# HATCH INTERACTIVE TECHNOLOGIES CORP.

# (formerly TOSCA RESOURCES CORP.)

## FORM 2A

## LISTING STATEMENT

## 1. Table of Contents

APPENDIX G: Audited Financial Statement as at January 31, 2015 for Hatch Interactive Technologies Corp. (name to be changed to Hatchitech Technologies Corp.)

APPENDIX H: Unaudited and reviewed 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: Proforma financial analysis for February 28, 2015

## 2. Corporate Structure

### 2.1 Corporate Name

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

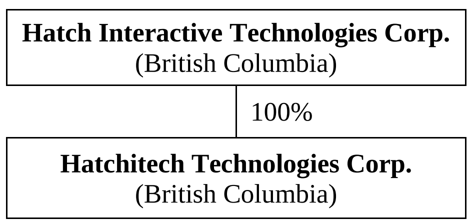
(the "Company" or "Tosca")

### 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.




### 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.

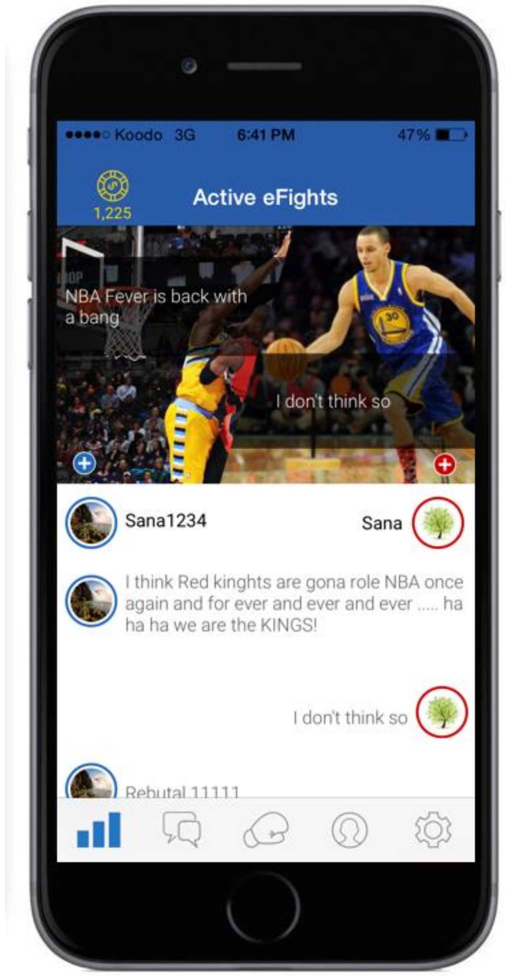
Fight Court arenas can be divided into an unlimited number of vertical markets (Sports, TV, domestic…) which can stand alone as independent apps. The first vertical market and the first independent app to be commercialized will be Sport Court.

**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.

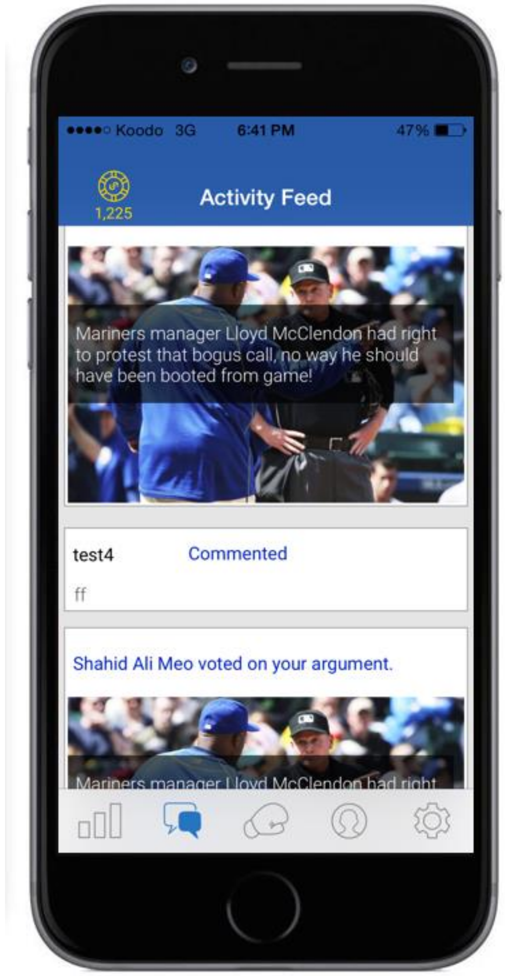
For the SPONSOR: Our pundits, described as recognizable celebrities in sports and reporting, will draw in fans who want to e-Fight ™ only against the best.


*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.

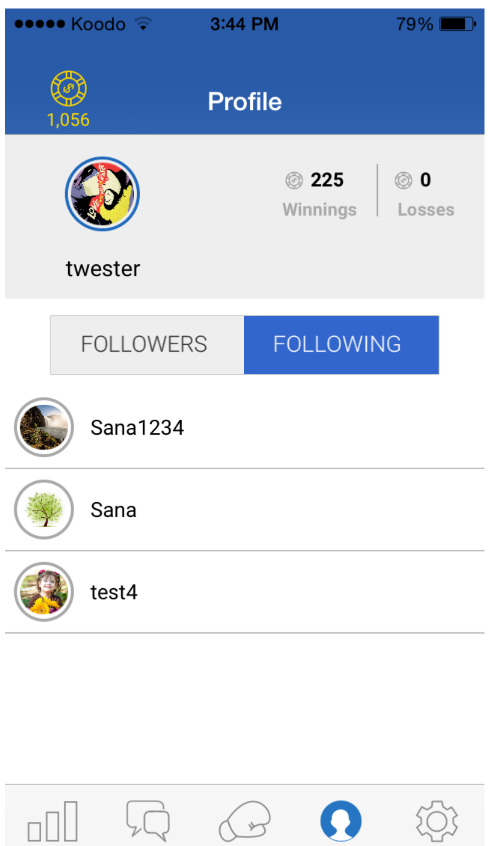
Once a user wants to join an e-Fight ™ they can select a side and cast a vote. Once the vote is cast the user can then make their own argument in the comments section to support their side. Those supporting comments can be up or down voted by other users. All action taken by users has the potential for 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:

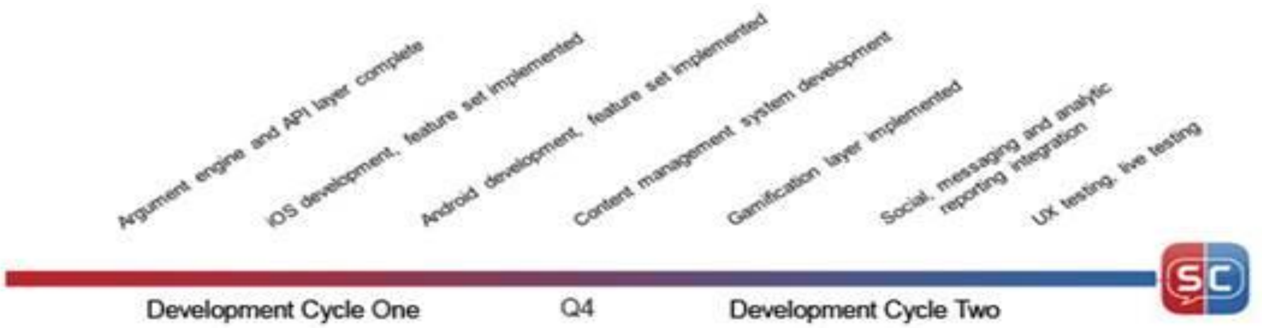
• The rewards system - this gamification layer will be that extra hook that will attract and retain users providing a fun and new way to connect with sports media.

• 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<br>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 is entering the daily fantasy sports market – expects to generate $2.6 billion in revenue this year.

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.

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 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<br>Options<br>Warrants | 45,621,157<br>755,500<br>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."<br><br>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.<br><br>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.<br><br>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.

**<u>Risks associated to Hatch</u>**

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

**APPENDIX A**

**TO FORM 2A LISTING STATEMENT**

**TOSCA RESOURCES CORP.**

# SHARE EXCHANGE AGREEMENT

# SHARE EXCHANGE AGREEMENT

**THIS AGREEMENT** is dated for reference as of the 6th day of May, 2015.

**BETWEEN:**

**TOSCA RESOURCES CORP.**, a corporation incorporated under the laws of the Province of British Columbia and having an office at 520 – 800 West Pender Street, Vancouver, BC V6C 2V6

**("Tosca")**

**AND:**

**HATCH INTERACTIVE TECHNOLOGIES CORP.**, a corporation incorporated under the laws of the Province of British Columbia and having an office at #830, 1100 Melville Street, Vancouver, BC, V6E 4A6

**("Hatch")**

**AND:**

**THE UNDERSIGNED SHAREHOLDERS OF HATCH**

**("Selling Shareholders")**

**WHEREAS:**

A. Each of the Selling Shareholders is the registered and beneficial owner of the shares in the capital of Hatch set forth beside their name below, and collectively the Selling Shareholders are the registered and beneficial owners of all of the issued and outstanding shares in the capital stock of Hatch;

B. Tosca has offered to purchase all of the issued and outstanding shares of Hatch (the **"Transaction")**;

C. This Agreement and the transactions contemplated herein are intended to provide the Selling Shareholders who are Canadian Residents the opportunity to dispose of their Hatch Shares (as defined below) in return for Common Shares in the capital stock of Tosca (the **"Tosca Shares")** on a tax-deferred basis for Canadian income tax purposes pursuant to the provisions of Section 85.1 of the *Income Tax Act;*

D. The boards of directors of Tosca and Hatch have approved and adopted this Agreement; and

E. In order to record the terms and conditions of the agreement among them, the parties wish to enter into this Agreement.

**NOW THEREFORE THIS AGREEMENT WITNESSES** that in consideration of the premises, covenants, terms, conditions, representations and warranties hereinafter set forth, the parties hereto agree each with the other as follows:

1. **Interpretation**

1.1 In this Agreement or in any amendments or Schedules hereto, the following terms will have the following meanings:

(a) **"Affiliate"** of any person means any other person directly or indirectly controlling, controlled by, or under common control with, that person. For the purposes of this definition, "control" (including, with correlative meanings, the terms "controlled by" and "under common control with"), as applied to any person, means the possession by another person, directly or indirectly, of the power to direct or cause the direction of the management and policies of that first mentioned person, whether through the ownership of voting securities, by contract or otherwise.

(b) **"Agreement"** means this Share Exchange Agreement and any amendment, supplement or addendum to the Agreement;

(c) **"Applicable Securities Legislation"** means all applicable securities legislation in all jurisdictions relevant to the issuance of the Tosca Shares;

(d) **"B.C. Securities Act"** means the *Securities Act (British Columbia)* R.S.B.C. (1996), c. 418, as amended from time to time;

(e) **"Canadian Resident"** means a person that is a resident of Canada for the purposes of the *Income Tax Act;*

(f) **"Closing Date"** means June 15, 2015 or such other date as may be mutually agreed upon by the parties to this Agreement;

(g) **"CSE"** means the Canadian Securities Exchange;

(h) **"Exchange Ratio"** means the ratio of two (2) Tosca Shares for each three (3) Hatch Share held by a Selling Shareholder;

(i) **"Hatch Business"** means the business in which Hatch is engaged, namely the development of internet based applications;

(j) **"Hatch Creditors"** means all of the creditors of Hatch as at the Closing Date as set out in Schedule C;

(k) **"Hatch Financial Statements"** means the audited financial statements of Hatch for the twelve month period ended January 31, 2015, attached hereto as Schedule B;

(l) **"Hatch Shares"** means the Class A voting common shares of Hatch;

(m) "**Hazardous Substance**" means any chemical, pollutant, contaminant, waste, toxic substance, hazardous substance or other substance or material defined in or regulated pursuant to applicable environmental laws;

(n) **"IFRS"** means International Financial Reporting Standards;

(o) **"Income Tax Act"** means the *Income Tax Act (Canada)* R.S.C. (1985), 5th supp., c. 1, as amended from time to time;

(p) **"Indemnified Party"** has the meaning ascribed to that term in Subsection 10.7;

(q) **"Indemnifying Party"** has the meaning ascribed to that term in Subsection 10.7;

(r) **"Material Adverse Effect"** when used in connection with an entity means any change (including a decision to implement such a change made by the board of directors or by senior management who believe that confirmation of the decision by the board of directors is probable), event, violation, inaccuracy, circumstance or effect that is materially adverse to the business, assets (including intangible assets), liabilities, capitalization, ownership, financial condition or results of operations of such entity or subsidiaries taken as a whole;

(s) **"NI 45-106"** means National Instrument 45-106 - *Prospectus and Registration Exemptions,* as adopted by the British Columbia Securities Commission;

(t) **"Tosca Shares"** means the common shares of Tosca;

(u) **"Tosca Financial Statements"** means the audited financial statements of Tosca for the year ended November 30, 2014 attached as Schedule D.

(v) **"Transaction"** has the meaning ascribed to such term in Recital B;

1.2 All dollar amounts referred to in this Agreement are in Canadian funds, unless expressly stated otherwise.

1.3 The following Schedules are attached hereto and form part of this Agreement:

| **Schedule** | **Description** |
|---|---|
| A. | INTENTIONALLY DELETED |
| B. | Hatch Financial Statements |
| C. | Hatch Creditors and Encumbrances |
| D. | Tosca Financial Statements |
| E. | Material Agreements of Hatch |
| F. | Hatch Litigation |
| G. | Tosca Litigation |
| H. | Hatch Intellectual Property |
| I | Tosca Options and Warrants |
| | |

## 2. Share Exchange

2.1 The Selling Shareholders hereby covenant and agree to sell, transfer and assign to Tosca, and Tosca covenants and agrees to purchase from the Selling Shareholders, all of the Hatch Shares held by each Selling Shareholder.

2.2 The purchase price for the Hatch Shares held by the Selling Shareholders will be the sum of $4,818,709.95 and will be paid by the issuance of 32,124,732 shares of Tosca, to be issued to the Selling Shareholders, with each Selling Shareholder receiving the amount set out opposite each Selling Shareholder's name below, as determined pursuant to the Exchange Ratio.

2.3 Following the exchange of the Hatch Shares for the Tosca Shares in accordance with this Agreement, the name of each Selling Shareholder will be removed from the securities register of Hatch Shares.

2.4 The name of each Selling Shareholder or their nominees will be added to the securities register of Tosca Shares.

2.5 Tosca will be recorded as the registered holder of such Hatch Shares so exchanged.

2.6 The sale of the Hatch Shares and the issuance of the Tosca Shares to the Selling Shareholders will be made in reliance on an exemption from the registration and prospectus filing requirements contained in Section 2.16 of NI 45-106. Hatch and Tosca reserve the right to request from the Selling Shareholders any additional certificates or representations required to establish an exemption from Applicable Securities Legislation prior to the issuance or transfer of any Hatch Shares or Tosca Shares.

2.7 The Selling Shareholders acknowledge and understand that the Tosca Shares they receive pursuant to this Agreement may be subject to escrow requirements in accordance with Applicable Securities Legislation and the policies of the CSE.

2.8 It is intended that the transactions contemplated in this Agreement will generally constitute a transaction in respect of which the Selling Shareholders may elect to be treated on a tax deferral basis pursuant to Section 85.1 of the *Income Tax Act* by treating the transaction as a rollover in his or her income tax return for the year in which the exchange occurred by not including in income any portion of the gain or loss which would otherwise have arisen on such Selling Shareholder's exchanged shares.

2.9 The Selling Shareholder will bear the full responsibility of treating the transaction as a deferral in his or her income tax return.

## 3. Covenants, Representations, and Warranties of Hatch and the Selling Shareholders

3.1 The Selling Shareholders each severally, and not jointly and severally, covenant and represent and warrant to Tosca as of the date of this Agreement and at the Closing Date as follows, and acknowledge that Tosca is relying upon such covenants, representations and warranties in connection with the Transaction:

(a) Each Selling Shareholder represents that the Tosca Shares to be issued to the Selling Shareholders in accordance with the transaction are being issued to each Selling Shareholder as principal for their own account and not for the benefit of any other person.

(b) The Hatch Shares set forth beside the Selling Shareholder's name below are owned by the Selling Shareholder as the beneficial and recorded owner with good and marketable title thereto, free and clear of all mortgages, liens, charges, security interests, adverse claims, pledges, encumbrances and demands whatsoever, and represents all of the Hatch Shares owned, directly or indirectly, legally or beneficially, by such Selling Shareholder.

(c) Other than as discussed in this Agreement, no person, firm or corporation has any agreement or option or any right or privilege (whether by law, pre-emptive or contractual) capable of becoming an agreement or option for the purchase from the Selling Shareholder of any of the Hatch Shares held by that Selling Shareholder.

(d) To the best of the knowledge of the Selling Shareholder, the entry into this Agreement and the consummation of the Transaction will not result in the violation of any of the terms and provisions of the constating documents or bylaws of Hatch or of any indenture, instrument or agreement, written or oral, to which that Selling Shareholder may be a party.

3.2 Hatch covenants, represents and warrants to Tosca as of the date of this Agreement and at the Closing Date as follows, and acknowledge that Tosca is relying upon such covenants, representations and warranties in connection with the Transaction:

(a) Hatch has been duly incorporated and organized, is a validly existing company with limited liability and is in good standing under the *Business Corporations Act* (BC); it has the corporate power to own or lease its property and to carry on the Hatch Business; it is duly qualified as a company to do business and is in good standing with respect thereto in each jurisdiction in which the nature of the Hatch Business or the property owned or leased by it makes such qualification necessary; and it has all necessary licenses, permits, authorizations and consents to operate the Hatch Business. Hatch has no active or material subsidiary;

(b) Hatch is not a reporting issuer in any jurisdiction and the Hatch Shares are not listed or posted for trading on any stock exchange or quotation system.

(c) The authorized share capital of Hatch consists of an unlimited number of Class A voting common shares, an unlimited number of Class B voting common shares, an unlimited number of Class C non-voting common shares (all of the foregoing without nominal or par value), 10,000,000 Class A preferred shares with a par value of $10 per share, and 10,000,000 Class B preferred shares with a par value of $0.01 per share, of which 48,187,100 Class A voting common shares are issued and outstanding as at the date of this Agreement as fully paid and non-assessable, and no Class B voting common shares, Class C non-voting common shares, Class A preferred shares, nor Class B preferred shares are issued or outstanding.

(d) Other than as discussed in this Agreement, no person, firm or corporation has any agreement or option, including convertible securities, warrants or convertible obligations of any nature, or any right or privilege (whether by law, pre-emptive or contractual) capable of becoming an agreement or option for the purchase, subscription, allotment or issuance of any of the unissued shares in the capital of Hatch or of any securities of Hatch.

(e) Hatch does not have any agreements of any nature to acquire any subsidiary, or to acquire or lease any other business operations, and will not, prior to the Closing Date, acquire, or agree to acquire, any subsidiary or business without the prior written consent of Tosca, such consent not to be unreasonably withheld.

(i) Hatch will not issue any additional Hatch Shares from and after the date of this Agreement to the Closing Date or create any options, warrants or rights for any person to subscribe for or acquire any unissued shares in the capital of Hatch, without the prior written consent of Tosca.

(j) To the best of its knowledge, Hatch is not a party to or bound by any guarantee, warranty, indemnification, assumption or endorsement or any other like commitment of the obligations, liabilities (contingent or otherwise) or indebtedness of any other person, firm or corporation other than as set out in Schedules B, C, E and F to this Agreement.

(k) The books and records of Hatch fairly and correctly set out and disclose in all material respects, in accordance with IFRS, the financial position of Hatch as at the date of this Agreement, and all material financial transactions of Hatch relating to the Hatch Business have been accurately recorded in such books and records.

(l) The Hatch Financial Statements fairly present the assets, liabilities (whether accrued, absolute, contingent or otherwise) and the financial condition of Hatch as at the date thereof and there will not be, prior to the Closing Date, any material increase in such liabilities other than increases arising as a result of carrying on the Hatch Business in the ordinary course.

(m) To the best of the knowledge of Hatch, the entry into this Agreement and the consummation of the Transaction will not result in the violation of any of the terms and provisions of the constating documents or bylaws of Hatch or of any indenture, instrument or agreement, written or oral, to which Hatch may be a party.

(n) The entry into this Agreement and the consummation of the Transaction will not, to the best of the knowledge of Hatch, result in the violation by Hatch of any law or regulation of the Province of British Columbia or other jurisdiction in which Hatch carries on business, or at the Closing Date will carry on, or of any municipal bylaw or ordinance to which Hatch or the Hatch Business maybe subject.

(o) Except as disclosed in Schedule E, Hatch is not a party to any written or oral employment, service or pension agreements.

(p) Except as disclosed in Schedules C and E, Hatch does not have any outstanding bonds, debentures, mortgages, notes or other indebtedness and Hatch is not under any agreement to create or issue any bonds, debentures, mortgages, notes or other indebtedness, except liabilities incurred in the ordinary course of business.

(q) Except as disclosed in Schedule E, Hatch is not the owner, lessee or under any agreement to own or lease any real property.

(r) Except as disclosed in Schedule C, Hatch owns, possesses and has good and marketable title to its undertaking, property and assets, and without restricting the generality of the foregoing, all those assets described in the balance sheet included in the Hatch Financial Statements are free and clear of any and all mortgages, liens, pledges, charges, security interests, encumbrances, actions, claims or demands of any nature whatsoever or howsoever arising.

(s) Hatch has its property insured against loss or damage by all insurable hazards or risks on a replacement cost basis and such insurance coverage will be continued in full force and effect to and including the Closing Date; to the best of the knowledge of Hatch, Hatch is not in default with respect to any of the provisions contained in any such insurance policy and has not failed to give any notice or present any claim under any such insurance policy in due and timely fashion.

(t) Except as disclosed in Schedule E, Hatch does not have any outstanding material agreements, contracts or commitments, whether written or oral, of any nature or kind whatsoever, including, but not limited to, employment agreements, agreements, contracts and commitments in the ordinary course of business and service contracts on office equipment and leases.

(u) Except as provided in Schedule F and to the best of Hatch's knowledge, there are no actions, suits or proceedings (whether or not purportedly on behalf of Hatch), pending or threatened against or affecting Hatch or affecting the Hatch Business, at law or in equity, or before or by any federal, provincial, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, domestic or foreign, and neither Hatch nor the Selling Shareholders is aware of any existing ground on which any such action, suit or proceeding might be commenced with any reasonable likelihood of success.

(v) Except as disclosed in the Hatch Financial Statements, Hatch is not in material default or breach of any contracts, agreements, written or oral, indentures or other instruments to which they are a party and there, to the best of the knowledge of Hatch, are no facts, which after notice or lapse of time or both, that would constitute such a default or breach, and all such contracts, agreements, indentures or other instruments are now in good standing and Hatch is entitled to all benefits thereunder.

(w) Hatch has the right to use all of the registered trademarks, trade names and patents, both domestic and foreign, in relation to the Hatch Business as set out in Schedule H.

(x) To the best of the knowledge of Hatch, the conduct of the Hatch Business does not infringe upon the patents, trademarks, trade names or copyrights, domestic or foreign, of any other person, firm or corporation.

(y) To the best of the knowledge of Hatch, Hatch is conducting and will conduct the Hatch Business in compliance with all applicable laws, rules and regulations of each jurisdiction in which the Hatch Business is or will be carried on, Hatch is not in material breach of any such laws, rules or regulations and is, or will be on the Closing Date, fully licensed, registered or qualified in each jurisdiction in which Hatch owns or leases property or carries on or proposes to carry on the Hatch Business to enable the Hatch Business to be carried on as now conducted and its property and assets to be owned, leased and operated, and all such licenses, registrations and qualifications are or will be on the Closing Date valid and subsisting and in good standing and that none of the same contains or will contain any provision, condition or limitation which has or may have a materially adverse effect on the operation of the Hatch Business.

(z) All facilities and equipment owned or used by Hatch in connection with the Hatch Business are in good operating condition and are in a state of good repair and maintenance, reasonable wear and tear excluded.

(aa) Except as disclosed in the Hatch Financial Statements attached hereto as Schedule B and salaries incurred in the ordinary course of business since the date thereof, Hatch has no loans or indebtedness outstanding which have been made to or from directors, former directors, officers, shareholders and employees of Hatch or to any person or corporate body not dealing at arm's length with any of the foregoing, and will not, prior to closing, pay any such indebtedness unless in accordance with budgets agreed to in writing by Tosca.

(bb) Hatch has made full disclosure to Tosca of all aspects of the Hatch Business and has made all of its books and records available to the representatives of Tosca in order to assist Tosca in the performance of its due diligence searches and no material facts in relation to the Hatch Business have been concealed by Hatch.

(cc) All of Hatch's credit facilities are in good standing, other than as disclosed in the Hatch Financial Statements as attached hereto as Schedule B, and Hatch has not received any notices of default or acceleration requests from any bank or other creditor respecting Hatch's credit facilities.

(dd) The articles, bylaws and other constating documents of Hatch in effect with the appropriate corporate authorities as at the date of this Agreement will remain in full force and effect without any changes thereto as at the Closing Date.

(ee) The directors and officers of Hatch are as follows:

| Name | Position |
|---|---|
| Blair Naughty | CEO and Director |
| William McGraw | President and Director |
| Tristan Brett | Director |
| Adrian Crook | Director |
| Alexander Helmel | CFO and secretary |

## 4. **Covenants, Representations and Warranties of Tosca**

4.1 Tosca covenants with and represents and warrants to Hatch and the Selling Shareholders as of the date of this Agreement and at the Closing Date as follows, and acknowledges that the Selling Shareholders and Hatch are relying upon such covenants, representations and warranties in entering into this Agreement:

(a) Tosca has been duly incorporated and organized and is validly subsisting under the laws of British Columbia; it is a reporting issuer in the Provinces of British Columbia and Alberta and is in good standing with respect to all filings required to be made under the laws of British Columbia and the securities regulations of British Columbia and Alberta; it has the corporate power to own or lease its properties and to carry on its business as now being conducted by it; and it is duly qualified as a corporation to do business and is in good standing with respect thereto in each jurisdiction in which the nature of its business or the property owned or leased by it makes such qualification necessary.

(b) The authorized capital of Tosca consists of an unlimited number of Common Shares without par value per share and of which 13,496,425 shares of common stock are currently issued and outstanding as fully paid and non-assessable, and no other shares of any other class of Tosca are issued and outstanding. The Common Shares are listed for trading on the Canadian Securities Exchange. No securities regulatory authority nor the Canadian Securities Exchange nor any other similar regulatory authority has issued any order preventing or suspending trading in any securities of Tosca and no proceedings, inquiries or, to the knowledge of Tosca, investigations, for such purpose are pending, contemplated or threatened, and Tosca is not in default of any material requirement of applicable securities laws.

(c) No person, firm or corporation has any agreement or option, including convertible securities, warrants or convertible obligations of any nature, or any right or privilege (whether by law, pre-emptive or contractual) capable of becoming an agreement or option for the purchase, subscription, allotment or issuance of any of the unissued shares in the capital of Tosca except as disclosed in "Schedule I".

(d) The directors and officers of Tosca are as follows:

| Name | Position |
|---|---|
| Ron Shenton | President and Director |
| Brian Roberts | CFO, Secretary and Director |
| Jonathan George | Director |

(e) The Tosca Financial Statements attached hereto as Schedule D present fairly the assets, liabilities (whether accrued, absolute, contingent or otherwise) and the financial condition of Tosca as at the date thereof.

(f) The books and records of Tosca fairly and correctly set out and disclose in all material respects, in accordance with IFRS, the financial position of Tosca as at the date of this Agreement, and all material financial transactions of Tosca relating to the business have been accurately recorded in such books and records.

(g) Tosca has made full disclosure to Hatch of all material aspects of Tosca's business and has made all of its books and records available to the representatives of Hatch in order to assist Hatch in the performance of its due diligence searches and no material facts in relation to Tosca's business have been concealed by Tosca or its representatives.

(h) Tosca is not a party to or bound by any agreement or guarantee, warranty, indemnification, assumption or endorsement or any other like commitment of the obligations, liabilities (contingent or otherwise) or indebtedness of any other person, firm or corporation.

(i) Except as disclosed in Schedule G, there are no actions, suits or proceedings pending or, to the best of Tosca's knowledge, threatened against or affecting Tosca or affecting Tosca's business, at law or in equity, or before or by any federal, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, domestic or foreign and Tosca is not aware of any existing ground on which any such action, suit or proceeding might be commenced with any reasonable likelihood of success.

(j) The articles of incorporation and bylaws and any other constating documents of Tosca in effect with the appropriate corporate authorities as at the date of this Agreement will not have been materially changed as at the Closing Date, except for changes made in furtherance of the transactions contemplated under this Agreement.

(k) The entry into this Agreement and the consummation of the Transaction will not result in the violation of any of the terms and provisions of the constating documents or bylaws of Tosca or of any indenture, instrument or agreement, written or oral, to which Tosca may be a party.

(l) The entry into this Agreement and the consummation of the Transaction will not, to the knowledge of Tosca, result in the violation of any law or regulation of Canada or the Provinces of British Columbia, Ontario, or Alberta, or of any local government bylaw or ordinance to which Tosca's business maybe subject.

(m) This Agreement has been duly authorized, validly executed and delivered by Tosca.

(n) No agreement has been made with Tosca in respect of the purchase and sale contemplated by this Agreement that could give rise to any valid claim by any person against Hatch or the Selling Shareholders for a finder's fee, brokerage commission or similar payment.

(o) To the knowledge of Tosca, there are no facts, events or circumstances with respect to its past or present mineral assets that might reasonably be expected to form the basis of a governmental order for clean-up or remediation, investigation, monitoring, demolition, restriction of use or development or other response action, nor is there any action, suit or proceeding by any private party or governmental authority with respect to such mineral assets or against or affecting Tosca or its Affiliates relating to the presence or release of Hazardous Substances or the actual or alleged breach of any applicable environmental laws, and neither Tosca nor any of its Affiliates have any liability, contingent or otherwise, in connection with any spill, discharge, or release of any Hazardous Substance on or in connection with any of such mineral assets.

(p) Tosca has filed all forms, reports, documents and information required to be filed by it, whether pursuant to applicable securities laws or otherwise, with the Canadian Securities Exchange or the applicable securities regulatory authorities (the "**Disclosure Documents**"). As of the time the Disclosure Documents were filed with the applicable securities regulators and on SEDAR (System for Electronic Document Analysis and Retrieval) (or, if amended or superseded by a filing prior to the date of this Agreement, then on the date of such filing): (i) each of the Disclosure Documents complied in all material respects with the requirements of the applicable securities laws; and (ii) none of the Disclosure Documents contained any untrue statement of a material fact or omitted to state a material fact required to be stated therein or necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading.

## 5. Closing Conditions

5.1 **Conditions Precedent to Closing for Tosca.** The obligation of Tosca to consummate the Transaction is subject to the satisfaction or waiver of the conditions set forth below on or before the Closing Date or such earlier date as hereinafter specified. The Closing of the Transaction contemplated by this Agreement will be deemed to mean the satisfaction or waiver of all conditions to Closing. These conditions to closing are for the benefit of Tosca and may be waived by Tosca in its sole discretion.

(a) **Representations and Warranties.** The representations and warranties of Hatch and the Selling Shareholders contained in this Agreement or in any Schedule to this Agreement or certificate or other document delivered to Tosca pursuant to this Agreement will be true, correct and complete in all material respects as of the date of this Agreement and as of the Closing Date with the same force and effect as though such representations and warranties had been made on and as of such date, regardless of the date as of which the information in this Agreement or any Schedule or certificate is given, and Tosca will have received on the Closing Date certificates dated as of the Closing Date, in forms satisfactory to Tosca acting reasonably and signed by a senior officer of Hatch to the effect that its representations and warranties referred to above are true, correct and complete on and as of the Closing Date with the same force and effect as though made on and as of such date, provided that the acceptance of such certificate and the closing of the Transaction provided for in this Agreement will not be a waiver of the respective representations and warranties contained in this Agreement or in any Schedule to this Agreement or in any certificate or document given pursuant to this Agreement which covenants, representations and warranties will continue in full force and effect for the benefit of Tosca.

(b) **Performance.** All of the covenants and obligations that Hatch and the Selling Shareholders are required to perform or to comply with pursuant to this Agreement at or prior to the Closing will have been performed and complied with in all material respects.

(c) **Transaction Documents.** This Agreement and all other documents necessary or reasonably required to consummate the Transaction and the transactions contemplated under this Agreement, all in form and substance reasonably satisfactory to Tosca, will have been executed and delivered to Tosca by Hatch and the Selling Shareholders.

(d) **Approvals.** Hatch will have delivered to Tosca minutes of meetings, written consents or other evidence reasonably satisfactory to Tosca that the board of directors of Hatch have approved this Agreement and the Transaction.

(e) **President's Certificate.** Hatch will have delivered to Tosca a certificate from the President of Hatch attaching:

(i) copies of Hatch's articles, bylaws and all other constating documents, as amended through the Closing Date; and

(ii) copies of resolutions duly adopted by the board of directors of Hatch approving the execution and delivery of this Agreement and the consummation of the transactions contemplated herein.

(f) **Third Party Consents.** Hatch will have delivered to Tosca duly executed copies of all third party consents and approvals required by this Agreement to be obtained by Hatch, in form and substance reasonably satisfactory to Tosca.

(g) **Regulatory Approvals and Consents.** Hatch will have obtained any required regulatory approvals and consents required for Hatch or the Selling Shareholders to carry out this Agreement and the Transaction, in form and substance reasonably satisfactory to Tosca.

(h) **No Material Adverse Effect.** At the Closing Date, there will have been no Material Adverse Effect to the affairs, assets, liabilities, or financial condition of Hatch or the Hatch

Business (financial or otherwise) from that shown on or reflected in the Hatch Financial Statements.

(i) **No Damage.** No substantial damage by fire or other hazard to the Hatch Business will have occurred prior to or on the Closing Date.

(j) **No Action.** No suit, action, or proceeding will be pending or threatened which would:

(i) prevent the consummation of the Transactions contemplated by this Agreement; or

(ii) cause the Transaction to be rescinded following consummation.

(k) **Outstanding Securities.** Hatch will have no more than 48,187,100 Common Shares and no shares of any other classes issued and outstanding on the Closing Date.

(l) **Public Disclosure.** Hatch will have delivered substantive information about its assets and personnel reasonably satisfactory to Tosca for completion of any required public disclosure of the Transaction details.

(m) **Financial Statements.** Hatch will have delivered all financial statements of Hatch prepared in accordance with generally accepted accounting principles applied on a basis consistent with that of prior fiscal years.

(n) **Share Certificates of Selling Shareholders.** The Selling Shareholders will deliver to Tosca certificates representing their Hatch Shares duly executed for transfer, together with all other documentation required to transfer title to their Hatch Shares to Tosca and the Selling Shareholders will each deliver to Tosca an executed stock power of attorney or other document evidencing the transfer of the Hatch Shares from the Selling Shareholders to Tosca.

5.2 In the event any of the foregoing conditions contained in Subsection 6.1 are not fulfilled or performed at or before the Closing Date to the reasonable satisfaction of Tosca, Tosca may terminate this Agreement by written notice to Hatch and the Selling Shareholders and in such event Tosca will be released from all further obligations hereunder. Any of the foregoing conditions contained in Subsection 5.1 may be waived in writing in whole or in part by Tosca without prejudice to each entity's respective rights of termination in the event of the non-fulfillment of any other conditions.

5.3 **Conditions Precedent to Closing by Hatch and the Selling Shareholders.** The obligation of Hatch and the Selling Shareholders to consummate the Transaction is subject to the satisfaction or waiver of the conditions set forth below on or before the Closing Date or such earlier date as hereinafter specified. The Closing of the Transaction will be deemed to mean the satisfaction or waiver of all conditions to Closing. These conditions precedent are for the benefit of Hatch and the Selling Shareholders and may be waived by unanimous consent of Hatch and the Selling Shareholders in their discretion.

(a) **Representations and Warranties.** The representations and warranties of Tosca contained in this Agreement or in any Schedule to this Agreement or certificate or other document delivered to Hatch and the Selling Shareholders pursuant to this Agreement will be true, correct and complete in all material respects as of the date of this Agreement and as of the Closing Date with the same force and effect as though such representations and warranties had been made on and as of such date, regardless of the date as of which the information in this Agreement or any such Schedule or certificate is given, and Hatch and the Selling Shareholders will have received on the Closing Date a certificate dated as of the Closing Date from Tosca, in a form reasonably satisfactory to Hatch, signed by a senior officer of Tosca, to the effect that such representations and warranties referred to above are true, correct and complete on and as of the Closing Date with the same force and effect as though made on and as of such date, provided that the acceptance of such certificate and the closing of the Transaction provided for in this Agreement will not be a waiver of the representations and warranties contained in this Agreement or in any Schedule to this Agreement or in any certificate or document given pursuant to this Agreement which covenants, representations and warranties will continue in full force and effect for the benefit of Hatch and the Selling Shareholders.

(b) **Performance.** All of the covenants and obligations that Tosca is required to perform or to comply with pursuant to this Agreement at or prior to the Closing will have been performed and complied with in all material respects. Tosca will have delivered each of the documents respectively required to be delivered by it pursuant to this Agreement.

(c) **Transaction Documents.** This Agreement and all other documents necessary or reasonably required for Tosca to consummate the Transaction, all in form and substance reasonably satisfactory to Hatch, will have been executed and delivered to Hatch and the Selling Shareholders by Tosca.

(d) **President's Certificate.** Tosca will have delivered to Hatch a certificate from its President attaching:

(i) copies of its articles of incorporation, bylaws and other constating documents, as amended through the Closing Date; and

(ii) copies of resolutions duly adopted by the board of directors of Tosca approving the execution and delivery of this Agreement and the consummation of the transactions contemplated herein.

(e) **Approvals.** Tosca will have delivered to Hatch minutes of meetings, written consents or other evidence reasonably satisfactory to Hatch that its board of directors has approved this Agreement and the Transaction.

(f) **No Material Adverse Effect.** At the Closing Date, there will have been no Material Adverse Effect to the affairs, assets, liabilities, financial condition or business (financial or otherwise) of Tosca from that shown on, or reflected in, the Tosca Financial Statements.

(g) **No Action.** No suit, action, or proceeding will be pending or threatened before any governmental or regulatory authority wherein an unfavourable judgment, order, decree, stipulation, injunction or charge would:

(i) prevent the consummation of the Transaction contemplated by this Agreement; or

(ii) cause the Transaction to be rescinded following consummation.

(h) **Outstanding Securities.** Other than the Tosca Common Shares to be issued by Tosca pursuant to this Agreement, the private placement referenced in paragraph (j) hereof and the exercise of any options or warrants listed in Schedule I, Tosca will have issued and outstanding no more than 13,496,425 Tosca Shares.

(i) **Approvals and Consents.** Tosca will have obtained all necessary regulatory and stock exchange approvals and consents for Tosca to carry out the Transaction, in form and substance reasonably satisfactory to Hatch.

(j) **Private Placement.** At or prior to the Closing Date Tosca shall have completed a non-brokered working capital private placement of up to $653,925 consisting of 4,359,500 units of Tosca at a price of $0.15 per unit, each unit consisting of one common share and one share purchase warrant exercisable at a price of $0.25 for a period of one year and $0.35 for a subsequent one year period.

(j) **Public Market.** On the Closing Date, the Tosca Shares will be listed and posted for trading on the CSE.

(k) **Name Change**. At or prior to the closing date, Tosca shall effect a name change to Hatch Interactive Technologies Corp. or such other name as may be acceptable to Tosca directors, the Registrar of Companies for British Columbia and the CSE.

5.4 In the event that any of the conditions contained in Subsection 5.3 will not be fulfilled or performed by Tosca at or before the Closing Date to the reasonable satisfaction of Hatch and the Selling Shareholders, then Hatch or the Selling Shareholders may terminate this Agreement by written notice to Tosca and in such event Hatch and the Selling Shareholders will be released from all further obligations hereunder. Any of the foregoing conditions contained in Subsection 5.3 may be waived in writing in whole or in part by Hatch and the Selling Shareholders without prejudice to the respective rights of termination of Hatch or the Selling Shareholders in the event of the non-fulfillment of any other conditions.

## 6. Closing

6.1 **Time and Place.** The closing will take place at 10:00 am on the Closing Date at the offices of Tupper Jonsson & Yeadon at Suite 1710 – 1177 West Hastings St., Vancouver, British Columbia, Canada, or at such other time and place as the parties may mutually agree.

## 7. Covenants

7.1 **Notification of Financial Liabilities.** Hatch will immediately notify Tosca in accordance with Subsection 11.6, if Hatch receives any advice or notification from its independent certified public accounts that Hatch has used any improper accounting practice that would have the effect of not reflecting or incorrectly reflecting in the books, records, and accounts of Hatch, any properties, assets, liabilities, revenues, or expenses. Notwithstanding any statement to the contrary in this Agreement, this covenant will survive closing and continue in full force and effect.

7.2 **Access and Investigation.** Between the date of this Agreement and the Closing Date, Hatch and Tosca will cause each of their respective representatives to:

(a) afford the other and its representatives full and free access to its personnel, properties, assets, contracts, books and records and other documents and data;

(b) furnish the other and its representatives with copies of all such contracts, books and records, and other existing documents and data as required by this Agreement and as the other may otherwise reasonably request; and

(c) furnish the other and its representatives with such additional financial, operating, and other data and information as the other may reasonably request.

All such access, investigation and communication by a party and its representatives will be conducted during normal business hours and in a manner designed not to interfere unduly with the normal business operations of the other party. Each party will instruct its auditors to co-operate with the other party and its representatives in connection with such investigations.

7.3 **Notification of Breach.** Between the date of this Agreement and the Closing Date, each of the parties to this Agreement will promptly notify the other parties in writing if it becomes aware of any fact or condition that causes or constitutes a material breach of any of its representations and warranties as of the date of this Agreement, if it becomes aware of the occurrence after the date of this Agreement of any fact or condition that would cause or constitute a material breach of any such representation or warranty had such representation or warranty been made as of the time of occurrence or discovery of such fact or condition. Should any such fact or condition require any change in the Schedules relating to such party, such party will promptly deliver to the other parties a supplement to the Schedules specifying such change. During the same period, each party will promptly notify the other parties of the occurrence of any material breach of any of its covenants in this Agreement or of the occurrence of any event that may make the satisfaction of such conditions impossible or unlikely.

7.4 **Conduct of Hatch and Tosca Business Prior to Closing.** Except as expressly contemplated by this Agreement or for purposes in furtherance of this Agreement, from the date of this Agreement to the Closing Date, and except to the extent that Tosca otherwise consents in writing, Hatch will operate its business substantially as presently operated and in compliance with all applicable laws, and use its best efforts to preserve intact its good reputation and present business organization and to preserve its relationships with persons having business dealings with it. Likewise, from the date of this Agreement to the Closing Date, and except to the extent that Hatch otherwise consents in writing, Tosca will operate its business substantially as presently operated and only in the ordinary course and in compliance with all applicable laws, and use its best efforts to preserve intact its good reputation and present business organization and to preserve its relationships with persons having business dealings with it.

7.5 **Public Announcements.** Until the Closing Date, Tosca and Hatch each agree that they will not release or issue any reports or statements or make any public announcements relating to this Agreement or the Transaction without the prior written consent of the other party, except as may be required upon written advice of counsel to comply with applicable laws, regulatory requirements or CSE policies after consulting with Tosca or Hatch, as applicable, and seeking their reasonable consent to such announcement. Hatch acknowledges that Tosca must comply with Applicable Securities Legislation requiring full disclosure of material facts and agreements in which it is involved, and will co-operate to assist Tosca in meeting its obligations.

## 8. <u>Confidentiality</u>

8.1 All information regarding the Hatch Business including but without limitation, financial information that Hatch has provided or will provide to Tosca, will be kept in strict confidence by Tosca and will not be given to any other person or party or used (except in connection with due diligence carried out under this Agreement in accordance with Subsection 7.2 and except as required to file a news release regarding the transaction to the public after the Closing), dealt with, exploited or commercialized by Tosca or disclosed to any third party (other than Tosca's professional accounting and legal advisors) without the prior written consent of Hatch, excepting information that is or becomes generally and freely available to the public other than as a result of a disclosure under this Agreement. If the Transaction contemplated by this Agreement does not proceed for any reason, then upon receipt of a written request from Hatch, Tosca will immediately return to Hatch (or as directed by Hatch) all information received regarding the Hatch Business.

8.2 All information regarding the business of Tosca including but without limitation, financial information that Tosca provides to Hatch during its due diligence investigation of Tosca will be kept in strict confidence by Hatch and will not be used (except in connection with due diligence carried out under this Agreement in accordance with Subsection 7.2), dealt with, exploited or commercialized by Hatch or disclosed to any third party (other than Hatch's professional accounting and legal advisors) without Tosca's prior written consent, excepting information that is or becomes generally and freely available to the public other than as a result of a disclosure under this Agreement. If the Transaction contemplated by this Agreement does not proceed for any reason, then upon receipt of a written request from Tosca, Hatch will immediately return to Tosca (or as directed by Tosca) all information received regarding Tosca's business.

8.3 Upon request, each party will provide an affidavit to the other that all documents, including all copies thereof, were returned to the other party or as directed by the other party in accordance with this Section 8.

8.4 Tosca and Hatch acknowledge and agree, subject to disclosure obligations under Applicable Securities Legislations CSE policies or other laws or regulations, that neither party will make any public pronouncements concerning the terms of this Agreement without the express written consent of the other party and such consent will not to be unreasonably withheld, conditioned or delayed.

8.5 Hatch acknowledges and agrees that, while in possession of material information about Tosca that has not been publicly disclosed, it will not trade and will take all reasonable steps to prevent any of its employees or agents from trading in the securities of Tosca prior to Closing.

8.6 Notwithstanding anything to the contrary in this Agreement, the provisions of this Section 8 will survive termination of this Agreement.

## 9. Termination

9.1 **Termination.** This Agreement may be terminated at any time prior to the Closing Date by:

(a) mutual agreement of Tosca and Hatch, without the consent of the Selling Shareholders;

(b) Tosca, if there has been a material breach by Hatch or any of the Selling Shareholders of any material representation, warranty, covenant, or agreement set forth in this Agreement on the part of Hatch or the Selling Shareholders that is not cured by the breaching party, to the reasonable satisfaction of Tosca, within ten (10) business days after notice of such breach is given by Tosca unless such breach cannot reasonably be cured within ten (10) business days and the breaching party is pursuing such cure with diligence;

(c) Hatch or any of the Selling Shareholders, if there has been a material breach by Tosca of any material representation, warranty, covenant or agreement set forth in this Agreement on the part of Tosca that is not cured by Tosca, to the reasonable satisfaction of Hatch or such Selling Shareholder(s), within ten (10) business days after notice of such breach is given by Hatch or the Selling Shareholder(s) unless such breach cannot reasonably be cured within ten (10) business days and the breaching party is pursuing such cure with diligence);

(d) Tosca or Hatch, if any permanent injunction or other order of a governmental entity of competent authority preventing the consummation of the Transaction contemplated by this Agreement has become final and non-appealable; or

(e) Tosca or Hatch, if the Transaction has not been consummated prior to June 15, 2015, or such other date as may be agreed to in writing by Tosca and Hatch.

9.2 **Effect of Termination.** In the event of the termination of this Agreement as provided for in Subsection 9.1, this Agreement will be of no further force or effect, except for those provisions in this Agreement which expressly survive termination, and provided that no termination of this Agreement will relieve any party of liability for any breaches of this Agreement that are based on a wrongful refusal or failure to perform any obligations.

**10. <u>Indemnification</u>**

10.1 **Certain Definitions.** For the purposes of this Section 10, the terms "Loss" and "Losses" mean any and all demands, claims, actions or causes of action, assessments, losses, damages, liabilities, costs, and expenses, including without limitation, interest, penalties, fines and reasonable attorneys, accountants and other professional fees and expenses, but excluding any indirect, consequential or punitive damages suffered by Tosca or Hatch including damages for lost profits or lost business opportunities.

10.2 **Agreement of Hatch to Indemnify.** Hatch will indemnify, defend, and hold harmless, to the full extent of the law, Tosca and its directors, officers, employees, agents, advisers and shareholders from, against, and in respect of any and all Losses asserted against, relating to, imposed upon, or incurred by Tosca and its directors, officers, employees, agents, advisers and shareholders by reason of, resulting from, based upon or arising out of:

(a) a material breach by Hatch of any representation or warranty of Hatch contained in or made pursuant to this Agreement, any Hatch document or any certificate or other instrument delivered pursuant to this Agreement; or

(b) a material breach or partial breach by Hatch of any covenant or agreement of Hatch made in or pursuant to this Agreement, any document or any certificate or other instrument delivered pursuant to this Agreement.

10.3 **Agreement of Selling Shareholders to Indemnify.** The Selling Shareholders will each, severally, and not jointly and severally, indemnify, defend, and hold harmless, to the full extent of the law, Tosca and its directors, officers, employees, agents, advisers and shareholders from, against, and in respect of any and all Losses asserted against, relating to, imposed upon, or incurred by Tosca and its directors, officers, employees, agents, advisers and shareholders by reason of, resulting from, based upon or arising out of:

(a) any breach by such Selling Shareholder of this Agreement; or

(b) any misstatement, misrepresentation or breach of the representations and warranties made by such Selling Shareholder contained in or made pursuant to the representations or warranties or certificates executed by the Selling Shareholder as part of the share exchange procedure detailed in Sections 2, 3, 4 and 5 of this Agreement.

10.4 **Agreement of Tosca to Indemnify.** Tosca will indemnify, defend, and hold harmless, to the full extent of the law, Hatch and the Selling Shareholders from, against, for, and in respect of any and all Losses asserted against, relating to, imposed upon, or incurred by Hatch and the Selling Shareholders by reason of, resulting from, based upon or arising out of:

(a) a material breach by Tosca of any representation or warranty of Tosca contained in or made pursuant to this Agreement, any Tosca document or any certificate or other instrument delivered pursuant to this Agreement; or

(b) a material breach or partial breach by Tosca of any covenant or agreement of Tosca made in or pursuant to this Agreement, any Tosca document or any certificate or other instrument delivered pursuant to this Agreement.

10.5 **Limitation on Indemnity.** Any party entitled to indemnification under this Section will only be entitled to indemnification in respect of any Losses after the aggregate amount of such Losses exceeds $50,000, at which point the indemnified party will be entitled to recover the entire amount of such Losses from the first dollar (including the first $50,000).

10.7 **Indemnification Procedures.** If any action will be brought against any party in respect of which indemnity may be sought pursuant to this Agreement (the **"Indemnified Party"**), such Indemnified Party will promptly notify the party from whom indemnity is being sought (the **"Indemnifying Party"**) in writing, and the Indemnifying Party will have the right to assume the defence thereof with counsel of its own choosing. Any Indemnified Party will have the right to employ separate counsel in any such action and participate in the defence thereof, but the fees and expenses of such counsel will be at the expense of such Indemnified Party except to the extent that the employment thereof has been specifically authorized by the Indemnifying Party in writing, the Indemnifying Party has failed after a reasonable period of time to assume such defence and to employ counsel or in such action there is, in the reasonable opinion of such separate counsel, a material conflict on any material issue between the position of the Indemnifying Party and the position of such Indemnified Party. The Indemnifying Party will not be liable to any Indemnified Party under this Section 10 for any settlement by an Indemnified Party effected without the Indemnifying Party's prior written consent, which consent will not be unreasonably withheld, conditioned or delayed; or to the extent, but only to the extent that a loss, claim, damage or liability is attributable to any Indemnified Party's indemnification pursuant to this Section 10.

## 11. <u>Miscellaneous Provisions</u>

11.1 **Effectiveness of Representations and Survival.** Each party is entitled to rely on the representations, warranties and agreements of each of the other parties and all such representation, warranties and agreement will be effective regardless of any investigation that any party has undertaken or failed to undertake. Unless otherwise stated in this Agreement, and except for instances of fraud, the representations, warranties and agreements will survive the Closing Date and continue in full force and effect until one (1) year after the Closing Date.

11.2 **Further Assurances.** Each of the parties hereto will co-operate with the others and execute and deliver to the other parties hereto such other instruments and documents and take such other actions as may be reasonably requested from time to time by any other party hereto as necessary to carry out, evidence, and confirm the intended purposes of this Agreement.

11.3 **Amendment.** This Agreement may not be amended except by an instrument in writing signed by each of the parties.

11.4 **Expenses.** Tosca and Hatch will bear their respective costs incurred in connection with the preparation, execution and performance of this Agreement and the Transaction contemplated hereby, including all fees and expenses of their respective agents, representatives and accountants, provided that if the Closing does not occur on or prior to June 15, 2015 solely due to the actions or inactions of Tosca, including but not limited to failure by Tosca to obtain any required regulatory, stock exchange or board approvals, then Tosca will be responsible for the costs incurred by Hatch in furtherance of and closing of the Transaction after June 15, 2015.

11.5 **Entire Agreement.** This Agreement, the Schedules and the other documents in connection with this transaction contain the entire agreement between the parties with respect to the subject matter hereof and supersede all prior arrangements and understandings, both written and oral, expressed or implied, with respect thereto. Any preceding correspondence or offers are expressly superseded and terminated by this Agreement.

11.6 **Notices.** All notices and other communications required or permitted under this Agreement must be in writing and will be deemed given if sent by personal delivery, faxed with electronic confirmation of delivery, internationally-recognized express courier or registered or certified mail (return receipt requested), postage prepaid, to the parties at the following addresses (or at such other address for a party as will be specified by like notice):

If to Hatch:

Suite 505 – 68 Water St.,
Vancouver, BC, Canada V6B 2J2

Attention: Blair Naughty
Email: criercapital@yahoo.com

With a copy (which will not constitute notice) to:

Richards Buell Sutton LLP
700-401 West Georgia Street, Vancouver, B.C. V6B 5A1

Attention: Sharon White
Email: swhite@rbs.ca

If to any of the Selling Shareholders to the addresses set forth for next to the name of such Selling Shareholders below.

If to Tosca:

520 – 800 West Pender Street
Vancouver, BC V6C 2V6

Attention: Ron Shenton
Facsimile: 604-646-8088

With a copy (which will not constitute notice) to:

Tupper Jonsson & Yeadon
1710 – 1177 West Hastings Street
Vancouver, BC V6E 2L3

Attention: Lee S. Tupper
Telephone: 604-640-6358
Facsimile: 604-681-0139

All such notices and other communications will be deemed to have been received:

(a) in the case of personal delivery, on the date of such delivery;

(b) in the case of a fax, when the party sending such fax has received electronic confirmation of its delivery;

(c) in the case of delivery by internationally-recognized express courier, on the business day following dispatch; and

(d) in the case of mailing, on the fifth business day following mailing.

11.7 **Headings.** The headings contained in this Agreement are for convenience only and will not affect in any way the meaning or interpretation of this Agreement.

11.8 **Benefits.** This Agreement is and will only be construed as for the benefit of or enforceable by those Persons party to this Agreement.

11.9 **Severability.** Each of the provisions contained in this Agreement is distinct and severable and a declaration of invalidity, illegality or unenforceability of any such provision or part thereof by a court of competent jurisdiction shall not affect the validity or enforceability of any other provisions of this Agreement or of such provisions or part thereof in any other jurisdiction.

11.10 **Assignment.** This Agreement may not be assigned (except by operation of law) by any party without the prior consent of the other parties.

11.11 **Governing Law.** This Agreement will be governed by and construed in accordance with the laws of the Province of British Columbia applicable to contracts and to be performed therein.

11.12 **Construction.** The language used in this Agreement will be deemed to be the language chosen by the parties to express their mutual intent, and no rule of strict construction will be applied against any party.

11.13 **Gender.** All references to any party will be read with such changes in number and gender as the context or reference requires.

11.14 **Business Days.** If the last or appointed day for the taking of any action required or the expiration of any rights granted herein will be a Saturday, Sunday or a legal holiday in the province of British Columbia, then such action may be taken or right may be exercised on the next succeeding day which is not a Saturday, Sunday or such a legal holiday.

11.15 **Schedules and Exhibits.** The schedules and exhibits are attached hereto and form part of this Agreement and are incorporated herein.

11.16 **Independent Legal Advice.** Each of the parties acknowledge that:

(a) Tupper Jonsson & Yeadon has acted as counsel only to Tosca, that all other parties to this Agreement acknowledge and confirm that they have been advised to seek, and have sought or have otherwise waived, independent tax and legal advice with respect to this Agreement and the documents delivered pursuant thereto and that Tupper Jonsson & Yeadon is not protecting the rights and interests of any other party to this Agreement; and

(b) Richards Buell Sutton LLP has acted as counsel only to Hatch, that all other parties to this Agreement acknowledge and confirm that they have been advised to seek, and have sought or waived, independent tax and legal advice with respect to this Agreement and the documents delivered pursuant thereto and that Richards Buell LLP are not protecting the rights and interests of any other party to the Agreement.

(c) To the extent that any Selling Shareholder declines to receive independent legal counsel in respect of this Agreement, such Selling Shareholder hereby waives the right, should a dispute later develop, to rely on its lack of independent legal counsel to avoid its obligations, to seek indulgences from the other parties hereto, or to otherwise attack, in whole or in part, the integrity of this Agreement and the documents related thereto.

11.17 **Counterparts.** This Agreement may be executed in one or more counterparts, all of which will be considered one and the same agreement and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties, it being understood that all parties need not sign the same counterpart.

11.18 **Facsimile Execution.** Delivery of an executed signature page to this Agreement by any party to this Agreement by facsimile transmission and portable document format (PDF) shall be as effective as delivery of a manually executed copy of this Agreement by such party.

**IN WITNESS WHEREOF** the parties hereto have executed this Agreement as of the date first above written.

| | |
|---|---|
| **TOSCA MINERALS CORP.** | **HATCH INTERACTIVE TECHNOLOGIES CORP.** |
| Authorized Signatory | Authorized Signatory |
| Name: | Name: |
| Title: | Title: |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:*<br>**CANAL FRONT INVESTMENTS INC.** | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>3.9 million (Certificate CA3)<br>16.472 million (Certificate CA13) |
| Signature of authorized signatory | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>2.6 million<br>10.981332 million |
| | *Address of Selling Shareholder:*<br><br>Suite 505 - 68 Water Street<br>Vancouver, BC V6B 1A4 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:* | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>4.095 million (Certificate CA4) |
| **CANAD SHEILA AUYEUNG** | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>2.73 million |
| | *Address of Selling Shareholder:*<br><br>1500 Vinemaple Place<br>Coquitlam, BC V3E 2T4 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:* | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>1.5 million (Certificate CA5) |
| **TRISTAN BRETT** | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>1.0 million |
| | *Address of Selling Shareholder:*<br><br>233 - 3333 Main Street<br>Vancouver, BC V5V 3M8 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:*<br>**QINGPATH TECHNOLOGIES INC.** | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>1.5 million (Certificate CA7) |
| Signature of authorized signatory | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>1.0 million |
| May 7th, 2015. | *Address of Selling Shareholder:*<br><br>310 - 1167 Pipeline Road<br>Coquitlam, BC V3B 4R9 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:*<br>**NAUGHTY CAPITAL LTD.** | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>1.8576 million (Certificate CA8) |
| Signature of authorized signatory | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>1.2384 million |
| | *Address of Selling Shareholder:*<br><br>1500 Vinemaple Place<br>Coquitlam, BC V3E 2T4 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:* | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>1.5 million (Certificate CA9) |
| **WILLIAM MCGRAW**<br><br>W. McGraw | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>1.0 million |
| | *Address of Selling Shareholder:*<br><br>710 - 175 West 1st Street<br>North Vancouver, BC V7M 3P2 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:* | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>4.5 million (Certificate CA10) |
| **TRISTAN BRETT** | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>3.0 million |
| | *Address of Selling Shareholder:*<br><br>233 - 3333 Main Street<br>Vancouver, BC V5V 3M8 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:* | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>1.5 million (Certificate CA11) |
| **ALEXANDER HELMEL** | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>1.0 million |
| | *Address of Selling Shareholder:*<br><br>2305 - 1067 Marinaside Crescent<br>Vancouver, BC V6Z 3A4 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:* | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>4.8 million (Certificate CA12) |
| **RICHARD MACEY** | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>3.2 million |
| | *Address of Selling Shareholder:*<br><br>14700 Pioneer Highway<br>Gold Bridge, BC V0K 1P0 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:*<br>**ADRIAN CROOK & ASSOCIATES INC.** | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>1.5 million (Certificate CA14) |
| Signature of authorized signatory | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>1.0 million |
| | *Address of Selling Shareholder:*<br><br>300 - 422 Richards Street<br>Vancouver, BC V6B 2Z4 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:*<br>**DRAGON ALTERNATIVE FUND** | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>937,500 (Certificate CA15) |
| Signature of authorized signatory | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>625,000 |
| | *Address of Selling Shareholder:*<br><br>2A Camino Real<br>Calla Winston Churchill<br>Panama City, Panama |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:*<br><br>Brooke Naughty<br>BROOKE NAUGHTY | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>750,000 (Certificate CA16) |
| | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>500,000 |
| | *Address of Selling Shareholder:*<br><br>1327 Kintail Court<br>Coquitlam, BC V3E 0A8 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:* | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>375,000 (Certificate CA17) |
| **KARIM MOHAMEDANI** | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>250,000 |
| | *Address of Selling Shareholder:*<br><br>5821 Pioneer Avenue<br>Burnaby, BC V5H 2X8 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:*<br>**LEVEL 3 CAPITAL MANAGEMENT INC.** | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>1.50 million (Certificate CA18) |
| Signature of authorized signatory | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>1.0 million |
| | *Address of Selling Shareholder:*<br><br>Suite 802 - 700 Chilco Street<br>Vancouver, BC V6G 2R9 |

I have read the share exchange agreement dated for reference May 6, 2015 among Tosca, Hatch and the Selling Shareholders, and agree to be bound to the terms and conditions set forth therein as a Selling Shareholder.

| | |
|---|---|
| *Selling Shareholder:*<br>**MOMENTUM PUBLIC RELATIONS INC.** | *Number of Hatch Shares held by such Selling Shareholder:*<br><br>1.5 million (Certificate CA19) |
| Signature of authorized signatory | *Number of Tosca Shares to be issued to such Selling Shareholder*<br><br>1.0 million |
| | *Address of Selling Shareholder:*<br><br>304 Montarville Street<br>Longueil, QC J4H 2L8 |

## SCHEDULE A

## INTENTIONALLY DELETED

## SCHEDULE B

## TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE MAY 6, 2015, AMONG TOSCA, HATCH AND THE SELLING SHAREHOLDERS

**Hatch Financial Statements**

<DRAFT>

# FIGHT COURT INTERNET VENTURES INC.
STATEMENT OF FINANCIAL POSITION
As at January 31, 2015

| | | 2015 | 2014 |
|---|---|---|---|
| ASSETS | | | |
| Current | | | |
| Cash | $ | **119** | - |
| Accounts receivable | | **36,435** | 30,609 |
| Prepaid expenses | | **1,771** | 341 |
| | | **38,325** | 30,950 |
| Equipment (Note 5) | | **1,883** | 4,184 |
| Intangible assets (Note 6) | | **370,018** | 242,625 |
| | $ | **410,226** | 277,759 |
| LIABILITIES | | | |
| Current | | | |
| Bank indebtedness | $ | **-** | 13 |
| Accounts payable and accrued liabilities | | **33,819** | 86,548 |
| | | **33,819** | 86,561 |
| Due to affiliates (Note 7) | | **27,888** | 379,615 |
| | | **61,707** | 466,176 |
| SHAREHOLDER'S EQUITY | | | |
| Share capital (Note 8) | | **757,593** | 40,001 |
| Deficit | | **(409,074)** | (228,418) |
| | | **348,519** | (188,417) |
| | $ | **410,226** | 277,759 |

*See accompanying notes*

Approved:

____________________________

# FIGHT COURT INTERNET VENTURES INC.
STATEMENT OF COMPREHENSIVE LOSS
For the year ended January 31, 2015

| | | 2015 | % | 2014 | % |
|---|---|---|---|---|---|
| Revenue | $ | 808 | 100.0 | 2,071 | 100.0 |
| Expenses | | | | | |
| Advertising and promotion | | - | - | 200 | 9.7 |
| Amortization - equipment | | 2,301 | 284.8 | 1,587 | 76.6 |
| Amortization - intangible | | 30,275 | 3,746.9 | 30,275 | 1,461.9 |
| Bank charges and interest | | 455 | 56.3 | 242 | 11.7 |
| Office | | 3,020 | 373.8 | 3,991 | 192.7 |
| Professional services | | 65,481 | 8,104.1 | 13,456 | 649.7 |
| Rent | | 3,932 | 486.6 | - | - |
| Consulting | | 76,000 | 9,405.9 | 47,122 | 2,275.3 |
| | | 181,464 | 22,458.4 | 96,873 | 4,677.6 |
| Net loss | | (180,656) | (22,358.4) | (94,802) | (4,577.6) |
| Beginning deficit | | (228,418) | | (133,616) | |
| Ending deficit | $ | (409,074) | | (228,418) | |

*See accompanying notes*

# FIGHT COURT INTERNET VENTURES INC.

STATEMENT OF CASH FLOWS
For the year ended January 31, 2015

| | 2015 | 2014 |
|---|---|---|
| CASH PROVIDED BY: | | |
| Operating activities | | |
| Net loss | $ (180,656) | (94,802) |
| Non-cash item: | | |
| Amortization | 32,576 | 31,862 |
| | (148,080) | (62,940) |
| Changes in non-cash working capital: | | |
| Accounts receivable | (5,826) | (9,168) |
| Prepaid expenses | (1,430) | (341) |
| Accounts payable and accrued liabilities | (52,729) | 85,047 |
| | (208,065) | 12,598 |
| Financing activities | | |
| Due from affiliates | (351,727) | 132,583 |
| Issuance of share capital | 717,592 | 40,000 |
| | 365,865 | 172,583 |
| Investing activities | | |
| Acquisition of equipment | - | (5,771) |
| Websites | (157,668) | (182,075) |
| | (157,668) | (187,846) |
| Change in cash position | 132 | (2,665) |
| Beginning cash position | (13) | 2,652 |
| Ending cash position | $ 119 | (13) |

*See accompanying notes*

## SCHEDULE C

## TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE MAY 6, 2015, AMONG TOSCA, HATCH AND THE SELLING SHAREHOLDERS

### Hatch Creditors and Encumbrances on Hatch's Assets

Creditors (approximate as of May 5, 2015):

Richards Buell Sutton LLP - $1690

William McGraw - $5,000

Trevor Westerlund - $5,000

GST remaining from settlements – $20,675

Pyntail LLC (App. Developer)
Master Consulting Agreement between Pyntail LLC and Hatch dated February 16, 2015
Contract Total: USD 81,000
Paid to Date: USD 23,100
Balance remaining - USD 57,900

**SCHEDULE D**

**TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE MAY 6, 2015, AMONG TOSCA, HATCH AND THE SELLING SHAREHOLDERS**

**Tosca Financial Statements**

Financial Statements for Tosca are available for viewing on SEDAR for the year ending November 30, 2014 and period ending February 28, 2015.

**www.sedar.com**

**SCHEDULE E**

**TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE MAY 6, 2015, AMONG TOSCA, HATCH AND THE SELLING SHAREHOLDERS**

**Material Agreements of Hatch**

Master Consulting Agreement dated February 16, 2015 between Pyntail, LLC and Hatch

Management contract with William McGraw

**SCHEDULE F**

**TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE MAY 6, 2015, AMONG TOSCA, HATCH AND THE SELLING SHAREHOLDERS**

**Hatch Litigation**

None to the knowledge of Hatch.

## SCHEDULE G

## TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE MAY 6, 2015, AMONG TOSCA, HATCH AND THE SELLING SHAREHOLDERS

**Tosca Litigation**

None to the knowledge of Tosca.

## SCHEDULE H

## TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE MAY 6, 2015, AMONG TOSCA, HATCH AND THE SELLING SHAREHOLDERS

### Hatch Intellectual Property

**Trademarks:**

Trademark – FC Logo – August 29, 2014

Trademark – Fightcoin – August 29, 2014

Trademark – Fightcoin Logo – August 29, 2014

Trademark – Fightcourt Logo – August 29, 2014

Trademark – Fightcourt – August 29, 2014

**Websites:**

www.hatchitech.com

www.fightcourt.com

**Apps (in development):**

fightcourt

sportscourt

## SCHEDULE I

## TO THE SHARE EXCHANGE AGREEMENT DATED FOR REFERENCE MAY 6, 2015, AMONG TOSCA, HATCH AND THE SELLING SHAREHOLDERS

### Tosca Options and Warrants

**Stock Options**

The following table outlines the stock options outstanding for Tosca:

| Number | Exercise Price | Expiry Date |
|---|---|---|
| 8,000 | $3.68 | February 24, 2017 |
| 450,000 | $0.115 | February 20, 2017 |
| 222,500 | $0.32 | January 2, 2019 |
| 50,000 | $0.32 | February 12, 2019 |
| 25,000 | $0.32 | February 14, 2019 |
| **Total: 755,500** | | |

**Share Purchase Warrants**

The following table outlines the warrants outstanding for Tosca:

| Number | Exercise Price | Expiry Date |
|---|---|---|
| 1,386,250 | $0.40 | December 17, 2015 |
| 150,000 | $0.40 | January 2, 2016 |
| 1,655,000 | $0.10 | January 19, 2016 |
| 702,313 | $0.30 | May 6, 2016 |
| 4,359,500 | $0.25 (until May 5, 2016)<br>$0.35 (after May 5, 2016) | May 5, 2017 |
| 8,000 | $0.25 (until May 5, 2016)<br>$0.35 (after May 5, 2016) | May 5, 2017 |
| **Total: 8,261,063** | | |

**APPENDIX B**

**TO FORM 2A LISTING STATEMENT**

**TOSCA RESOURCES CORP.**

**MINERAL PROPERTY REPORT**

## APPENDIX B: MINERAL PROPERTY REPORT

### Carol Copper Project, Sonora, Mexico

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

To earn a 100% interest in the Carol Project, Tosca must pay $50,000, issue 1,000,000 shares and incur $2,200,000 in exploration expenditures over a five year period. The first two years consist of $200,000 in expenditures, including a geophysics program within the first nine months and issuance of 150,000 shares per year. To date, the company has paid $5,000 and issued 150,000 shares to Alta Vista valued at $9,000. There is an underlying 3% NSR on the property that can be purchased from the original Mexican owner for $750,000(US). Alta Vista and Tosca are currently amending their agreement to extend the time frame milestone for the nine month geophysics program.

The 150,000 shares had a fair value of $9,000 which has been charged to acquisition costs and is part of the Company's Exploration and Evaluation Assets.
The Carol Copper Project consists of approximately 756 hectares and is located 5km NE of the Piedras Verdes Porphyry Copper Mine, Mexico's third largest copper mine, with measured and indicated resources of 197 million tonnes grading 0.39 % Cu (Cobre Del Mayo NI-43-101 report, Feb 12, 2010).

The Carol Project is located in southern Sonora State, Mexico, and is less than 5 km from the Piedras Verdes Copper mine, owned by the Invecture Group. Piedras Verdes is the third largest producing copper mine in Mexico. The Carol Project, which has never been drilled, consists of extensive polymetallic skarn targets containing copper, silver, gold and zinc. Previous trench sampling results at Carol encountered excellent copper values, including 0.86% copper over 48 m and 1.94% copper over 10 m.

Previous work by Alta Vista over a number of campaigns succeeded in identifying widespread Cu-Ag-Zn-Au skarn-style mineralization in outcrops and trenches over two zones covering 1,100 m by 400 m and 700 m by 180 m and the La Escondida occurrence, which is located between the two zones. The most significant work program was conducted in 2008 when a total of 232 samples were taken from 18 trenches with values ranging from trace to 7.67% copper, trace to 2.24 g/t gold, trace to 83.9 g/t silver, and trace to 15.3% zinc with highlights from the trenching of:

| Trench # | Width (m) | Average Grades | | | |
|---|---|---|---|---|---|
| | | Cu (%) | Ag (g/t) | Au g/t | Zn (%) |
| BS - 1 | 22.0 | 0.54 | 6.69 | 0.14 | 4.45 |
| BS - 2 | 16.5 | 1.10 | 8.42 | 0.11 | 2.45 |
| BS - 6 | 10.0 | 1.94 | 36.7 | 0.59 | 19.17 |
| BS - 8 | 48.0 | 0.86 | 16.57 | 0.09 | 0.37 |
| Inc | 22.0 | 1.15 | 28.57 | 0.05 | 0.61 |
| BS - 9 | 24.0 | 1.20 | 8.07 | 0.18 | 2.24 |
| | | | | | |
| La Escondida | 10.0 | 2.19 | 18.26 | 0.91 | 1.07 |

Additionally, two gold zones were discovered by trenching in the southernmost portion of the project area. Zone 1 returned 0.60 g/t Au over a 16 metre width, and Zone 2 returned 0.39 g/t Au over 16 metres.

The two zones are separated by approximately 20 metres of deeper overburden, possibly masking a continuous zone.

With more than 90% of outcrop hidden by overburden and no previous geophysical nor drilling campaigns conducted on the property, Tosca's Management believes that excellent potential exists for the discovery of a bulk-tonnage copper-silver skarn deposit. Known mineralized zones may be significantly expanded with Induced Polarization (IP) surveys and diamond drilling.

The project is easily accessed by 22 kilometres of all-weather roads from the town of Alamos, and is close to power, water, and a talented labour pool in the town of Navajoa and the neighboring state of Chihuahua; Sonora is considered to be one of the safest and most mining friendly states in Mexico.

On January 10, 2014, the Company announced that a form NI 43-101 technical report for its Carol property has been filed on SEDAR (www.sedar.com). The report is also available on Tosca Resources Corp.'s website at www.toscamining.com. The report is dated November 30, 2013, and was prepared in accordance with National Instrument 43-101, Standards of disclosure for mineral projects, by David J, Pawliuk, P.Geo., of Nanoose Geoservices.

On January 27, 2014, the Company announced results from recent exploration activity carried out on its Carol Copper project. Sonora is Mexico's most important copper producing state, accounting for more than 75% of the metals annual output. The Carol project lies 5 km northeast of the producing Piedras Verdes mine, Mexico's third largest copper producer, at more than 70 million lbs per year.

Previous work by past operators identified widespread polymetallic skarn- style mineralization in a number of areas of the property, including the Balde Sur target, where 12 trenches were completed.

Tosca re-opened select portions of two of these trenches, BS-06 and BS-08, to validate past results in preparation for a proposed drill program. Continuous chip channel sampling, conducted at one metre intervals, has confirmed the presence of significant mineralization in both trenches as follows:

| | | Average Grade | | | |
|---|---|---|---|---|---|
| Trench | Width (m) | Cu (%) | Ag (g/t) | Zn (%) | Au (g/t) |
| | | | | | |
| BS-06 | 8.0 | 1.06 | 22.5 | 11.87 | 0.26 |
| BS-08 | 11.0 | 0.38 | 22.4 | 0.48 | 0.08 |
| and | 8.0 | 0.48 | 16.5 | 0.62 | 0.07 |

Additionally, two grab samples taken from historic workings located in the immediate vicinity of trench BS-06 (one to the south and one to the north) returned significant high grade results as follows:

| | | Average Grade | | | |
|---|---|---|---|---|---|
| Sample | Width (m) | Cu (%) | Ag (g/t) | Zn (%) | Au (g/t) |
| | | | | | |
| BS-06 N | grab | 7.00 | 94.3 | 34.00 | 0.61 |
| BS-06 S | grab | 3.70 | 30.3 | 19.00 | 0.67 |

These recent results confirm the quality of past work performed on the property, and will assist in targeting drill holes to investigate mineralization at depth. No previous drilling has been carried out on the property.

Samples from Carol were prepared and analyzed by IPL Inspectorate in their facilities in Mexico and Vancouver, respectively. Samples generally consisted of 1-3 kg of material. Gold, silver, copper, lead and zinc were analyzed as part of a multi-element ICP package using an aqua regia digestion. Over limit samples with greater than 1% Cu, Pb and Zn were re-analyzed using ore grade detection limits. Samples with greater than 20% Zn were re-analyzed a second time for using even higher parameters.

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

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

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

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

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

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

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

Management is reviewing all data obtained on the Carol Project to date, to determine what, if any, further exploration is justified. Upon the close of the transaction with Hatch, management intends to dispose of its Carol Property option as soon as economically possible.

# APPENDIX C

# TO FORM 2A LISTING STATEMENT

# TOSCA RESOURCES CORP.

# INCENTIVE STOCK OPTION PLAN

**Tosca Resources Corp**
**(the "Corporation")**

**INCENTIVE STOCK OPTION PLAN**
**(the "Plan")**

## 1. Purpose of the Plan

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

## 2. Implementation

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

## 3. Administration

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

## 4. Shares Issuable Under the Plan

Subject to the requirements of the Canadian Securities Exchange:

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

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

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

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

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

## 5. Eligibility

### 5.01 General

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

### 5.02 Options Granted to Employees, Consultants or Management Company Employees

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

## 6. Terms and Conditions

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

### 6.01 Exercise price

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

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

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

### 6.02 Requirement for Disinterested Shareholder Approval

The approval of the "Disinterested Shareholders" of the Corporation (as that term is defined by the CSE) will be required in each of the following circumstances:

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

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

(i) the grant to Insiders, within a 12 month period, of a number of options exceeding 10% of the issued shares of the Corporation; or

(ii) the issuance to any one Optionee, within a 12 month period, of a number of shares exceeding 5% of the issued shares of the Corporation.

### 6.03 Option Agreement

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

### 6.04 Length of Grant

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

(a) expire no later than that date which is 10 years from the date such options were granted, **provided that**:

(b) in the case of any option granted under the Plan which would otherwise expire during a period during which the Optionee was prohibited from trading in the Company's securities (a "Blackout Period"), the term of any such option shall be extended such that any such option shall expire at the close of business on the tenth trading day subsequent to the date the Blackout Period has been terminated.

### 6.05 Non-Assignability of Options

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

**6.06 Vesting Schedules**

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

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

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

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

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

**6.07 Right to Postpone Exercise**

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

**6.08 Exercise and Payment**

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

### 6.09 Rights of Optionees

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

### 6.10 Third Party Offer

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

### 6.11 Alterations in Shares

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

### 6.12 Termination for Cause

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

### 6.13 Termination Other Than For Cause

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

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

### 6.14 Deceased Optionee

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

## 7. Amendment and Discontinuance of Plan

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

## 8. No Further Rights

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

## 9. Compliance with Laws

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

## SCHEDULE "A"

●

## INCENTIVE STOCK OPTION PLAN

## OPTION AGREEMENT

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

1. on ♦;

2. ♦ (the "Optionee");

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

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

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

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

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

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

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

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

By signing this Option Agreement, the Optionee also acknowledges that, as required by the Canada Revenue Agency, the Optionee will be required to provide the Company with the following payments:

(a) a payment for the number of Optioned Shares being exercised at the Exercise Price;

(b) a payment equal to the income taxes due on the net stock option benefit, which amount is comprised of the full taxable employment benefit, less the 50% stock option benefit deduction to which the Optionee may be entitled; and

(c) a payment equal to the Canada Pension Plan contribution due in respect of the full taxable employment benefit (without taking into consideration the 50% deduction) to be received by the Optionee through such exercise, notwithstanding that the Optionee may have already contributed the maximum amount of Canada Pension Plan contributions for the calendar year in which all or any portion of the Option is exercised, unless the Optionee provides the Company with a copy of the Election to stop paying into the Canada Pension Plan that has been filed with the Canada Revenue Agency, or the Optionee is over the age of 69.

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

●

Per: ____________________________
**Authorized Signatory**

__________________________________
♦
**(the Optionee)**

# APPENDIX D

# TO FORM 2A LISTING STATEMENT

# TOSCA RESOURCES CORP.

# STATEMENT OF EXECUTIVE COMPENSATION

## APPENDIX D: STATEMENT OF EXECUTIVE COMPENSATION

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

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

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

### Elements of the Compensation Program for Fiscal Year 2014

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

### Base Salary and/or Consulting Fees

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

### Stock Options

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

### Summary Compensation Table

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

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

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

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

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

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

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

**no cash compensation actually paid to any of the NEOs disclosed in the above table in connection with the granting of the incentive stock options in respect of which these "option-based awards" were calculated.**

*Other Compensation*

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

**Incentive Plan Awards**

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

**OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS**

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

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

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

**INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR**

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

| **Name**<br><br>**(a)** | **Option-based awards – Value vested during the year ($)**<br><br>**(b)** | **Share-based awards – Value vested during the year ($)**<br><br>**(c)** | **Non-equity incentive plan compensation – Value earned during the year ($)**<br><br>**(d)** |
|---|---|---|---|
| Sadek el-Alfy | Nil | Nil | Nil |

| | | | |
|---|---|---|---|
| Ron Shenton | Nil | Nil | Nil |
| Brian Roberts | Nil | Nil | Nil |

## OPTION REPRICINGS

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

### Pension Plan Benefits

The Company has no pension plans that provide for payments or benefits to any NEO at, following or in connection with retirement.

The Company also does not have any deferred compensation plans relating to any NEO.

### Termination and Change of Control Benefits

Other than as disclosed herein, the Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company. The Company is not party to any compensation plan or arrangement with an NEO resulting from the resignation, retirement or termination of employment of any such person.

There are no compensatory plans or arrangements between the Company and an NEO with respect to the resignation, retirement or other termination of employment of the NEO, a change of control of the Company or a change in the NEO's responsibilities following a change of control of the Company involving an amount, including all periodic payments or instalments, exceeding $100,000.

### Director Compensation

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

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

(1) "In-the-money options" means the excess of the market value of the Company's shares on November 30, 2013

over the exercise price of the options. The last trading price of the Company's shares at its fiscal year ended November 30, 2014 was $0.06.

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

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

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

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

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

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

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

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

APPENDIX E

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

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

**Tosca Resources Corp. (formerly Tosca Mining Corp.)**

**Consolidated Financial Statements**

**Year Ended November 30, 2014**

**Expressed in Canadian Dollars**

# INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Tosca Resources Corp.

We have audited the accompanying consolidated financial statements of Tosca Resources Corp., which comprise the consolidated statements of financial position as at November 30, 2014 and 2013 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

***Management's Responsibility for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

***Auditors' Responsibility***

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.



1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Fax (604) 687-6172

*Opinion*

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Tosca Resources Corp. as at November 30, 2014 and 2013 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

*Emphasis of Matter*

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Tosca Resources Corp.'s ability to continue as a going concern.

**"DAVIDSON & COMPANY LLP"**

Vancouver, Canada

Chartered Accountants

March 27, 2015

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

| As at | Notes | November 30, 2014 | November 30, 2013 |
|---|---|---|---|
| **ASSETS** | | | |
| **Current assets** | | | |
| Cash | | $ 18,856 | $ 52,124 |
| Receivables | 4 | - | 4,132 |
| Prepaid expenses | | 4,064 | 6,598 |
| | | 22,920 | 62,854 |
| **Non-current assets** | | | |
| Equipment | 5 | 2,309 | 3,082 |
| Exploration and evaluation assets | 6 | 268,039 | 14,000 |
| | | 270,348 | 17,082 |
| **TOTAL ASSETS** | | **$ 293,268** | **$ 79,936** |
| **LIABILITIES** | | | |
| **Current liabilities** | | | |
| Accounts payable and accrued liabilities | 7 | $ 113,118 | $ 47,751 |
| **SHAREHOLDERS' EQUITY** | | | |
| Share capital | 8 | 7,522,424 | 7,128,790 |
| Subscriptions received in advance | | - | 20,000 |
| Share-based payment reserve | 9 | 1,362,355 | 1,266,990 |
| Deficit | | (8,704,629) | (8,383,595) |
| **TOTAL EQUITY** | | **180,150** | **32,185** |
| **TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY** | | **$ 293,268** | **$ 79,936** |

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

Approved and authorized by the Board on March 27, 2015

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

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

| | | Years Ended | |
|---|---|---|---|
| | Notes | November 30, 2014 | November 30, 2013 |
| **Expenses** | | | |
| Amortization | 5 | $ 773 | $ 1,117 |
| Consulting | | 39,065 | 42,517 |
| Investor relations | | 5,476 | 19,350 |
| Legal and audit | | 48,520 | 64,353 |
| Management fees | | 92,000 | 167,957 |
| Office and general | | 23,524 | 34,336 |
| Stock-based compensation | 8 | 59,031 | - |
| Transfer agent and filing fees | | 21,564 | 21,772 |
| Travel and promotion | | 30,484 | 6,738 |
| | | 320,437 | 358,140 |
| **Other items** | | | |
| Interest income | | - | (4) |
| Write off of mineral and exploration assets | 6 | - | 67,851 |
| Loss on sale of asset | 5 | - | 314 |
| Foreign exchange (gain) loss | | 597 | (2,009) |
| | | 597 | 66,152 |
| **Loss and comprehensive loss for the year** | | **$ 321,034** | **$ 424,292** |
| **Loss per share – basic and diluted** | | **$ (0.07)** | **$ (0.16)** |
| **Weighted average number of common shares outstanding** | | **4,599,819** | **2,746,895** |

See accompanying notes to the consolidated financial statements

Tosca Resources Corp.(formerly Tosca Mining Corp.)
Consolidated statements of changes in shareholders' equity
(Expressed in Canadian dollars)

| | | Share capital | | | | | |
|---|---|---|---|---|---|---|---|
| | Notes | Number of shares | Amount | Share-based payment reserve | Subscriptions received in advance | Deficit | Total |
| **Balance at November 30, 2012** | 13 | **2,324,033** | **$ 6,873,953** | **$ 1,195,790** | **$ -** | **$ (7,959,303)** | **$ 110,440** |
| Comprehensive loss: | | | | | | | |
| Loss for the year | | - | - | - | - | (424,292) | (424,292) |
| Transactions with owners, in their capacity as owners, and other transfers: | | | | | | | |
| Shares issued for cash – private placement | | 445,000 | 356,000 | - | 20,000 | - | 376,000 |
| Fair value of warrants | | - | (71,200) | 71,200 | - | - | - |
| Shares issued for property interest | | 37,500 | 9,000 | - | - | - | 9,000 |
| Share issue costs | | - | (38,963) | - | - | - | (38,963) |
| Total transactions with owners and other transfers | | 482,500 | 254,837 | 71,200 | 20,000 | - | 346,037 |
| **Balance at November 30, 2013** | | **2,806,533** | **$ 7,128,790** | **$ 1,266,990** | **$ 20,000** | **$ (8,383,595)** | **$ 32,185** |
| Comprehensive loss: | | | | | | | |
| Loss for the year | | - | - | - | - | (321,034) | (321,034) |
| Transactions with owners, in their capacity as owners, and other transfers: | | | | | | | |
| Shares issued for cash – private placement | | 2,165,625 | 460,750 | - | (20,000) | - | 440,750 |
| Fair value of warrants | | - | (36,334) | 36,334 | - | - | - |
| Share issue costs | | - | (30,782) | - | - | - | (30,782) |
| Stock-based compensation | | - | - | 59,031 | - | - | 59,031 |
| Total transactions with owners and other transfers | | 2,165,625 | 393,634 | 95,365 | (20,000) | - | 468,999 |
| **Balance at November 30, 2014** | | **4,972,158** | **$ 7,522,424** | **$ 1,362,355** | **$ -** | **$ (8,704,629)** | **$ 180,150** |

On October 9, 2014, the Company underwent a share consolidation issuing one new common share for every four issued and outstanding common shares. All common shares, warrants, stock options and per share data included herein have been retroactively adjusted to reflect the one for four consolidation.

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

| | Years Ended | |
|---|---|---|
| | November 30, 2014 | November 30, 2013 |
| **Operating activities** | | |
| Comprehensive loss for the year | $ (321,034) | $ (424,292) |
| Adjustments for non-cash items: | | |
| Amortization | 773 | 1,117 |
| Stock-based compensation | 59,031 | - |
| Write off mineral and exploration assets | - | 67,851 |
| Loss on sale of asset | - | 314 |
| Changes in non-cash working capital items: | | |
| Receivables | 4,132 | 7,877 |
| Prepaid expenses | 2,534 | 19,215 |
| Accounts payable and accrued liabilities | 43,171 | 17,765 |
| **Net cash flows used in operating activities** | (211,393) | (310,153) |
| **Investing activities** | | |
| Expenditures on exploration and evaluation assets | (231,843) | (74,770) |
| **Net cash flows used in investing activities** | (231,843) | (74,770) |
| **Financing activities** | | |
| Proceeds on issuance of common shares | 440,750 | 356,000 |
| Share issuance costs | (30,782) | (38,963) |
| Subscriptions received in advance | - | 20,000 |
| **Net cash flows from financing activities** | 409,968 | 337,037 |
| Changes in cash during the year | (33,268) | (47,886) |
| Cash, beginning | 52,124 | 100,010 |
| **Cash, ending** | **$ 18,856** | **$ 52,124** |

Supplemental disclosure with respect to cash flows:

Significant non-cash transactions during fiscal 2014 included:

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

b) the issuance of 2,238,563 (2013 - 445,000) warrants valued at $36,334 (2013 - $71,200) as part of a private placement.

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

## 1. Nature and continuance of operations and going concern

Tosca Resources Corp. is a publicly listed exploration company incorporated in Canada under the *British Columbia Corporations Act* on May 12, 2006. The Company is principally engaged in acquisition and exploration of resource properties. The Company trades on the Canadian Stock Exchange under the symbol TSQ. Refer to Note 2, Consolidation.

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

These consolidated financial statements have been prepared on the assumption that the Company and its subsidiary will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company has incurred ongoing losses and has a working capital deficiency of $90,198 as of November 30, 2014. The Company's continuation as a going concern is dependent upon the successful results from mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations , all of which are uncertain. These material uncertainties may cast significant doubt about the ability of the Company to continue as a going concern. Management intends to finance operating costs over the next twelve months using the existing cash , exercise of stock options and/or private placement of common shares.

## 2. Significant accounting policies and basis of preparation

### *Statement of compliance*

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

### *Basis of preparation*

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

Effective October 9, 2014, the Company consolidated its common shares on a 4:1 basis. All disclosures regarding number of shares, stock options, share purchase warrants and loss per share in current and previous accounting periods have been adjusted retroactively to reflect this consolidation.

### *Consolidation*

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

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated for fiscal 2013 and from December 1, 2013 to April 23, 2014.

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

***Significant accounting judgments, estimates and assumptions***

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

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

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

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

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

***Foreign exchange***

The functional currency of the Company and its subsidiary is the currency of the primary economic environment in which the Company operates. The consolidated financial statements are presented in Canadian dollars, which is the Company and its subsidiary's functional currency. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

The Company uses the Canadian dollar functional currency to record transactions in currencies other than the Canadian dollar at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the period end exchange rate, while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of loss and comprehensive loss.

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

***Exploration and evaluation assets***

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

***Stock-based compensation***

The Company operates an employee and a non-employee stock option plan. Stock-based compensation to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Stock-based compensation to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using a Black–Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

***Financial instruments***

*Financial assets*

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

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

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

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

***Financial instruments*** (cont'd)

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

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

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

*Financial liabilities*

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

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

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

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

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

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

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

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

***Financial instruments*** (cont'd)

*Financial liabilities* (cont'd)

Disclosures are required about the inputs used in making fair value measurements, including their classification within a hierarchy that prioritizes their significance. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;
Level 3 – Inputs that are not based on observable market data.

See Note 12 for relevant disclosures.

***Impairment of assets***

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

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

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

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

***Income taxes***

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.

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

***Income taxes*** (cont'd)

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

Deferred tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

***Provision for environmental rehabilitation***

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset will be depreciated on the same basis as other mining assets.

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

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

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

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

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

(Expressed in Canadian dollars)

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

***Equipment***

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

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

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

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

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

***Net loss per share***

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

**3. New Accounting Standards Adopted**

***IFRS 10, "Consolidated Financial Statements"***

IFRS 10, "Consolidated Financial Statements", requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12, "Consolidation - Special Purpose Entities", and parts of IAS 27, "Consolidated and Separate Financial Statements". The standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 11, "Joint Arrangements", IFRS 12,"Disclosure of Interests in Other Entities", IAS 27 (2011), "Separate Financial Statements" and IAS 28 (2011), "Investments in Associates and Joint Ventures". Adoption of this standard did not have a material impact on the results and financial position of the Company.

3. **New Accounting Standards Adopted** (cont'd)

***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.

(Expressed in Canadian dollars)

3. **New Accounting Standards Adopted** (cont'd)

***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 November 30, 2014 and have not been applied in preparing these financial statements.

***New standard IFRS 9 "Financial Instruments"***

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

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

4. **Receivables**

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

(Expressed in Canadian dollars)

## 5. Equipment

| | Motor vehicles | Computer equipment | Office equipment | Total |
|---|---|---|---|---|
| **Cost:** | | | | |
| At November 30, 2012 | $ 8,410 | $ 4,610 | $ 3,546 | $ 16,566 |
| Additions | (8,410) | - | - | (8,410) |
| At November 30, 2013 | - | 4,610 | 3,546 | 8,156 |
| Disposal | - | - | - | - |
| At November 30, 2014 | - | 4,610 | 3,546 | 8,156 |
| **Depreciation:** | | | | |
| At November 30, 2012 | 4,415 | 2,305 | 1,652 | 8,372 |
| Disposal | (4,415) | - | - | (4,415) |
| Charge for the year | - | 738 | 379 | 1,117 |
| At November 30, 2013 | - | 3,043 | 2,031 | 5,074 |
| Charge for the period | - | 470 | 303 | 773 |
| At November 30, 2014 | - | 3,513 | 2,334 | 5,847 |
| **Net book value:** | | | | |
| At November 30, 2013 | - | 1,567 | 1,515 | 3,082 |
| **At November 30, 2014** | **$ -** | **$ 1,097** | **$ 1,212** | **$ 2,309** |

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

## 6. Exploration and evaluation assets

*Carol Copper Project, Sonora, Mexico*

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

To earn 100% interest in the Carol Project, Tosca must pay $50,000, issue 1,000,000 shares and incur $2,200,000 in exploration expenditures over a five year period. The first two years consist of $200,000 in expenditures, including a geophysics program within the first six months and issuance of 150,000 shares per year. The company has paid $5,000 and issued 150,000 (pre consolidated) shares valued at $9,000. There is an underlying 3% NSR on the property that can be purchased from the original Mexican owner for US$750,000. The Company and Alta Vista Ventures Ltd. mutually agreed to defer the geophysics program and all obligations under this agreement are current through June 2015.

(Expressed in Canadian dollars)

6. **Exploration and evaluation assets** (cont'd)

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

The composition of accumulated exploration and evaluation assets are:

| | November 30, 2014 | November 30, 2013 |
|---|---|---|
| Acquisition costs | $ 14,000 | $ 14,000 |
| Annual taxes | 8,106 | - |
| Assays | 16,635 | - |
| Drilling | 148,116 | - |
| Geological services | 68,617 | - |
| Transportation | 12,565 | - |
| | $ 268,039 | $ 14,000 |

*Red Hills, Texas, USA*

The Company signed an option to purchase 100% interest in the Red Hills advanced stage moly-copper project located in Presidio County, Texas.

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

7. **Accounts payable and accrued liabilities**

| | November 30, 2014 | November 30, 2013 |
|---|---|---|
| Accounts payable | $ 86,618 | $ 24,251 |
| Accrued liabilities | 26,500 | 23,500 |
| | $ 113,118 | $ 47,751 |

8. **Share capital**

***Authorized share capital***

Unlimited number of common shares without par value.

***Issued share capital***

At November 30, 2014 there were 4,972,158 issued and fully paid common shares (November 30, 2013 – 2,806,533).

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

***Share Consolidation***

On October 9, 2014, the Company's share capital was consolidated on the basis of one (1) new share for each four (4) old shares. All common shares, warrants, stock options and per share amounts have been retroactively adjusted.

***Share issuances for the year ending November 30, 2014***

On December 13, 2013 and January 2, 2014, the Company issued 1,475,000 units at $0.20 per unit for gross proceeds of $295,000. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.30 per share for year one and $0.40 per share for the second year. In connection with the closing of this private placement, the Company paid share issuance costs of $12,933 in cash and issued 61,250 broker warrants with a fair value of $6,634.

On May 2, 2014, the Company issued 690,625 units at $0.24 per unit for gross proceeds of $165,750. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.32 per share for year one and $0.40 per share for the second year. The warrants were valued using the residual value method at $27,917. In connection with the closing of this private placement, the Company paid share issuance costs of $17,899 in cash and issued 11,688 broker warrants with a fair value of $1,783.

***Share issuances for the year ending November 30, 2013***

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

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

***Stock options***

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

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

During the year ended November 30, 2014 the Company granted 297,500 stock options to directors, officers and consultants for a period of five years at an exercise price of $0.32. This resulted in stock-based compensation of $59,031 (2013 - $Nil).

(Expressed in Canadian dollars)

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

***Stock options*** (cont'd)

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

| | November 30, 2014 | | | November 30, 2013 | | |
|---|---|---|---|---|---|---|
| | Number of options | | Weighted average exercise price | Number of options | | Weighted average exercise price |
| Options outstanding, beginning of year | 8,000 | $ | 3.68 | 191,437 | $ | 2.88 |
| Options granted | 297,500 | | 0.32 | - | | - |
| Options expired | - | | - | (81,250) | | 1.60 |
| Options forfeited | - | | - | (102,187) | | 3.88 |
| Options outstanding, end of year | 305,500 | $ | 0.41 | 8,000 | $ | 3.68 |
| Options exercisable, end of year | 305,500 | $ | 0.41 | 8,000 | $ | 3.68 |

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

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

The weighted average fair value of per option granted during the year ended November 30, 2014 was $0.20 (year ended November 30, 2013 - $Nil). The fair value was determined using the Black-Scholes option pricing model using the following weighted average assumptions:

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

(Expressed in Canadian dollars)

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

***Share purchase warrants***

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

| | November 30, 2014 | | November 30, 2013 | |
|---|---|---|---|---|
| | **Number of warrants** | **Weighted average exercise price** | **Number of warrants** | **Weighted average exercise price** |
| Outstanding, beginning of period | 445,000 | $ 1.60 | - | $ - |
| Issued | 2,238,563 | 0.31 | 445,000 | 1.60 |
| Exercised | - | - | - | - |
| Expired | - | - | - | - |
| Outstanding, end of period | 2,683,563 | $ 0.52 | 445,000 | $ 1.60 |

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

| Weighted average exercise price | | Weighted average contractual life | Number of warrants outstanding | Expiry Dates |
|---|---|---|---|---|
| $2.24 | | 0.05 years | 445,000 | December 19, 2014 |
| $0.30 | (a) | 1.05 years | 1,386,250 | December 17, 2015 |
| $0.30 | (b) | 1.09 years | 150,000 | January 2, 2016 |
| $0.30 | (c) | 1.43 years | 702,313 | May 6, 2016 |
| $0.52 | | | 2,683,563 | |

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

**9. Share-based payment reserve**

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

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

**10. Related party balances and transactions**

***Related party balances***

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

| | November 30, 2014 | November 30, 2013 |
|---|---|---|
| Companies controlled by directors of the Company | $ 31,500 | $ - |

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

(Expressed in Canadian dollars)

**10. Related party balances and transactions** (cont'd)

***Key management personnel compensation***

Key management personnel consists of directors, former directors or companies with common directors.

| | Year ended November 30, 2014 | Year ended November 30, 2013 |
|---|---|---|
| Deferred exploration costs | $ 37,200 | $ 24,949 |
| Management fees | 97,000 | 167,957 |
| Rent | 6,250 | 5,000 |
| Share-based compensation | 34,653 | - |
| | $ 175,103 | $ 197,906 |

**11. Income Taxes**

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

| | 2014 | 2013 |
|---|---|---|
| Loss before income taxes | $ (321,034) | $ (424,292) |
| Expected income tax recovery | $ (83,000) | $ 107,000 |
| Permanent differences and other items | 340,000 | (107,000) |
| Impact of termination of subsidiary | (257,000) | - |
| Net income tax recovery | $ - | $ - |

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

| | 2014 | 2013 |
|---|---|---|
| Deferred tax assets: | | |
| Non-capital loss carry forwards | $ 3,514,000 | $ 851,000 |
| Allowable capital losses | 1,029,000 | - |
| Equipment | 6,000 | 1,000 |
| Financing costs | 145,000 | 65,000 |
| Mineral property interest | 544,000 | 972,000 |
| Unrecognized deferred tax assets | $ 5,238,000 | $ 1,889,000 |

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

**12. Financial risk management**

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Cash is carried at fair value using a Level 1 fair value measurement. The carrying value of receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. This risk is managed by using major banks that have a high credit quality financial institution as determined by rating agencies. The Company is not exposed to credit risk on recoverable taxes, as these are due from the Government of Canada.

***Liquidity risk***

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at November 30, 2014, the Company had a cash balance of $18,856 (November 30, 2013 - $52,124) to settle current liabilities of $113,118 (November 30, 2013 - $47,751) leaving a shortfall of $94,262, please refer to Note 14. To maintain liquidity, the Company is continually investigating financing opportunities. As disclosed in Note 1, there can be no assurance these efforts will be successful in the future. All of the Company's financial liabilities are subject to normal trade terms.

***Market risk***

Market risk is the risk that changes in market prices, such as foreign exchange rates, commodity prices, and interest rates will affect the Company's net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

***Interest rate risk***

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As at November 30, 2014 and November 30, 2013, the Company did not have any significant interest rate risk.

The Company had no interest rate swap or financial contracts in place as at November 30, 2014 and November 30, 2013.

(Expressed in Canadian dollars)

**12. Financial risk management** (cont'd)

***Capital Management***

The Company identifies capital as the items included in shareholders' equity. The Company raises capital through private and public share offerings and related party loans and advances. Capital is managed in a manner consistent with the risk criteria and policies provided by the board of directors and followed by management. All sources of financing and major expenditures are analyzed by management and approved by the board of directors.

The Company's primary objectives when managing capital is to safeguard and maintain the Company's financial resources for continued operations and to fund expenditure programs to further advance mineral property interests.

The Company is meeting its objective of managing capital through detailed review and due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to maintain sufficient resources.

The Company is able to scale its expenditure programs and the use of capital to address market conditions by reducing expenditure and the scope of operations during periods of commodity pricing decline and economic downturn.

There were no changes in the Company's approach to capital management during the year ended November 30, 2014.

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

**13. Segmented information**

***Operating segments***

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

***Geographic segments***

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

| | | **Mexico** | | **Canada** | | **Total** |
|---|---|---|---|---|---|---|
| Equipment | $ | - | $ | 2,309 | $ | 2,309 |
| Exploration and evaluation assets | | 268,039 | | - | | 263,039 |
| | $ | 268,039 | $ | 2,309 | $ | 265,348 |

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

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

**14. Subsequent events**

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

Subsequent to November 30, 2014, the Company issued 804,767 common shares to satisfy $52,738 of debt.

Subsequent to November 30, 2014, the Company issued a total of $100,000 in loans to a third party. The loans are due in twelve months and carry a 6% per annum interest rate.

On December 19, 2014, 445,000 share purchase warrants with an exercise price of $2.24 expired.

On February 20, 2015, the Company granted 500,000 stock options to directors and consultants exercisable at $0.115 per option for a period of two years.

On March 19, 2015, the Company announced it has 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.

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.

**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**

**Tosca Resources Corp. (formerly Tosca Mining Corp.)**

**Condensed Interim Financial Report**

**For the three month period ended February 28, 2015**

**Expressed in Canadian Dollars - Unaudited**

## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited condensed interim financial statements of Tosca Resources Corp. (the "Company") are the responsibility of management and the Board of Directors.

The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheets date. In the opinion of management, the unaudited condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibilities for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed) "Ron Shenton"

Ron Shenton

President

(signed) "Brian Roberts"

Brian Roberts

Chief Financial Officer

## NOTICE TO READER

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed interim financial statements as at and for the three months ended February 28, 2015 and February 28, 2014 have not been reviewed by the Company's auditors.

Tosca Resources Corp. (formerly Tosca Mining Corp.)
Condensed interim statements of financial position
(Expressed in Canadian dollars - Unaudited)

| As at | Notes | February 28, 2015 | November 30, 2014 |
|---|---|---|---|
| **ASSETS** | | | |
| **Current assets** | | | |
| Cash | | $ 105,629 | $ 18,856 |
| Receivables | 4 | 35,211 | - |
| Prepaid expenses | | 3,764 | 4,064 |
| | | 144,604 | 22,920 |
| **Non-current assets** | | | |
| Equipment | 5 | 2,166 | 2,309 |
| Exploration and evaluation assets | 6 | 268,039 | 268,039 |
| | | 270,205 | 270,348 |
| **TOTAL ASSETS** | | **$ 414,809** | **$ 293,268** |
| **LIABILITIES** | | | |
| **Current liabilities** | | | |
| Accounts payable and accrued liabilities | 7 | $ 139,400 | $ 113,118 |
| **SHAREHOLDERS' EQUITY** | | | |
| Share capital | 8 | 7,684,852 | 7,522,424 |
| Share-based payment reserve | 9 | 1,410,463 | 1,362,355 |
| Deficit | | (8,819,906) | (8,704,629) |
| **TOTAL EQUITY** | | **275,409** | **180,150** |
| **TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY** | | **$ 414,809** | **$ 293,268** |

Nature and continuance of operations and going concern (Note 1)
Subsequent events (Note 13)

Approved and authorized by the Board on April 27, 2015

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

Tosca Resources Corp. (formerly Tosca Mining Corp.)
Condensed interim statements of loss and comprehensive loss
(Expressed in Canadian dollars - Unaudited)

| | | Three Months Ended | |
|---|---|---|---|
| | Notes | February 28, 2015 | February 28, 2014 |
| **Expenses** | | | |
| Amortization | 5 | $ 143 | $ 193 |
| Consulting | | 7,000 | 22,531 |
| Investor relations | | 195 | 4,166 |
| Legal and audit | | 30,765 | 9,217 |
| Management fees | | 8,000 | 42,000 |
| Office and general | | 7,167 | 11,647 |
| Project evaluation | | - | 918 |
| Stock-based compensation | | 48,108 | 42,974 |
| Transfer agent and filing fees | | 12,385 | 9,049 |
| Travel and promotion | | 1,629 | 5,106 |
| | | 115,392 | 147,801 |
| **Other items** | | | |
| Interest income | | (25) | - |
| Foreign exchange (gain) loss | | (90) | (718) |
| | | (115) | (718) |
| **Loss and comprehensive loss for the year** | | **$ 115,277** | **$ 147,083** |
| **Loss per share – basic and diluted** | | **$ (0.01)** | **$ (0.01)** |
| **Weighted average number of common shares outstanding** | | **6,443,269** | **3,976,254** |

Tosca Resources Corp.(formerly Tosca Mining Corp.)
Condensed interim statements of changes in shareholders' equity
(Expressed in Canadian dollars - Unaudited)

| | | Share capital | | | | | |
|---|---|---|---|---|---|---|---|
| | Notes | Number of shares | Amount | Share-based payment reserve | Subscriptions received in advance | Deficit | Total |
| **Balance at November 30, 2013** | 13 | **2,806,533** | **$ 7,128,790** | **$ 1,266,990** | **$ 20,000** | **$ (8,383,595)** | **$ 32,185** |
| Comprehensive loss: | | | | | | | |
| Loss for the period | | - | - | - | - | (147,083) | (147,083) |
| Transactions with owners, in their capacity as owners, and other transfers: | | | | | | | |
| Shares issued for cash – private placement | | 1,475,000 | 295,000 | - | (20,000) | - | 275,000 |
| Fair value of warrants | | - | (167,543) | 167,543 | - | - | - |
| Share issue costs | | - | (19,517) | 6,634 | - | - | (12,883) |
| Stock-based compensation | | - | - | 42,974 | - | - | 42,974 |
| Total transactions with owners and other transfers | | 1,475,000 | 107,940 | 217,151 | (20,000) | - | 305,091 |
| **Balance at February 28, 2014** | | **4,281,533** | **$ 7,236,730** | **$ 1,484,141** | **$ -** | **$ (8,530,678)** | **$ 190,193** |
| **Balance at November 30, 2014** | 13 | **4,972,158** | **$ 7,522,424** | **$ 1,362,355** | **$ -** | **$ (8,704,629)** | **$ 180,150** |
| Comprehensive loss: | | | | | | | |
| Loss for the period | | - | - | - | - | (115,277) | (115,277) |
| Transactions with owners, in their capacity as owners, and other transfers: | | | | | | | |
| Shares issued for cash – private placement | | 3,310,000 | 165,500 | - | - | - | 165,500 |
| Share issue costs | | - | (3,072) | - | - | - | (3,072) |
| Stock-based compensation | | - | - | 48,108 | - | - | 48,108 |
| Total transactions with owners and other transfers | | 3,310,000 | 162,428 | - | - | - | 210,536 |
| **Balance at February 28, 2015** | | **8,282,158** | **$ 7,684,852** | **$ 1,410,463** | **$ -** | **$ (8,819,906)** | **$ 275,409** |

On October 9, 2014, the Company underwent a share consolidation issuing one new common share for every four issued and outstanding common shares. All common shares, warrants, stock options and per share data included herein have been retroactively adjusted to reflect the one for four consolidation.

Tosca Resources Corp. (formerly Tosca Mining Corp.)
Condensed interim statements of cash flows
(Expressed in Canadian dollars - Unaudited)

| | Three Months Ended | |
|---|---|---|
| | **February 28, 2015** | **February 28, 2014** |
| **Operating activities** | | |
| Comprehensive loss for the period | $ (115,277) | $ (147,083) |
| Adjustments for non-cash items: | | |
| Amortization | 143 | 193 |
| Stock-based compensation | 48,108 | 42,974 |
| Changes in non-cash working capital items: | | |
| Receivables | (35,211) | (7,132) |
| Prepaid expenses | 300 | (35,362) |
| Accounts payable and accrued liabilities | 26,282 | (10,391) |
| **Net cash flows used in operating activities** | (75,655) | (156,801) |
| **Investing activities** | | |
| Expenditures on exploration and evaluation assets | - | (49,236) |
| **Net cash flows used in investing activities** | - | (49,236) |
| **Financing activities** | | |
| Proceeds on issuance of common shares | 165,500 | 275,000 |
| Share issuance costs | (3,072) | (12,883) |
| **Net cash flows from financing activities** | 162,428 | 262,117 |
| Changes in cash during the year | 86,773 | 56,080 |
| Cash, beginning | 18,856 | 52,124 |
| **Cash, ending** | **$ 105,629** | **$ 108,204** |

Supplemental disclosure with respect to cash flows:

Significant non-cash transactions during three months ended February 28, 2014 included:

a) the issuance of 1,536,250 share purchase warrants (2013 - 445,000) valued at $174,177 (2013 - $71,200) as part of a private placement.

**1. Nature and continuance of operations and going concern**

Tosca Resources Corp. is a publicly listed exploration company incorporated in Canada under the *British Columbia Corporations Act* on May 12, 2006. The Company is principally engaged in acquisition and exploration of resource properties. The Company trades on the Canadian Stock Exchange under the symbol TSQ. Refer to Note 2, Consolidation.

The head office, principal address and records office of the Company are located at 800 Pender Street, Suite 520, Vancouver, British Columbia, Canada, V6C 2V6.

These condensed interim financial statements have been prepared on the assumption that the Company and its subsidiary will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company has incurred ongoing losses and has working capital of $5,204 as of February 28, 2015. The Company's continuation as a going concern is dependent upon the successful results from mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations , all of which are uncertain. These material uncertainties may cast significant doubt about the ability of the Company to continue as a going concern. Management intends to finance operating costs over the next twelve months using the existing cash , exercise of stock options and/or private placement of common shares.

**2. Significant accounting policies and basis of preparation**

***Statement of compliance***

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34, "Interim Financial Reporting" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed interim financial statements do not include all of the information required for full annual financial statements.

***Basis of preparation***

The condensed interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The condensed interim financial statements are presented in Canadian dollars unless otherwise noted.

Effective October 9, 2014, the Company consolidated its common shares on a 4:1 basis. All disclosures regarding number of shares, stock options, share purchase warrants and loss per share in current and previous accounting periods have been adjusted retroactively to reflect this consolidation.

***Consolidation***

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

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated for fiscal 2013 and from December 1, 2013 to April 23, 2014.

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

***Significant accounting judgments, estimates and assumptions***

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

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

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

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

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

***Foreign exchange***

The functional currency of the Company and its subsidiary is the currency of the primary economic environment in which the Company operates. The condensed interim financial statements are presented in Canadian dollars, which is the Company and its subsidiary's functional currency. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

The Company uses the Canadian dollar functional currency to record transactions in currencies other than the Canadian dollar at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the period end exchange rate, while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of loss and comprehensive loss.

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

***Exploration and evaluation assets***

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

***Stock-based compensation***

The Company operates an employee and a non-employee stock option plan. Stock-based compensation to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Stock-based compensation to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using a Black–Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

***Financial instruments***

*Financial assets*

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

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

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

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

***Financial instruments*** (cont'd)

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

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

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

*Financial liabilities*

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

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

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

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

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

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

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

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

***Financial instruments*** (cont'd)

*Financial liabilities* (cont'd)

Disclosures are required about the inputs used in making fair value measurements, including their classification within a hierarchy that prioritizes their significance. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;
Level 3 – Inputs that are not based on observable market data.

See Note 12 for relevant disclosures.

***Impairment of assets***

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

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

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

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

***Income taxes***

<u>Current income tax:</u>

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the Canadian taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

***Income taxes*** (cont'd)

*Deferred tax:*

Deferred tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

***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.

(Expressed in Canadian dollars - Unaudited)

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

***Equipment***

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

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

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

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

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

***Net loss per share***

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

**3. New Accounting Standards Adopted**

***IFRS 10, "Consolidated Financial Statements"***

IFRS 10, "Consolidated Financial Statements", requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12, "Consolidation - Special Purpose Entities", and parts of IAS 27, "Consolidated and Separate Financial Statements". The standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 11, "Joint Arrangements", IFRS 12,"Disclosure of Interests in Other Entities", IAS 27 (2011), "Separate Financial Statements" and IAS 28 (2011), "Investments in Associates and Joint Ventures". Adoption of this standard did not have a material impact on the results and financial position of the Company.

3. **New Accounting Standards Adopted** (cont'd)

***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.

(Expressed in Canadian dollars - Unaudited)

3. **New Accounting Standards Adopted** (cont'd)

***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.

4. **Receivables**

| | February 28, 2015 | November 30, 2014 |
|---|---|---|
| Recoverable taxes | $ 2,295 | $ - |
| Accounts receivable | 2,891 | - |
| Loan receivable | 30,025 | - |
| | $ 35,211 | $ - |

During the three months ended February 28, 2015, the Company entered into a one year, non-secured loan with an arm's length party for $30,000 at an annual interest rate of 6%.

(Expressed in Canadian dollars - Unaudited)

## 5. Equipment

| | Computer equipment | Office equipment | Total |
|---|---|---|---|
| **Cost:** | | | |
| At November 30, 2013 | $ 4,610 | $ 3,546 | $ 8,156 |
| Additions | - | - | - |
| At November 30, 2014 | 4,610 | 3,546 | 8,156 |
| Additions | - | - | - |
| At February 28, 2015 | 4,610 | 3,546 | 8,156 |
| **Depreciation:** | | | |
| At November 30, 2013 | 3,043 | 2,031 | 5,074 |
| Charge for the year | 470 | 303 | 773 |
| At November 30, 2014 | 3,513 | 2,334 | 5,847 |
| Charge for the period | 82 | 61 | 143 |
| At February 28, 2015 | 3,595 | 2,395 | 5,990 |
| **Net book value:** | | | |
| At November 30, 2014 | 1,097 | 1,212 | 2,309 |
| **At February 28, 2015** | **$ 1,015** | **$ 1,151** | **$ 2,166** |

## 6. Exploration and evaluation assets

*Carol Copper Project, Sonora, Mexico*

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

To earn 100% interest in the Carol Project, Tosca must pay $50,000, issue 1,000,000 shares and incur $2,200,000 in exploration expenditures over a five year period. The first two years consist of $200,000 in expenditures, including a geophysics program within the first six months and issuance of 150,000 shares per year. The company has paid $5,000 and issued 150,000 (pre consolidated) shares valued at $9,000. There is an underlying 3% NSR on the property that can be purchased from the original Mexican owner for US$750,000. The Company and Alta Vista Ventures Ltd. mutually agreed to defer the geophysics program and all obligations under this agreement are current through June 2015.

(Expressed in Canadian dollars - Unaudited)

6. **Exploration and evaluation assets** (cont'd)

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

The composition of accumulated exploration and evaluation assets are:

| | February 28, 2014 | November 30, 2013 |
|---|---|---|
| Acquisition costs | $ 14,000 | $ 14,000 |
| Annual taxes | 8,106 | 8,106 |
| Assays | 16,635 | 16,635 |
| Drilling | 148,116 | 148,116 |
| Geological services | 68,617 | 68,617 |
| Transportation | 12,565 | 12,565 |
| | $ 268,039 | $ 268,039 |

*Red Hills, Texas, USA*

The Company signed an option to purchase 100% interest in the Red Hills advanced stage moly-copper project located in Presidio County, Texas.

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

7. **Accounts payable and accrued liabilities**

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

8. **Share capital**

***Authorized share capital***

Unlimited number of common shares without par value.

***Issued share capital***

At February 28, 2015 there were 8,282,158 issued and fully paid common shares (November 30, 2014 – 4,972,158).

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

***Share Consolidation***

On October 9, 2014, the Company's share capital was consolidated on the basis of one (1) new share for each four (4) old shares. All common shares, warrants, stock options and per share amounts have been retroactively adjusted.

***Share issuances for the three months ending February 28, 2015***

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.

***Share issuances for the year ending November 30, 2014***

On December 13, 2013 and January 2, 2014, the Company issued 1,475,000 units at $0.20 per unit for gross proceeds of $295,000. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.30 per share for year one and $0.40 per share for the second year. In connection with the closing of this private placement, the Company paid share issuance costs of $12,933 in cash and issued 61,250 broker warrants with a fair value of $6,634.

On May 2, 2014, the Company issued 690,625 units at $0.24 per unit for gross proceeds of $165,750. Each unit consists of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.32 per share for year one and $0.40 per share for the second year. The warrants were valued using the residual value method at $27,917. In connection with the closing of this private placement, the Company paid share issuance costs of $17,899 in cash and issued 11,688 broker warrants with a fair value of $1,783.

***Stock options***

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

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

During the three months ended 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).

During the year ended November 30, 2014 the Company granted 297,500 stock options to directors, officers and consultants for a period of five years at an exercise price of $0.32. This resulted in stock-based compensation of $59,031 (2013 - $Nil).

(Expressed in Canadian dollars - Unaudited)

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

***Stock options*** (cont'd)

The changes in stock options during the period ended February 28, 2015 and year ended November 30, 2014 are as follows:

| | February 28, 2015 | | November 30, 2014 | |
|---|---|---|---|---|
| | Number of options | Weighted average exercise price | Number of options | Weighted average exercise price |
| Options outstanding, beginning of year | 305,500 | $ 0.41 | 8,000 | $ 3.68 |
| Options granted | 500,000 | 0.115 | 297,500 | 0.32 |
| Options expired | - | - | - | - |
| Options forfeited | - | - | - | - |
| Options outstanding, end of year | 805,500 | $ 0.23 | 305,500 | $ 0.41 |
| Options exercisable, end of year | 805,500 | $ 0.23 | 305,500 | $ 0.41 |

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

| Weighted average exercise price | Weighted average contractual life | Number of options outstanding | Expiry Dates |
|---|---|---|---|
| $3.68 | 2.24 years | 8,000 | February 24, 2017 |
| $0.115 | 1.98 years | 500,000 | February 20, 2017 |
| $0.32 | 4.09 years | 222,500 | January 2, 2019 |
| $0.32 | 4.21 years | 50,000 | February 12, 2019 |
| $0.32 | 4.21 years | 25,000 | February 14, 2019 |
| $0.41 | | 805,500 | |

The weighted average fair value of per option granted during the three months ended February 28, 2015 was $0.10 (year ended November 30, 2014 - $.20). The fair value was determined using the Black-Scholes option pricing model using the following weighted average assumptions:

| | Three months ended February 28, 2015 | Year ended November 30, 2014 |
|---|---|---|
| Expected life of options | 2 years | 5 years |
| Annualized volatility | 196 | 119 - 189% |
| Risk-free interest rate | 0.47% | 1.07% - 1.67% |
| Dividend rate | 0% | 0% |
| Forfeiture rate | 0% | 0% |

(Expressed in Canadian dollars - Unaudited)

## 8. Share capital (cont'd)

### *Share purchase warrants*

The changes in share purchase warrants during the quarter ended February 28, 2015 and the year ended November 30, 2014 are as follows:

| | February 28, 2015 | | | November 30, 2014 | | |
|---|---|---|---|---|---|---|
| | Number of warrants | | Weighted average exercise price | Number of warrants | | Weighted average exercise price |
| Outstanding, beginning of period | 2,683,563 | $ | 0.52 | 445,000 | $ | 1.60 |
| Issued | 1,655,000 | | 0.10 | 2,238,563 | | 0.31 |
| Exercised | - | | - | - | | - |
| Expired | 445,000 | | 1.60 | - | | - |
| Outstanding, end of period | 3,893,563 | $ | 0.25 | 2,683,563 | $ | 0.52 |

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 | (a) | 0.80 years | 1,386,250 | December 17, 2015 |
| $0.40 | (b) | 0.84 years | 150,000 | January 2, 2016 |
| $0.10 | | 0.89 years | 1,655,000 | January 19, 2016 |
| $0.30 | (c) | 1.19 years | 702,313 | May 6, 2016 |
| $0.52 | | | 2,683,563 | |

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

## 9. Share-based payment reserve

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

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

## 10. Related party balances and transactions

### *Related party balances*

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

| | | 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.

(Expressed in Canadian dollars - Unaudited)

**10. Related party balances and transactions** (cont'd)

***Key management personnel compensation***

Key management personnel consists of directors, former directors or companies with common directors.

| | Quarter 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 |

**11. Financial risk management**

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Cash is carried at fair value using a Level 1 fair value measurement. The carrying value of receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. This risk is managed by using major banks that have a high credit quality financial institution as determined by rating agencies. The Company is not exposed to credit risk on recoverable taxes, as these are due from the Government of Canada.

***Liquidity risk***

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at February 28, 2015, the Company had current assets of $144,604 (November 30, 2014 - $22,920) to settle current liabilities of $139,400 (November 30, 2014 - $113,118). To maintain liquidity, the Company is continually investigating financing opportunities. As disclosed in Note 1, there can be no assurance these efforts will be successful in the future. All of the Company's financial liabilities are subject to normal trade terms.

***Market risk***

Market risk is the risk that changes in market prices, such as foreign exchange rates, commodity prices, and interest rates will affect the Company's net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

(Expressed in Canadian dollars - Unaudited)

**11. Financial risk management** (cont'd)

***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 November 30, 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 November 30, 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 three months ended February 28, 2015.

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

**12. Segmented information**

***Operating segments***

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

***Geographic segments***

For the three months ended February 28, 2015, the Company's assets are located in the following geographical segments:

| | Mexico | Canada | Total |
|---|---|---|---|
| Equipment | $ - | $ 2,199 | $ 2,199 |
| Exploration and evaluation assets | 268,039 | - | 268,039 |
| | $ 268,039 | $ 2,199 | $ 270,205 |

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

| | Mexico | Canada | Total |
|---|---|---|---|
| Equipment | $ - | $ 2,309 | $ 2,309 |
| Exploration and evaluation assets | 268,039 | - | 268,039 |

(Expressed in Canadian dollars - Unaudited)

| | | | |
|---|---|---|---|
| | $ 268,039 | $ 2,309 | $ 270,348 |

**13. Subsequent events**

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

Subsequent to November 30, 2014, the Company issued 804,767 common shares to satisfy $52,738 of debt.

On December 19, 2014, 445,000 share purchase warrants with an exercise price of $2.24 expired.

On February 20, 2015, the Company granted 500,000 stock options to directors and consultants exercisable at $0.115 per option for a period of two years.

On March 19, 2015, the Company announced it has 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.

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.

**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.)**

# HATCH INTERACTIVE TECHNOLOGIES CORP.
**(formerly Fight Court Internet Ventures Inc. See Note 1, 12c )**

*A development stage company*

## FINANCIAL STATEMENTS

January 31, 2015

# INDEX TO FINANCIAL STATEMENTS

## INDEPENDENT AUDITORS' REPORT

**To the Shareholder of Hatch Interactive Technologies Corp.**

We have audited the accompanying financial statements of Hatch Interactive Technologies Corp., (formerly Fight Court Internet Ventures Inc. Note 1, 12c) which comprise the statements of financial position as at January 31, 2015 and January 31, 2014, and the statements of comprehensive loss and change in equity, and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

**Management's responsibility for the financial statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal controls as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

**Auditors' responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal controls relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2015 and 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

**Emphasis of matter**

Without qualifying our opinion, we draw attention to note 1 in the financial statements which indicates the existence of an uncertainty that may cast doubt about the Company's ability to continue as a going concern.

Galloway Botteselle & Company

**CERTIFIED GENERAL ACCOUNTANTS**

Vancouver, BC
May 28, 2015

# HATCH INTERACTIVE TECHNOLOGIES CORP.
**(formerly Fight Court Internet Ventures Inc. See Note 1, 12c )**
STATEMENT OF FINANCIAL POSITION
As at January 31, 2015

| | | 2015 | 2014 |
|---|---|---|---|
| ASSETS | | | |
| Current | | | |
| Cash | $ | **119** | - |
| Accounts receivable | | **80** | 99 |
| Prepaid expenses | | **341** | 341 |
| | | **540** | 440 |
| Equipment (Note 5) | | **1,883** | 4,184 |
| Intangible assets (Note 6) | | **388,308** | 307,063 |
| | $ | **390,731** | 311,687 |
| LIABILITIES | | | |
| Current | | | |
| Bank indebtedness | $ | **-** | 13 |
| Accounts payable and accrued liabilities | | **39,994** | 132,548 |
| | | **39,994** | 132,561 |
| Due to related parties (Note 7) | | **33,268** | 379,615 |
| | | **73,262** | 512,176 |
| SHAREHOLDER'S EQUITY | | | |
| Share capital (Note 8) | | **757,593** | 40,001 |
| Deficit | | **(440,124)** | (240,490) |
| | | **317,469** | (200,489) |
| | $ | **390,731** | 311,687 |

Going Concern (Note 1)

*The accompanying notes form an integral part of these financial statements*

Approved:

*Blair Naughty, President and director* *William McGraw, director*

# HATCH INTERACTIVE TECHNOLOGIES CORP.
**(formerly Fight Court Internet Ventures Inc. See Note 1, 12c )**
STATEMENT OF COMPREHENSIVE LOSS
For the year ended January 31, 2015

| | | 2015 | 2014 |
|---|---|---|---|
| Revenue | $ | 808 | 2,071 |
| Expenses | | | |
| Advertising and promotion | | - | 200 |
| Amortization - equipment | | 2,301 | 1,587 |
| Amortization - intangible | | 32,862 | 32,862 |
| Bank charges and interest | | 455 | 242 |
| Consulting | | 83,500 | 41,969 |
| Corporate combination costs | | 38,150 | - |
| Office | | 3,020 | 4,180 |
| Professional services | | 29,274 | 15,090 |
| Rent | | 10,880 | - |
| | | 200,442 | 96,130 |
| Net loss and comprehensive loss | | (199,634) | (94,059) |
| Beginning deficit | | (240,490) | (146,431) |
| Ending deficit | $ | (440,124) | (240,490) |
| Going Concern (Note 1) | | | |
| Basic loss per common share | $ | (0.02) | (459) |
| Weighted average number of shares outstanding | | 8,528,510 | 205 |

*The accompanying notes form an integral part of these financial statements*

## HATCH INTERACTIVE TECHNOLOGIES CORP.

**(formerly Fight Court Internet Ventures Inc. See Note 1, 12c )**

STATEMENT OF CHANGES IN EQUITY

For the year ended January 31, 2015

| | Common shares | | | Total equity |
|---|---|---|---|---|
| | Shares | Amount | Deficit | (Deficiency) |
| Balance at January 31, 2013 | 100 | $ 1 | (146,431) | (146,430) |
| Shares issued | 105 | 40,000 | - | 40,000 |
| Comprehensive loss for the period | - | - | (94,059) | (94,059) |
| Balance, January 31, 2014 | 205 | 40,001 | (240,490) | (200,489) |
| Subdivision of existing shares (39,000:1) | 7,994,795 | - | - | - |
| Shares issued for debt settlement @ $0.005 | 4,500,000 | 22,500 | - | 22,500 |
| Shares issued for debt settlement @ $0.02 | 30,629,600 | 612,592 | - | 612,592 |
| Shares issued for debt settlement @ $0.04 | 2,062,500 | 82,500 | - | 82,500 |
| Comprehensive loss for the period | - | - | (199,634) | (199,634) |
| Balance, January 31, 2015 | 45,187,100 | $ 757,593 | (440,124) | 317,469 |

*The accompanying notes form an integral part of these financial statements*

# HATCH INTERACTIVE TECHNOLOGIES CORP.

**(formerly Fight Court Internet Ventures Inc. See Note 1, 12c )**

STATEMENT OF CASH FLOWS

For the year ended January 31, 2015

| | 2015 | 2014 |
|---|---|---|
| CASH PROVIDED BY: | | |
| Operating activities | | |
| Net loss | $ (199,634) | (94,059) |
| Non-cash items: | | |
| Amortization - equipment | 2,301 | 1,587 |
| Amortization - intangible | 32,862 | 32,862 |
| Consulting fees settled by share issuance | 76,000 | - |
| | (88,471) | (59,610) |
| Changes in non-cash working capital: | | |
| Accounts receivable | 20 | 766 |
| Prepaid expenses | - | (341) |
| Accounts payable and accrued liabilities | 27,445 | 83,797 |
| | (61,006) | 24,612 |
| Financing activities | | |
| Loan proceeds | 132,500 | - |
| Advance from related parties | 20,245 | 124,583 |
| Issuance of share capital | - | 40,000 |
| | 152,745 | 164,583 |
| Investing activities | | |
| Acquisition of equipment | - | (5,771) |
| Website development costs | (91,607) | (186,089) |
| | (91,607) | (191,860) |
| Change in cash position | 132 | (2,665) |
| Beginning cash position | (13) | 2,652 |
| Ending cash position | $ 119 | (13) |

*Supplemental information for non-cash transactions (Note 10)*

*The accompanying notes form an integral part of these financial statements*

## Note 1 Nature of business and going concern

Hatch Interactive Technologies Corp. (formerly Fight Court Internet Ventures Inc.) (the "Company") is a private company incorporated in February 2011 under the laws of the Province of British Columbia. The Company is engaged in the acquisition, development and maintenance of websites and earns revenue from advertisement clicks and impressions by online viewers. The Company is also into the development of social media platforms and applications. The Company's head office is located at 1500 Vinemaple Place, Coquitlam BC. The Company's legal name was Fight Court Ventures Inc. as at January 31, 2015. It was changed to Hatch Interactive Technologies Corp. on March 31, 2015 prior to the release of these financial statements.

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern which contemplates the realization of assets and discharge of liabilities in the normal course of operations as they become due. The Company has incurred losses since its inception and has an accumulated deficit of $440,124 at January 31, 2015 (2014 - $240,490), which has been funded primarily by shareholder and related companies' contributions. The Company's ability to continue its operation and to realize assets at their carrying values is dependent upon maintaining continued support from its shareholders and creditors or obtaining outside financing, and generating profitable operations in the future. The financial statements do not reflect any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

## Note 2 Basis of preparation

The statements are presented using the Canadian dollar, which is the Company's functional currency.

a) Statement of compliance and basis of measurement

These financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board. They have been prepared on a historical cost basis as set out in the accounting policies below. Certain items, including derivative financial instruments, are stated at fair value.

The financial statements were authorized for issue by the Board of Directors on May 28, 2015.

b) Use of estimates and judgments

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the financial statements is included in the notes to the financial statements where applicable.

Note 3 Significant accounting policies

a) Functional and presentation currencies
The functional and reporting currency of the Company is the Canadian dollar. Transactions in foreign currencies are translated into the currency of measurement at the exchange rate in effect on the transaction date. Monetary balance sheet items expressed in foreign currencies are translated into Canadian dollars at the exchange rate in effect at the balance sheet date. The resulting exchange gains and losses are recognized in operations.

b) Cash and cash equivalents
Cash and cash equivalents include cash on deposit with financial institutions and undeposited funds on hand.

c) Financial instruments
All financial instruments are initially recognized at fair value including transaction costs, except those at fair value through profit and loss ("FVTPL") for which transaction costs are expensed when incurred.

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired. Their characteristics and management intent are as outlined below:

Cash and cash equivalents and bank indebtedness are designated as FVTPL which are measured at fair value with changes in fair value being recorded in net earnings at each period end.

Accounts receivable are classified as loans and receivables and are measured at amortized cost.

Accounts payable and accrued liabilities are classified as other financial liabilities which are measured at amortized cost.

Due from related company is classified as other financial liabilities which are measured at amortized cost

d) Equipment
Equipment is recorded at cost and is amortized at an annual rate of 55% on a declining balance basis, except in the first year of acquisition when one-half of the rate is used.

The company reviews for impairment of equipment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If the total of the estimated undiscounted future cash flows is less than the carrying value of the asset, an impairment loss is recognized for the excess of the carrying value over the fair value of the assets during the year the impairment occurs.

e) Intangible assets
Intangible assets consist of websites developed in-house or acquired externally, on which advertisements are placed. The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the following recognition criteria: i) the technical feasibility of completing the intangible assets so that it will be available-for-use or sale; ii) its intension to complete the intangible asset and use or sell it; iii) its ability to use or sell the intangible asset; iv) how the intangible asset will generate probably future economic benefits; v) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and vi) its ability to measure reliably the expenditure attributable to the intangible asset during its development; otherwise they are expensed as incurred. Subsequent to initial recognition, the Company reports internally-generated intangible assets at cost less accumulated amortization and accumulated impairment losses.

Note 3 Significant accounting policies (cont.)

Intangible assets are measured at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets acquired through asset acquisitions or business combinations are initially recognized at fair value based on an allocation of the purchase price.

Intangible assets in use are amortized on a straight-line basis over their estimated useful life of 5 years. The amortization method, estimated useful life and residual values are reviewed each financial year end or more frequently if required, and are adjusted as appropriate. Intangible assets under development and not ready for use are not amortized.

f) Impairment of assets

At each statement of financial position date, the Company assesses whether there is an indication that any long-lived assets, goodwill or intangible assets are impaired. An impairment is recognized if the recoverable amount, determined as the higher of an asset's fair value less costs to sell and the discounted future cash flows generated from use and eventual disposal of an asset, is less than its carrying value. Where the carrying amount of an asset exceeds it recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

g) Income taxes

The Company uses the liability method of tax allocation. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the accounting and tax bases of existing assets and liabilities, and are measured using enacted or substantially enacted tax rates expected to apply when these differences reverse. Deferred tax assets are recognized where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized.

h) Revenue recognition
The Company uses Google AdSense to earn revenue by showing relevant advertisements on the various websites it owns. Revenue is generated when a legitimate site visitor clicks and reviews the ads. The Company recognize revenue when the visitors' clicks and impressions have occurred and are validated by Google and the amount of revenue can be measured reliably.

i) Operating loss

Operating loss is comprised of general administrative costs incurred by the Company, which are not specific to evaluation and exploration projects and all impairment charges relating to intangible assets and financial assets during the year. Operating loss is stated before finance income, finance costs and other gains and losses.

j) Comprehensive income or loss

Comprehensive income or loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit such as unrealised gains or losses on available-for-sale investments, gains or losses on certain derivative instruments and foreign currency gains or losses related to self-sustaining operations. The Company's comprehensive income or loss, components of other comprehensive income, and cumulative translation adjustments are presented in the statements of comprehensive income or loss and the statements of changes in equity.

k) Earnings or loss per share
Basic earnings or loss per share is calculated on the weighted average number of shares outstanding during the year.

Note 3 Significant accounting policies (cont.)

l) Significant accounting judgments, estimates and assumptions
The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period.

Revenue recognition
Revenue from site visitors' clicks and impressions on advertisements is recognized when the clicks and impressions occur and are validated by Google AdSense. Judgment is required in determining when the clicks and impressions have occurred and if a risk of return exists due to non-compliance with Google AdSense' standards.

Estimated useful lived of assets
The estimated useful life of intangibles is based on management's intentions, historical experience, internal plans and other factors as determined by management. The useful life is reviewed on an annual basis and any revisions to the useful life are accounted for prospectively.

Impairment of non-financial assets
The Company assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill is tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

Estimation uncertainty
Significant accounting policies and estimates used in the normal course of preparing the Company's financial statements require the determination of future cash flows utilized in assessing net recoverable amounts and net realizable values; amortization; allowance for bad debt; useful life of intangible assets; ability to utilize tax losses and measurement of deferred taxes. In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis where required.

m) The following standards, amendments, and interpretations that are effective for annual periods beginning on or after January 1, 2014 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:

- 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.

Note 4 New standards and interpretations 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.

Note 4 New standards and interpretations not yet adopted (cont.)

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.

Note 5 Equipment

| | | | **2015** | 2014 |
|---|---|---|---|---|
| | Cost | Accumulated amortization | **Net book value** | Net book value |
| Computer | 5,771 | (3,888) | **1,883** | 4,184 |

Note 6 Intangible assets

| | Income producing Websites | Websites under development | Total |
|---|---|---|---|
| Cost at February 1, 2013 | 164,309 | 55,250 | 219,559 |
| Additions | - | 186,089 | 186,089 |
| Accumulated amortization | (98,585) | - | (98,585) |
| Balance, January 31, 2014 | 65,724 | 241,339 | 307,063 |
| Additions | - | 114,107 | 114,107 |
| Amortization | (32,862) | - | (32,862) |
| Balance, January 31, 2015 | 32,862 | 355,446 | 388,308 |
| Total cost | 164,309 | 355,446 | 519,755 |
| Total accumulated amortization | (131,447) | - | (131,447) |
| Balance | 32,862 | 355,446 | 388,308 |

## Note 7 Due to related parties

Amounts due to related parties, companies controlled by common shareholders are unsecured, non-interest bearing and without fixed terms of repayment.

| | | **2015** | 2014 |
|---|---|---|---|
| Canal Front Investments Inc. | $ | **20,052** | 345,001 |
| Naughty Capital Ltd. | | **13,216** | 34,614 |
| | $ | **33,268** | 379,615 |

In Nov 2014, a total of $366,592 owed to related parties was settled by share issuance (Note 8, 10)

## Note 8 Share capital

Authorized:

| | |
|---|---|
| No maximum | Class A voting common shares without par value |
| No maximum | Class B voting common shares without par value |
| No maximum | Class C non-voting common shares without par value |
| 10,000,000 | Class A preferred shares with a par value of $10.00 each |
| 10,000,000 | Class B preferred shares with a par value of $0.01 each |

Issued and fully paid:

| | | | **2015** | 2014 |
|---|---|---|---|---|
| 45,187,100 | Class A shares | $ | **757,593** | 40,001 |

On Nov 3, 2014, the Company subdivided its existing 205 issued and outstanding Class A Voting Common shares on the basis of 39,000:1 which resulted in a total of 7,995,000 Class A Voting Common shares without par value.

On Nov 5, 2014, the Company entered into Debt Settlement Agreements with three vendors of the Company and issued a total of 4,500,000 Class A Voting Common shares to settle the outstanding debts in total of $22,500.

On Nov 28, 2014, the Company entered into Debt Settlement Agreements with six vendors and related parties and issued a total of 30,629,600 Class A Voting Common shares to settle the outstanding debts in total of $612,592. (Note 7)

On January 7, 2015, the Company entered into Debt Settlement Agreements with three creditors and issued a total of 2,062,500 Class A Voting Common shares to settle the outstanding loans in total of $82,500.

Note 9 Income taxes

a) The reconciliation of the income tax recovery, calculated using the combined Canadian federal and British Columbia provincial statutory income tax rate of 26.00% (2014 - 26.00%)

| | 2015 | 2014 |
|---|---|---|
| Loss before income taxes | $ **(199,634)** | (94,059) |
| Expected income tax recovery | **(51,905)** | (24,455) |
| Adjustments to benefits resulting from: | | |
| Non-deductible and non-taxable items for tax purposes | **54** | 36 |
| Capital cost allowance in excess of amortization | **5,023** | 719 |
| Other | **(11)** | (12) |
| Tax benefits not recognized | **46,839** | 23,712 |
| | $ **-** | - |

b) The Company has incurred losses for Canadian income tax purposes that may be carried forward to reduce income of future years that would otherwise be subject to income tax. The aggregate amount of the losses is $460,735.

The losses expire as follows:

| | |
|---|---|
| 2032 | $ 120,504 |
| 2033 | 68,881 |
| 2034 | 91,200 |
| 2035 | 180,150 |
| | $ 460,735 |

The potential tax benefits of the losses have not been recognized in the financial statements as it is considered to be more likely than not that deferred tax assets will not be realized.

c) The significant components of the Company's deferred tax assets which have not been recognized are as follows:

| | 2015 | 2014 |
|---|---|---|
| Non-capital losses | $ **119,791** | 72,952 |
| Temporary timing differences | **(5,628)** | (10,619) |
| Tax assets not recognized | $ **114,163** | 62,333 |

## Note 10 Supplemental information for non-cash transactions on Cash Flow Statements

During the fiscal year 2015, 37,192,100 Class A Voting Common shares were issued for a total proceeds of $717,592 to settle the following debts:

| | | |
|---|---|---|
| Loans proceeds | $ | 132,500 |
| Consultants - consulting | | 76,000 |
| Consultants - website development | | 142,500 |
| Related party loans | | 366,592 |
| | $ | 717,592 |

## Note 11 Capital management

The Company's objectives when managing capital are to:

a) safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders; and

b) maintain a capital structure that provides financing options when a financing or a refinancing need arises to ensure access to capital on commercially reasonable terms, without exceeding its debt capacity.

In the management of capital, the company includes shareholders' equity, unsecured debt in the definition of capital. It manages the capital structure by monitoring operational results against various financial scenarios prepared to reflect the changes in market and economic conditions. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue debt to replace existing debt with similar or different characteristics, issue new shares, buy back shares or alter the amount of cash and financial assets held for trading. The company is not subject to any capital requirements imposed by a regulator. There were no changes to the company's objectives, policies and processes for managing capital from the current and prior fiscal periods.

## Note 12 Subsequent events

a) On February 16, 2015, the Company entered into a Master Consulting Agreement with a US-based mobile application development company ("Consultant") whereby the consultant will perform work as outlined in the Statement of Work and be compensated for a total fee of US$81,000 made up of the following:

- Convertible note of $15,000;
- $23,100 (35% of the total fee) at the signing of the contract;
- $6,130 at the delivery of sprint 1, 2, 3, 4, 5, 6, and 7

b) On February 24, 2015, the Company entered into Debt Settlement Agreements with two new vendors and issued a total of 3,000,000 Class A Voting Common shares to settle the outstanding debts newly entered in February 2015 in total of $180,000.

c) On March 31, 2015, the Company changed its name from Fight Court Internet Ventures Inc. to Hatch Interactive Technologies Corp.

d) On May 7, 2015, the Company entered into a binding Share Exchange Agreement with Tosca Resources Corp ("Tosca"), a company listed under TSQ.V . Tosca will acquire all of the issued and outstanding common shares of the Company subject to the approval of the Canadian Securities Exchange and the approval from shareholders of Tosca.

Note 13 Financial instruments

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, commodity 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 conducted property examinations in other countries outside of Canada in prior years, and is now focused on explorations in Canada. Management believes that the foreign exchange risk derived from currency conversions for property examinations incurred in other countries outside of Canada is not significant and therefore does not hedge its foreign exchange risk.

Note 13 Financial instruments (cont.)

Price risk

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

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.)

# HATCH INTERACTIVE TECHNOLOGIES CORP.

**(formerly Fight Court Internet Ventures Inc. See Note 1, 7a )**

*A development stage company*

## INTERIM FINANCIAL STATEMENTS

February 28, 2015

# HATCH INTERACTIVE TECHNOLOGIES CORP.

**(formerly Fight Court Internet Ventures Inc. See Note 1, 7a)**

INTERIM STATEMENT OF FINANCIAL POSITION

As at February 28, 2015

*Prepared by management*

| | | |
|---|---|---|
| ASSETS | | |
| Current | | |
| Cash | $ | 30,085 |
| Accounts receivable | | 79 |
| Prepaid expenses | | 165,341 |
| | | 195,505 |
| Equipment | | 1,797 |
| Intangible assets | | 385,785 |
| | $ | 583,087 |
| LIABILITIES | | |
| Current | | |
| Accounts payable and accrued liabilities | $ | 39,994 |
| Loan payable | | 30,000 |
| | | 69,994 |
| Due to related parties | | 33,268 |
| | | 103,262 |
| SHAREHOLDER'S EQUITY | | |
| Share capital | | 937,593 |
| Deficit | | (457,768) |
| | | 479,825 |
| | $ | 583,087 |

Approved:

## HATCH INTERACTIVE TECHNOLOGIES CORP.

**(formerly Fight Court Internet Ventures Inc. See Note 1, 7a)**

INTERIM STATEMENT OF COMPREHENSIVE LOSS

For the period ended February 28, 2015

*Prepared by management*

| | |
|---|---|
| Expenses | |
| Amortization - equipment | **86** |
| Amortization - intangible | **2,523** |
| Bank charges and interest | **35** |
| Public relations | **7,500** |
| Sales and marketing | **7,500** |
| | **17,644** |
| Net loss | **(17,644)** |
| Beginning deficit | **(440,124)** |
| Ending deficit | **$ (457,768)** |

# HATCH INTERACTIVE TECHNOLOGIES CORP.
## (formerly Fight Court Internet Ventures Inc. See Note 1, 7a)
INTERIM STATEMENT OF CASH FLOWS
For the period ended February 28, 2015

*Prepared by management*

| | |
|---|---|
| CASH PROVIDED BY: | |
| Operating activities | |
| Net loss | $ (17,644) |
| Non-cash items: | |
| Amortization | 2,610 |
| Public relations expenses settled by share issuance | 7,500 |
| Sales and marketing expenses settled by share issuance | 7,500 |
| | (34) |
| Changes in non-cash working capital: | |
| | (34) |
| Financing activities | |
| Loans payable | 30,000 |
| Issuance of share capital | - |
| | 30,000 |
| Investing activities | |
| | - |
| Change in cash position | 29,966 |
| Beginning cash position | 119 |
| Ending cash position | $ 30,085 |

*Supplemental information for non-cash transactions*

During the month of February 2015, 3,000,000 shares were issued for a total proceeds of $180,000 to settle the following:

| | |
|---|---|
| Sales and marketing for February 2015 | $7,500 |
| Public relations for February 2015 | 7,500 |
| Prepaid sales and marketing and public relations | 165,000 |
| | $180,000 |

## Note 1 Nature of business and going concern

Hatch Interactive Technologies Corp. (formerly Fight Court Internet Ventures Inc.) (the "Company") is a private company incorporated in February 2011 under the laws of the Province of British Columbia. The Company is engaged in the acquisition, development and maintenance of websites and earns revenue from advertisement clicks and impressions by online viewers. The Company is also into the development of social media platforms and applications. The Company's head office is located at 1500 Vinemaple Place, Coquitlam BC. The Company's legal name was Fight Court Ventures Inc. as at February 28, 2015. It was changed to Hatch Interactive Technologies Corp. on March 31, 2015 prior to the release of these interim financial statements.

The interim financial statements of the Company have been prepared on a going concern basis which contemplates the realization of assets and discharge of liabilities in the normal course of operations as they become due. The Company has incurred losses since its inception and has an accumulated deficit of $457,768 at February 28, 2015, which has been funded primarily by shareholder and related companies' contributions. The Company's ability to continue its operation and to realize assets at their carrying values is dependent upon maintaining continued support from its shareholders and creditors or obtaining outside financing, and generating profitable operations in the future. The interim financial statements do not reflect any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

## Note 2 Basis of preparation

The interim financial statements are presented using the Canadian dollar, which is the Company's functional currency.

a) Statement of compliance and basis of measurement

These interim financial statements have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting as issued by the International Accounting Standards Board (IASB). The interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited financial statements for the years ended January 31, 2015 and 2014, which are prepared in accordance with International Financial Reporting Standards ("IFRS") AS issued by the IASB.

The interim financial statements were authorized for issue by the Board of Directors on May 28, 2015.

b) Use of estimates and judgments

The preparation of the interim financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the interim financial statements is included in the notes to the financial statements where applicable.

Note 3 Significant accounting policies

a) Functional and presentation currencies
The functional and reporting currency of the Company is the Canadian dollar. Transactions in foreign currencies are translated into the currency of measurement at the exchange rate in effect on the transaction date. Monetary balance sheet items expressed in foreign currencies are translated into Canadian dollars at the exchange rate in effect at the balance sheet date. The resulting exchange gains and losses are recognized in operations.

b) Cash and cash equivalents
Cash and cash equivalents include cash on deposit with financial institutions and undeposited funds on hand.

c) Financial instruments
All financial instruments are initially recognized at fair value including transaction costs, except those at fair value through profit and loss ("FVTPL") for which transaction costs are expensed when incurred.

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired. Their characteristics and management intent are as outlined below:

Cash and cash equivalents and bank indebtedness are designated as FVTPL which are measured at fair value with changes in fair value being recorded in net earnings at each period end.

Accounts receivable are classified as loans and receivables and are measured at amortized cost.

Accounts payable and accrued liabilities are classified as other financial liabilities which are measured at amortized cost.

Due from related company is classified as other financial liabilities which are measured at amortized cost

d) Equipment
Equipment is recorded at cost and is amortized at an annual rate of 55% on declining balance basis, except in the first year of acquisition when one-half of the rate is used.

The company reviews for impairment of equipment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If the total of the estimated undiscounted future cash flows is less than the carrying value of the asset, an impairment loss is recognized for the excess of the carrying value over the fair value of the assets during the year the impairment occurs.

e) Intangible assets
Intangible assets consist of websites developed in-house or acquired externally, on which advertisements are placed. The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the following recognition criteria: i) the technical feasibility of completing the intangible assets so that it will be available-for-use or sale; ii) its intension to complete the intangible asset and use or sell it; iii) its ability to use or sell the intangible asset; iv) how the intangible asset will generate probably future economic benefits; v) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and vi) its ability to measure reliably the expenditure attributable to the intangible asset during its development; otherwise they are expensed as incurred. Subsequent to initial recognition, the Company reports internally-generated intangible assets at cost less accumulated amortization and accumulated impairment losses.

Note 3 Significant accounting policies (cont.)

Externally acquired intangible assets are measured at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets acquired through asset acquisitions or business combinations are initially recognized at fair value based on an allocation of the purchase price.

The intangible assets are amortized on a straight-line basis over their estimated useful life of 5 years. The amortization method, estimated useful life and residual values are reviewed each financial year end or more frequently if required, and are adjusted as appropriate.

f) Impairment of assets

At each statement of financial position date, the Company assesses whether there is an indication that any long-lived assets, goodwill or intangible assets are impaired. An impairment is recognized if the recoverable amount, determined as the higher of an asset's fair value less costs to sell and the discounted future cash flows generated from use and eventual disposal of an asset, is less than its carrying value. Where the carrying amount of an asset exceeds it recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

g) Income taxes

The Company uses the liability method of tax allocation. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the accounting and tax bases of existing assets and liabilities, and are measured using enacted or substantially enacted tax rates expected to apply when these differences reverse. Deferred tax assets are recognized where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized.

h) Revenue recognition
The Company uses Google AdSense to earn revenue by showing relevant advertisements on the various websites it owns. Revenue is generated when a legitimate site visitor clicks and reviews the ads. The Company recognize revenue when the visitors' clicks and impressions have occurred and are validated by Google and the amount of revenue can be measured reliably.

i) Operating loss

Operating loss is comprised of general administrative costs incurred by the Company, which are not specific to evaluation and exploration projects and all impairment charges relating to intangible assets and financial assets during the year. Operating loss is stated before finance income, finance costs and other gains and losses.

j) Comprehensive income or loss

Comprehensive income or loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit such as unrealised gains or losses on available-for-sale investments, gains or losses on certain derivative instruments and foreign currency gains or losses related to self-sustaining operations. The Company's comprehensive income or loss, components of other comprehensive income, and cumulative translation adjustments are presented in the consolidated statements of comprehensive income or loss and the consolidated statements of changes in equity.

Note 3 Significant accounting policies (cont.)

k) Significant accounting judgments, estimates and assumptions
The preparation of the Company's interim financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the interim financial statements, and the reported amounts of revenue and expenses during the reporting period.

Revenue recognition
Revenue from site visitors' clicks and impressions on advertisements is recognized when the clicks and impressions occur and are validated by Google AdSense. Judgment is required in determining when the clicks and impressions have occurred and if a risk of return exists due to non-compliance with Google AdSense' standards.

Estimated useful lived of assets
The estimated useful life of intangibles is based on management's intentions, historical experience, internal plans and other factors as determined by management. The useful life is reviewed on an annual basis and any revisions to the useful life are accounted for prospectively.

Impairment of non-financial assets
The Company assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill is tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

Estimation uncertainty
Significant accounting policies and estimates used in the normal course of preparing the Company's financial statements require the determination of future cash flows utilized in assessing net recoverable amounts and net realizable values; amortization; allowance for bad debt; useful life of intangible assets; ability to utilize tax losses and measurement of deferred taxes. In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis where required.

Note 4 New standards and interpretations 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 period end February 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.

Note 4 New standards and interpretations not yet adopted (cont.)

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.

Note 5 Due to related parties

Amounts due to related parties, companies controlled by common shareholders are unsecured, non-interest bearing and without fixed terms of repayment.

Note 6 Share capital

Authorized:

| | |
|---|---|
| No maximum | Class A voting common shares without par value |
| No maximum | Class B voting common shares without par value |
| No maximum | Class C non-voting common shares without par value |
| 10,000,000 | Class A preferred shares with a par value of $10.00 each |
| 10,000,000 | Class B preferred shares with a par value of $0.01 each |

| Issued and fully paid: | | February 28, 2015 |
|---|---|---|
| 48,187,100 | Class A shares | $ 937,593 |

On February 24, 2015, the Company entered into Debt Settlement Agreements with two new vendors and issued a total of 3,000,000 Class A Voting Common shares to settle the outstanding debts newly entered in February 2015 in total of $180,000.

## Note 7 Subsequent events

a) On March 31, 2015, the Company changed its name from Fight Court Internet Ventures Inc. to Hatch Interactive Technologies Corp.

b) On May 7, 2015, the Company entered into a binding Share Exchange Agreement with Tosca Resources Corp ("Tosca"), a company listed under TSQ.V . Tosca will acquire all of the issued and outstanding common shares of the Company subject to the approval of the Canadian Securities Exchange and the approval from shareholders of Tosca.

## Note 8 Capital management

The Company's objectives when managing capital are to:

a) safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders; and

b) maintain a capital structure that provides financing options when a financing or a refinancing need arises to ensure access to capital on commercially reasonable terms, without exceeding its debt capacity.

In the management of capital, the company includes shareholders' equity, unsecured debt in the definition of capital. It manages the capital structure by monitoring operational results against various financial scenarios prepared to reflect the changes in market and economic conditions. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue debt to replace existing debt with similar or different characteristics, issue new shares, buy back shares or alter the amount of cash and financial assets held for trading. The company is not subject to any capital requirements imposed by a regulator. There were no changes to the company's objectives, policies and processes for managing capital from the current and prior fiscal periods.

## Note 9 Financial instruments

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.

Market Risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity 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 conducted property examinations in other countries outside of Canada in prior years, and is now focused on explorations in Canada. Management believes that the foreign exchange risk derived from currency conversions for property examinations incurred in other countries outside of Canada is not significant and therefore does not hedge its foreign exchange risk.

Note 9 Financial instruments (cont.)

Price risk

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

APPENDIX I

TO FORM 2A LISTING STATEMENT

TOSCA RESOURCES CORP.

PROFORMA FINANCIAL ANALYSIS FOR FEBRUARY 28, 2015

# Hatch Interactive Technologies Corp.

(Formerly Tosca Resources Corp.)

## Pro Forma Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

February 28, 2015

**Hatch Interactive Technologies Corp. (Formerly Tosca Resources Corp.)**
Pro Forma Consolidated Financial Statements
(Expressed in Canadian dollars - Unaudited )

| | Tosca As at February 28, 2015 | Hatch As at January 31, 2015 | Pro Forma Adjustments | Note | Consolidated |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Current assets** | | | | | |
| Cash | $ 105,629 | $ 119 | $ 652,725 | 3(c) | $ 738,473 |
| | | | 30,000 | 3(e) | |
| | | | (50,000) | 3(d) | |
| Receivables | 35,211 | 80 | (30,000) | 3(e) | 5,291 |
| Prepaid expenses | 3,764 | 341 | 165,000 | 3(a) | 169,105 |
| | **144,604** | **540** | **767,725** | | **912,869** |
| **Non-current assets** | | | | | |
| Equipment | 2,166 | 1,883 | - | | 4,049 |
| Exploration and evaluation assets | 268,039 | - | - | | 268,039 |
| Intangible assets | | 388,308 | - | | 388,308 |
| | **270,205** | **390,191** | - | | **660,396** |
| **TOTAL ASSETS** | **$ 414,809** | **$ 390,731** | **$ 767,725** | | **$ 1,573,265** |
| **LIABILITIES** | | | | | |
| **Current liabilities** | | | | | |
| Accounts payable and accrued liabilities | $ 111,662 | $ 39,994 | $ - | | $ 151,656 |
| | **111,662** | **39,994** | - | | **151,656** |
| Due to affiliates | - | 33,268 | - | | 33,268 |
| **TOTAL LIABILITIES** | **111,662** | **73,262** | - | | **184,924** |
| **SHAREHOLDERS' EQUITY** | | | | | |
| Share capital | 7,712,590 | 757,593 | 180,000 | 3(a) | 2,167,361 |
| | | | (7,712,590) | 3(b) | |
| | | | 578,129 | 3(b) | |
| | | | 651,639 | 3(c) | |
| Share-based payment reserve | 1,410,463 | - | (1,410,463) | 3(b) | 1,086 |
| | | | 1,086 | 3(c) | |
| Deficit | (8,819,906) | (440,124) | (15,000) | 3(a) | (780,106) |
| | | | 8,819,906 | 3(b) | |
| | | | (274,982) | 3(b) | |
| | | | (50,000) | 3(d) | |
| **TOTAL EQUITY** | 303,147 | 317,469 | 767,725 | | 1,388,341 |
| **TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY** | **$ 414,809** | **$ 390,731** | **$ 767,725** | | **$ 1,573,265** |

## 1. NATURE OF OPERATIONS

Hatch Interactive Technologies Corp. (formerly Tosca Resources Corp.) is a publicly listed exploration company incorporated in Canada under the *British Columbia Corporations Act* on May 12, 2006. The Company is principally engaged in acquisition and exploration of resource properties. The Company trades on the Canadian Stock Exchange under the symbol TSQ.

On May 6, 2015, Tosca Resources Corp. ("Tosca") entered into a Share Exchange Agreement (the "Share Exchange Agreement") with Hatch Interactive Technologies Corp. ("Hatch") (formerly Fight Court Internet Ventures Inc.), a private company incorporated in February 2011 under the laws of British Columbia, Canada. Hatch is engaged in the acquisition, development and maintenance of websites and earns revenue from advertisement clicks and impressions by online viewers.

In accordance with the Share Exchange Agreement, Tosca will issue 32,124,732 common shares for all the issued and outstanding shares of Hatch on a 3:2 basis. The transaction results in the shareholders of Hatch acquiring control of Tosca. Therefore, the transaction, has been accounted for as an acquisition of Tosca by Hatch. The transaction has been accounted for as a reverse take-over ("RTO"). For purposes of these pro forma consolidated financial statements, the "Company" is defined as the consolidated entity. As Tosca does not meet the definition of a business as defined by International Financial Reporting Standards ("IFRS") 3, it has been accounted for as a share-based payment transaction in accordance with IFRS 2. Although the consolidated statement of financial position and share capital are those of Tosca as a legal entity, the assets, liabilities and dollar amounts allocated to share capital are those of Hatch.

## 2. BASIS OF PRESENTATION

These unaudited pro forma consolidated financial statements have been derived from the unaudited financial statements of Tosca for the 3 month period ended February 28, 2015 and the audited financial statements for Hatch for the year ended January 31, 2015, each prepared in accordance with IFRS.

These unaudited pro forma consolidated financial statements have been prepared as if the transaction had occurred as of February 28, 2015.

It is management's opinion that these unaudited pro forma consolidated financial statements present, in all material respects, the transaction, assumptions and adjustments described in accordance with IFRS. These unaudited pro forma consolidated financial statements are not intended to reflect the financial position or results of operations which would have actually resulted if the events reflected herein had been in effect at the dates indicated. Actual amounts recorded once the transaction is completed are likely to differ from those recorded in the unaudited pro forma consolidated financial statements. Any potential synergies that may be realized and integration costs that may be incurred upon consummation of the transaction have been excluded from the unaudited pro-forma consolidated financial statements. Further, these unaudited pro forma consolidated financial statements are not necessarily indicative of the financial position or results of operation that may be obtained in the future.

These unaudited pro forma consolidated financial statements should be read in conjunction with Hatch's most recently issued audited consolidated financial statements for the year ended January 31, 2015, which include information necessary or useful to understanding the Company's business and financial statement presentation. In particular, the Company's significant accounting policies, use of judgments and

(Expressed in Canadian dollars - Unaudited)

## 2. BASIS OF PRESENTATION (cont'd)

estimates were presented in Note 2 of these audited financial statements, and have been consistently applied in the preparation of these pro forma consolidated financial statements.

## 3. SHARE EXCHANGE AGREEMENT AND PRO FORMA ADJUSTMENTS

The pro forma consolidated financial statements include the following adjustments:

a) On February 24, 2015, Hatch issued 3,000,000 Class A voting common shares with a fair value of $180,000 for services. A total of $165,000 has been recorded in prepaid expenses and $15,000 has been expensed at February 28, 2015.

b) The fair value of the 8,836,925 common shares of Tosca was determined to be $0.05 per common share, based on the fair value at February 28, 2015.

The fair value of the 3,893,563 warrants of Tosca was determined using the Black-Scholes Option Pricing Model using the following assumptions: risk free rate of 0.97%, expected life of 0.91 years, volatility of 175.12% and no expected dividends.

The fair value of the 805,500 stock options of Tosca was determined using the Black-Scholes Option Pricing Model using the following assumptions: risk free rate of 1.16%, expected life of 2.73 years, volatility of 176.85% and no expected dividends.

The following table provides details of the fair value of the consideration given and the fair value of the assets and liabilities acquired:

| | Number | | Amount |
|---|---|---|---|
| Consideration | | | |
| Outstanding common shares of Tosca | 8,836,925 | $ | 441,846 |
| Outstanding warrants of Tosca | 3,893,563 | | 60,677 |
| Outstanding stock options of Tosca | 805,500 | | 75,606 |
| | | $ | 578,129 |
| Identifiable assets acquired | | | |
| Cash | | $ | 105,629 |
| Receivables | | | 35,211 |
| Prepaid expenses | | | 3,764 |
| Equipment | | | 2,166 |
| Exploration and evaluation assets | | | 268,039 |
| Accounts payable and accrued liabilities | | | (111,662) |
| | | | 303,147 |
| Unidentifiable assets acquired | | | |
| Transaction costs | | | 274,982 |
| Total net identifiable assets and transaction costs | | $ | 578,129 |

(Expressed in Canadian dollars - Unaudited)

## 3. SHARE EXCHANGE AGREEMENT AND PRO FORMA ADJUSTMENTS (cont'd)

b) (cont'd)

The fair value of the common shares to be acquired by the shareholders of Hatch exceed the fair value of the net assets of Tosca. Because the Company cannot specifically identify any goods or services that relate to this excess, IFRS 2 requires that the difference is recognized in the determination of net loss as a transaction cost.

c) Completion of a brokered private placement of 4,359,500 units of the Company for gross proceeds of $653,925 at a price of $0.15 per unit. Each unit is comprised of one common share and one share purchase warrant exercisable at a price of $0.25 for a period of one year and $0.35 for a subsequent one year period. In addition, financing fees of $1,200 will be paid and the Company will issue 8,000 agent's warrants. The agent's warrants are exercisable at a price of $0.25 for a period of one year and $0.35 for a subsequent one year period. The fair value of the agent's warrants of $1,086 was determined using the Black-Scholes Option Pricing Model using the following assumptions: risk free rate of 1.03%, expected life of 2 years, volatility of 190.23 % and no expected dividends.

d) Transaction costs of $50,000 which include consulting, exchange and professional fees, are paid on completion of the transaction.

e) Advance of $30,000 from Tosca to Hatch.

## 4. SHARE CAPITAL CONTINUITY

Authorized: Unlimited number of common shares without par value.

| | Share capital | | |
|---|---|---|---|
| | Number of shares | | Amount |
| Balance at January 31, 2015 (Audited) | 45,187,100 | $ | 757,593 |
| Shares issued for services – Note 3(a) | 3,000,000 | | 180,000 |
| Recapitalization transaction: | | | |
| Equity of Tosca | 8,836,925 | | 7,712,590 |
| Elimination of Tosca's equity | - | | (7,712,590) |
| Shares acquired of legal parent | (48,187,100) | | - |
| Shares issued on RTO – Note 3(b) | 32,124,732 | | 578,129 |
| Shares issued for private placement – Note 3(c) | 4,359,500 | | 653,925 |
| Financing fees – Note 3(c) | - | | (2,286) |
| Balance at February 28, 2015 (Unaudited) | 45,321,157 | $ | 2,167,361 |

(Expressed in Canadian dollars - Unaudited)

## 5. WARRANT CONTINUITY

| | Number of warrants |
|---|---|
| Balance at January 31, 2015 (Audited) | - |
| Warrants of Tosca – Note 3(b) | 3,893,563 |
| Warrants issued for private placement – Note 3(c) | 4,359,500 |
| Warrants issued for financing fees – Note 3(c) | 8,000 |
| Balance at February 28, 2015 (Unaudited) | 8,261,063 |

## 6. STOCK OPTION CONTINUITY

| | Number of warrants |
|---|---|
| Balance at January 31, 2015 (Audited) | - |
| Stock options of Tosca – Note 3(b) | 805,500 |
| Balance at February 28, 2015 (Unaudited) | 805,500 |