

GTA RESOURCES AND MINING INC.
855 Brant Street
Burlington, Ontario L7R 2J9

February 17, 2012

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

The name of the reporting issuer is GTA Resources and Mining Inc. (the “**Issuer**” or “**GTA**”). Its head office is located at 855 Brant Street, Burlington, Ontario, L7R 2J9.

Item 2. Date of Material Change

The material change occurred on February 17, 2012.

Item 3. News Release

The Issuer disseminated a News Release and filed the News Release on SEDAR on February 17, 2012.

Item 4. Summary of Material Change

The Issuer is pleased to announce that it has entered into an agreement with a syndicate led by Laurentian Securities Inc and including Euro Pacific Canada, Union Securities Ltd. and Casimir Capital Inc. under which the syndicate will offer on a best efforts basis a private placement of up to \$4,000,000 in common share units and flow through shares of the Issuer.

Item 5. Full Description of Material Change

Please see attached copy of news release.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

The Issuer is not relying on sub-section 7.1(2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report.

Item 7. Omitted Information

No information has been omitted from this report on the basis that it is confidential information.

Item 8. **Executive Officers**

For further information, please contact Peter Clausi, Chief Executive Officer of the Issuer, at (289) 288-3255

Item 9. **Date of Report**

DATED at Burlington, Ontario this 17th day of February, 2012.

GTA RESOURCES AND MINING INC.

Per:
Peter Clausi, Chief Executive Officer

GTA RESOURCES AND MINING INC. ANNOUNCES PRIVATE PLACEMENT

(Burlington, Ontario: February 17, 2012)

GTA Resources and Mining Inc. (“**GTA**” TSXV: GTA) announces that it has entered into an agreement with a syndicate led by Laurentian Bank Securities Inc. and including Euro Pacific Canada, Union Securities Ltd. and Casimir Capital Ltd. (the “**Agents**”) under which the Agents will offer on a best efforts basis a private placement of up to \$4,000,000 in common share units and flow through shares (the “**Offerings**”),

Details of the Offerings are as follows:

- (i) The Agents will offer up to \$1,500,000 in common share units at a price of \$0.90 per unit with each unit consisting of one common share and one-half (1/2) of one common share purchase warrant. Each whole warrant will be exercisable into one common share at a price of \$1.25 for a period of 18 months from closing of the Offerings.
- (ii) The Agents will offer up to \$2,500,000 of flow-through common shares at a price of \$1.20 per flow-through share.

GTA has granted the Agents an over allotment option of \$1,000,000, bringing potential gross proceeds of the Offerings to \$5,000,000.

GTA will pay to the Agents’ compensation including a cash fee of 7% of the gross amount raised in the Offerings and will issue broker warrants in the amount of 7% of the combined number of units and flow-through shares issued in the Offerings. Each broker warrant may be exercised at a price of \$0.90 for a period of 18 months from the date of closing of the financing transaction.

GTA will use the proceeds of the Offerings to fund its exploration activities on its Northshore and Auden projects and for working capital purposes.

The Offerings are anticipated to close on or before March 16, 2012.

Forward Looking Statements

This news release contains certain statements that constitute forward-looking statements as they relate to the Company and its management. Forward-looking statements are not historical facts but represent management’s current expectations of future events, and can be identified by words such as “believe”, “expects”, “will”, “intends”, “plans”, “projects”, “anticipates”, “estimates”, “continues”, and similar expressions. Although management believes that expectations

represented in such forward-looking statements are reasonable, there can be no assurance that they will prove to be correct.

By their nature, forward-looking statements include assumptions and are subject to inherent risks and uncertainties that could cause actual future results, conditions, actions or events to differ materially from those in the forward-looking statements. If and when forward-looking statements are set out in this news release, GTA will also set out the material risk factors or assumptions used to develop the forward-looking statements. Except as expressly required by applicable securities laws, the Company assumes no obligation to update or revise any forward-looking statements. The future outcomes that relate to forward-looking statements may be influenced by many factors, including, but not limited to: results of ongoing product testing and development; regulatory approvals required to complete development of products; ability to manufacture product at quality and scale for human use on an economically sound basis; patient reimbursement by private and public health insurance programs; unintended side effects of products; competitive products; product liability; intellectual property; reliance on key personnel; risks of future legal proceedings; income tax matters; availability and terms of financing; distribution of securities; effect of market interest rates on price of securities, and potential dilution.

For information relating to this Release, please contact:

Peter M. Clausi, CEO

(289) 288-3255

Email: pclausi@gtaresources.ca

Note: Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. No Securities Commission or other regulatory authority having jurisdiction over GTA has approved or disapproved of the information contained herein. This release contains forward looking statements that may not occur or may change materially.