

Adrian Crook is an award-winning game design consultant with over 20 years' experience in the social, casual, and core games sectors. He has produced and designed over two dozen products across platforms ranging from early Nintendo and Sega Genesis to PlayStation 1, PlayStation 2, PC, Xbox 360, Wii, Facebook, iOS, and Online. In 2006, Adrian was named Producer of the Year by the Canadian New Media Awards and his products have won numerous awards, including "Game of the Year."

Adrian has led multiple original IP products to market, with one product selling more than 1 million units on a single platform. He is a certified Scrummaster with a proven ability to lead large teams of up to 100 developers.

In January 2008, Adrian founded Adrian Crook & Associates, a game design and strategy consultancy that has contributed to the success of over 90 valued international clients. Adrian's experienced team is focused on social and mobile game design, gamification, business development, and startup growth strategy. Adrian Crook & Associates has extensive experience designing social and online games that include multiple monetization methods, such as virtual goods, ad support, tiered subscriptions, branded content, and more.

Adrian is an advisor to several game industry firms and is currently a creative mentor at Execution Labs, a game incubator and accelerator. He has given interviews on G4TV and other TV, print, and online news outlets, and has spoken as a social games expert at conferences such as GDC, SXSW, ICE, Casual Connect, INplay, and GameON: Finance.

Alexander Helmel (to become the CFO)

Mr. Helmel is an independent management consultant with specific expertise working with early stage venture companies within the Canadian Capital Markets. Mr. Helmel focuses on private to public market transitions, corporate governance, the development of senior management teams, and corporate growth strategies. Mr. Helmel has served as a director or officer for numerous private, CSE, and TSX-V listed corporations.

14. Capitalization

14.1 Issued Capital

As at June 1, 2015	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	45,621,157	54,637,719	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)

	21,964,733	21,964,733	48.1%	40.2%
Total Public Float (A-B)	23,656,424	32,672,986	51.9%%	59.8%
Freely-Tradable Float	45,621,157	54,637,719	100.0%	100.0%
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)	24,749,732	24,749,732	53.8%	44.9%
Total Tradable Float (A-C)(see Note 1 below)	20,188,575	29,887,987	44.2%	54.7%

Note 1—The shares issued for the private placement announced on May 1, 2015 are restricted from resale for a period of four months until October 1, 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	753,750

Size of Holding	Number of holders	Total number of securities
Total	**6**	**755,500**

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 (Computershare)

Size of Holding	Number of holders	Total number of securities
1 - 99 securities	9	469
100 – 499 securities	61	13583
500 – 999 securities	43	30909
1,000 – 1,999 securities	45	62791
2,000 – 2,999 securities	24	56789
3,000 – 3,999 securities	15	50247
4,000 – 4,999 securities	14	62181
5,000 or more securities	113	5551298
Total	324	5,828,267

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

Class of Security—(Broadridge)

Size of Holding	Number of holders	Total number of securities
1 - 99 securities	15	631
100 – 499 securities	17	4466
500 – 999 securities	12	7892
1,000 – 1,999 securities	7	9732
2,000 – 2,999 securities	2	5000
3,000 – 3,999 securities	2	7500
4,000 – 4,999 securities	0	0
5,000 or more securities	21	530035
Total	**76**	**565,256**

**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	$0.32	222,500
	February 12, 2017	$0.32	50,000
	February 20, 2017	$0.115	450,000
	February 14, 2017	$0.32	25,000
Warrants			
	January 14, 2016	$00.10	1,655,000
	January 2, 2016	$0.30	150,000
	December 17, 2015	$0.30	1,386,250
	May 1, 2015	$0.25	4,367,500
Totals			9,016,562

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 D" 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, 2014, 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

The following risk factors should be carefully considered in evaluating the Company, or Hatch Interactive Technologies Corp. The risks presented below may not be all of the risks that the Company and Hatch may face. It is believed that these are the factors that could cause actual results to be different from expected and historical results.

Risks associated to Hatch

The following are certain risk factors relating to the business carried on by the Company and/or Hatch which prospective investors should consider in making a decision to purchase securities of the Company:

Hatch's limited operating history

Hatch has no operating history, and no history of earnings or profits. It currently has no customers or means of cash flow from operations. As such, Hatch's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. As Hatch is in an early stage and is only introducing its service to the public, it is very difficult to evaluate the viability of Hatch's business. Hatch has no experience in addressing the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as Hatch's target markets. There can be no assurance that Hatch will be successful in addressing these risks and the failure to do so in any one area could have a material adverse effect on Hatch's business, prospects, financial condition and results of operations. There is no assurance that Hatch' business will be a success.

Need for funds

In the short term, the continued operation of the Company will be dependent upon its ability to procure additional financing. The Company must obtain such financing through a combination of equity and debt financing and there can be no assurance that the Company can raise the required capital it needs to build and expand Hatch's business. Without this additional financing, the Company may be unable to advance Hatch's business model, and Hatch will likely fail. There can be no certainty that the Company can obtain these funds, in which case any investment in the Company may be lost.

The raising of equity funding will also result in dilution of the equity position held by the Company's shareholders.

Operational Risks

Hatch will be affected by a number of operational risks against which it may not be adequately insured or for which insurance is not available, including: catastrophic accidents; fires; changes in the regulatory environment; impact of non-compliance with laws and regulations; labour disputes; natural phenomena such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, Hatch's premises, personal injury or death, environmental damage, resulting in adverse impacts on Hatch's operations, costs, monetary losses, potential legal liability and future cash flows, earnings and financial condition. Also, Hatch may be subject to or affected by liability or sustain loss for certain risks and hazards against which it cannot insure or which it may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on Hatch's future cash flows, earnings, results of operations and financial condition.

Unforeseen Competition

There can be no assurance that significant competition will not enter the market and offer any number of similar services to those provided by Hatch. Such competition could have a significant adverse effect on the growth potential of Hatch's business by effectively dividing the existing market for such products and services.

Trends

Hatch's success depends on the continuation of social media popularity and the ability of Hatch products to add new users, sell advertisement and generate revenue. Future revenues will be largely dependent on the company's ability to generate revenue from third parties advertising on Hatch products. Changes in social media trends which affect user adoption and marketing habits may significantly affect Hatch's ability to collect revenue in the future. If third party marketers decide that Hatch products are experimental or unproven, or if third party policies limit Hatch's ability to deliver or target advertising on mobile devices, or if adverse legal developments arise relating to advertising, including legislative and regulatory developments and developments in litigation, or if Hatch's products are unable to sustain or increase the value of its ads or marketers' ability to analyze and measure the value of its ads, or if trends for advertising on mobile devices or on personal computers changes, our advertising revenue could be adversely affected.

Dependence on Personnel

Hatch's future success depends substantially on the continued services of its executive officers and its key development personnel. If one or more of its executive officers or key development personnel were unable to unwilling to continue in their present positions, Hatch might not be able to replace them easily or at all. In addition, if any of its executive officers or key employees joins a competitor or forms a competing company, Hatch may lose know-how, key professionals and staff members.

Management of Growth

Hatch may experience a period of significant growth that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train, motivate and manage the workforce. Hatch's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

Data Security Risks

Hatch will utilize servers with significant amounts of data stored thereon. Should Hatch be responsible for the loss of any or all of the data stored by it, the liability could materially undermine the financial stability of the company. Also, much of the data stored at Hatch' premises or within the aforementioned servers will be confidential. Anyone who is able to circumvent Hatch's security measures could misappropriate proprietary information or cause interruptions in its operations.

Trading of the Company's Shares

There can be no assurance that the trading price of the Company's shares will go up. Further, there can be no assurance that there will be sufficient liquidity so as to permit investors to buy or sell the Company's shares at any time, in quantities desired, or which not adversely affect the stock price. As noted above, Hatch's continued operation will be dependent upon its ability to procure additional financing. There can be no assurance that any such financing will be obtained at higher or ever increasing prices, or that such financings will not put downward pressure on the Company's share price.

Dividends

The Company has not paid dividends to shareholders in the past and does not anticipate paying dividends in the foreseeable future. The Company expects to retain its earnings to finance growth, and where appropriate, to pay down debt.

Officer and Director Conflicts

Because directors and officers of the Company and/or Hatch are or may become directors or officers of other reporting companies or have significant shareholdings in other technology companies, the directors and officers of the Company may have a conflict of interest in conducting their duties. There can be no assurance such conflicts of interests will be resolved to the benefit of the Company.

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 Ron Shenton and Brian Roberts. Subsequent to the closing of the acquisition transaction, Blair Naughty will be deemed a promoter:

Name of Promoter	Number of shares	Percentage
Blair Naughty[(1)]	14,964,732 common shares	32.8%

(1) Mr. Naughty may be considered a promoter of the Company in that he will be taking the initiative as principal shareholder and CEO of the Company upon completion of the transaction, to co-ordinate all future financings for the Company.

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, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became 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

Other than as disclosed herein, 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 of Tosca Resources Corp.

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

Auditor of Hatch

Galloway Botteselle & Company
300 – 2000 West 12th Avenue
Vancouver, B.C. V6J 2G2

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. It is management's intention to dispose of this option arrangement as soon as economically possible.

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

(1) the Share Exchange Agreement among the Company, Hatch and the Hatch Shareholders dated May 6, 2015;

(2) the Escrow Agreement among the Company, Computershare Investor Services Inc. and certain shareholders of Hatch dated June 15, 2015.

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 E in this document:

Audited consolidated financial statements of the Company, including the auditor's report from Davidson & Co., Chartered Accountants, for the financial year ended November 30, 2014. The Annual audited consolidated financial statements of the Company including the auditor's report from Davidson & Company, 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 are incorporated herein by reference:

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

Unaudited consolidated financial statements of Tosca, for the three month period ended February 28, 2015,

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

Audited consolidated financial statements of Hatch, including the auditor's report from Galloway Botteselle & Company , for the financial year ended January, 31, 2015,

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

Unaudited consolidated financial statements of Hatch, for the one month period ended February 28, 2015,

CERTIFICATE OF THE COMPANY

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 31st day of August, 2015.

"Ron Shenton"
Ron Shenton
Chief Executive Officer

"Brian Roberts"
Brian Roberts
Chief Financial Officer

"

"Jonathan George"
Jonathan George
Director

APPENDIX A

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

SHARE EXCHANGE AGREEMENT

APPENDIX B

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

MINERAL PROPERTY REPORT

APPENDIX C

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

INCENTIVE STOCK OPTION PLAN

APPENDIX D

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

STATEMENT OF EXECUTIVE COMPENSATION

APPENDIX E

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

AUDITED FINANCIAL STATEMENTS OF TOSCA RESOURCES CORP
FOR THE YEAR ENDED NOVEMBER 30, 2014

APPENDIX F

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

UNAUDITED FINANCIAL STATEMENTS FOR TOSCA RESOURCES CORP.
FOR THE THREE MONTH PERIOD ENDED FEBRUARY 28, 2015

APPENDIX G

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

AUDITED FINANCIAL STATEMENT AS AT JANUARY 31, 2015
FOR HATCH INTERACTIVE TECHNOLOGIES CORP.
(NAME TO BE CHANGED TO HATCHITECH TECHNOLOGIES CORP.)

APPENDIX H

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

UNAUDITED FINANCIAL STATEMENT FOR THE ONE MONTH PERIOD ENDED FEBRUARY 28, 2015
FOR HATCH INTERACTIVE TECHNOLOGIES CORP.
(NAME TO BE CHANGED TO HATCHITECH TECHNOLOGIES CORP.)

APPENDIX I

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

PROFORMA FINANCIAL ANALYSIS FOR FEBRUARY 28, 2015