

GTA RESOURCES AND MINING INC.

855 Brant Street
Burlington, Ontario L7R 2J9

February 21, 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 14, 2012.

Item 3. News Release

The Issuer disseminated a News Release and filed the News Release on SEDAR on February 14, 2012.

Item 4. Summary of Material Change

The Issuer disseminated a press release on February 14, 2012 announcing drilling results for its Northshore Property. Subsequent to the dissemination of the press release there was a significant volume of trading in the Issuer’s shares along with a sharp increase in the share price.

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 21st day of February, 2012.

GTA RESOURCES AND MINING INC.

Per:
Peter Clausi, Chief Executive Officer

GTA INTERSECTS 149.5 METRES GRADING 3.21 g/t GOLD (uncapped) or 1.20 g/t GOLD (capped) on NORTSHORE PROPERTY

- Majority of holes collared in and terminated in gold mineralized zones
- Caly and Caly North Vein Systems return values of 12.49 g/t gold over 33.80 metres, including bonanza grades of 760.15 g/t gold over 0.40 metres and 131.99 g/t gold over 0.50 metres
- High-Grade Audney Vein returns 13.23 g/t gold over 6.50 metres

(Burlington, February 14, 2012) GTA Resources and Mining Inc. (TSXV “GTA”) announces results from the Phase 1 drilling program completed on the Northshore Property during October, 2011. A total of 12 holes were drilled (1,038m) in a closely spaced drilling program targeting the Audney and Caly Veins. Gold mineralization was encountered in each of the holes, and drilling confirmed the continuity of these high-grade gold-bearing vein systems along strike and to depth. Drilling also intersected a number of additional high-grade veins and demonstrated much better than expected continuity of the broad Afric Gold System which hosts these high-grade gold-bearing vein structures.

GTA has an option agreement with Balmoral Resources Ltd. (“Balmoral”) (TSXV “BAR”), whereby GTA can earn up to a 70% interest in the Northshore Project.

Results from the broader Afric Gold System are highlighted by holes WB-11-07, WB-11-09 and WB-11-11 that tested both the high-grade Audney and Caly Vein Systems. These holes returned cut grades of 0.99 g/t gold over 150 metres (WB-11-07), 1.05 g/t gold over 159 metres (WB-11-09) and 1.20 g/t gold over 149.5 metres (WB-11-11). All of these holes were collared and terminated within the gold mineralized system. *For reporting purposes of the broad intercepts, the high-grade intervals encountered in all holes were capped at 28.79 g/t gold, representing the 99th - percentile of all drill core sample assay results obtained from the current program. Corresponding averages using uncapped high grade values are shown on the accompanying table.*

The high-grade Audney and Caly Vein Systems (*see previous news release dated Nov. 8, 2011*) demonstrated good continuity with the Audney Vein being intersected to a depth of 110 metres vertical below surface. Gold mineralization within and marginal to both vein systems showed significant increases in thickness compared to the previously reported surface chip sampling results. Highlights from the Audney Vein include intercepts of 13.23 g/t gold over 6.50 metres, including a bonanza grade intercept of **131.99 g/t gold over 0.50 metres** (WB-11-01), and 10.28 g/t gold over 4.30 metres (WB-11-09) which represents the deepest intercept on this vein to date. The Caly Vein System returned intercepts of **12.49 g/t gold over 33.80 metres** including a bonanza grade intercept of **760.15 g/t gold over 0.40 metres** (WB-11-11); 17.25 g/t gold over 4.50 metres (WB-12-08); and, 14.94 g/t gold over 4.00 metres (WB-12-09). A detailed summary of all results is shown in the following table:

Hole Number	Hole Depth (m)	From (m)	To (m)	Interval * (m)	Gold-Uncapped (g/t)	Gold - Capped ** (g/t)	Zone
WB-11-01 (-70°) including which includes which includes	62.00	3.00	50.50	47.50	2.06	0.98	Afric
		28.50	35.00	6.50	13.23		Audney Vein
		28.50	29.80	1.30	60.49		"
		29.30	29.80	0.50	131.99		"
WB-11-02 (-75°) including which includes and which includes	101.00	8.10	101.00	92.90	0.47	0.47	Afric
		11.40	15.00	3.60	3.07		Audney South
		11.40	11.80	0.40	12.31		"
		60.00	62.00	2.00	3.57		Audney Vein
WB-11-03 (-51°) including and and	62.00	3.00	62.00	59.00	0.55	0.55	Afric
		3.00	4.00	1.00	4.77		?
		12.00	13.00	1.00	4.29		Audney South
		32.50	33.20	0.70	5.92		Audney Vein
WB-11-04 (-70°) including and and	87.50	2.00	87.50	85.50	0.52	0.52	Afric
		3.00	4.00	1.00	4.90		?
		23.00	25.00	2.00	2.50		Audney South
		81.50	83.00	1.50	7.33		Audney Vein
WB-11-05 (-50°)	62.00	2.00	14.00	12.00	1.12	0.29	Afric
WB-11-06 (-70°) including and which includes	92.00	1.00	68.00	67.00	1.40	1.08	Afric
		7.50	8.50	1.00	18.18		Audney South
		64.30	65.60	1.30	45.18		Audney
		64.30	64.80	0.50	71.33		"
WB-11-07 (-50°) including and and and and and and and	152.00	2.00	152.00	150.00	1.04	0.99	
		7.50	7.80	0.30	43.87		Caly Vein
		11.30	11.80	0.50	6.84		Caly N Vein
		70.00	71.00	1.00	6.91		?
		81.10	81.60	0.50	16.37		?
		83.00	83.50	0.50	8.06		?
		113.00	114.00	1.00	22.16		Audney South
		120.80	121.50	0.70	15.86		Audney Vein
		129.00	134.00	5.00	3.58		Audney Vein
WB-11-08 (-70°) including which includes	32.00	2.00	32.00	30.00	2.42	1.07	Afric
		14.50	18.20	3.70	17.25		Caly + Caly N
		14.50	14.80	0.30	147.69		Caly Vein
		17.80	18.20	0.40	40.43		Caly N Vein
WB-11-09 (-50°) including which includes and and and which includes	161.00	2.00	161.00	159.00	1.25	1.05	Afric
		16.00	20.00	4.00	14.94		Caly + Caly N
		16.50	17.00	0.50	51.25		Caly Vein
		54.00	55.00	1.00	28.64		?
		67.00	68.00	1.00	5.81		?
		142.00	146.30	4.30	10.28		Audney Vein
144.60	145.10	0.50	67.58		"		
WB-11-10 (-70°) including and	35.00	1.20	35.00	33.80	0.55	0.55	Afric
		8.90	9.40	0.50	6.03		Caly Vein
		26.00	26.40	0.40	4.11		?

and		30.00	31.00	1.00	7.93		?
WB-11-11 (-50°)	152.00	2.50	152.00	149.50	3.21	1.20	Afric
including		2.80	36.00	33.20	12.49		Caly System
which includes		2.80	4.00	1.20	5.52		?
and		14.00	15.00	1.00	35.78		?
nd		21.60	22.00	0.40	760.15		Caly Vein
and		26.00	34.00	8.00	6.39		Caly N Vein
which includes		26.00	29.00	3.00	11.96		"
and		61.00	62.00	1.00	3.05		?
and		134.00	136.00	2.00	13.20		Audney Vein
which includes		134.70	135.30	0.60	28.76		"
WB-11-12 (-70°)	35.00	1.20	35.00	33.80	1.58	1.58	Afric
including		20.00	22.00	2.00	13.18		Caly Vein
and		26.00	27.00	1.00	3.21		Caly N Vein
and		33.80	34.40	0.60	7.68		?

* Width as shown represents core lengths as insufficient drilling has been completed to determine true thicknesses.

** High-grade values are cut to 28.79 g/t gold, representing the 99th percentile of all drill core assay values obtained from the 2011 drill program.

*** Averaged intervals as shown may include sections of up to 4.3 metres of zero grade.

“We are very excited with these drill results from the Northshore Property, as both widths and grades have certainly exceeded our expectations,” said Peter M. Clausi, President and CEO of GTA. “Our geological team continues to be impressed with the consistent high grade nature of gold mineralization associated with the Audney and Caly Veins, and with the overall degree and size of the brittle deformation and fracturing associated with the Afric Zone.”

Based on these results the Company is planning further drilling. A follow up diamond drilling program is expected to commence late March 2012.

Afric Zone

The Afric Zone is a broad zone of gold mineralization which has been interpreted to track roughly east-west across a portion of the Northshore Property. The zone has been intersected in widely spaced historic drilling for at least 480 metres along strike and remains open along strike to the east. The Afric Zone is characterized by intense fracturing (brittle deformation) associated with moderate to strong alteration of felsic intrusive rocks. These brittle felsic rocks have been intruded with several northeast trending high-grade quartz vein systems including the Audney and Caly Veins. These vein structures may represent a system of conjugate dilatational structures hosted within the main trend of the Afric Zone.

Drilling results indicate a significantly greater degree of continuity to the Afric Gold System than demonstrated by the majority of historic drilling where sampling and assay results were typically restricted to the areas proximal to visible quartz veining. In virtually all cases, the holes announced today collared and terminated in gold-bearing vein or vein stockwork mineralization.

Audney Vein System

The Audney Vein System was successfully intersected in 8 of the 9 holes drilled to test the continuity of the system. In hole WB-12-05 the Audney Vein was “diked out” by a late stage mafic intrusive rock.

When combined with historic drill intercepts the Audney Vein System now has an interpreted strike length of over 100 metres, and has been drilled to a vertical depth of 110 metres. The Audney Vein System remains open in all directions and continues to exhibit consistent high-grade gold mineralization.

Caly Vein System

The Caly Vein System (Caly and Caly North Veins) was successfully intersected at shallow depths in all 6 holes (WB-12-07 to WB-12-12) targeting this structure. The Caly Vein System strikes parallel to the Audney Vein and is located approximately 70 metres to the east southeast. Both vein systems are conjugate to and appear to trend across the principal trend of the Afric Zone. The Caly Vein returned the highest grade intercept from the current program of **760.15 g/t gold over a core length of 0.40 metres** (WB-11-11) which is similar to previous reported bonanza grade samples collected from surface. Drilling to date has traced the Caly Vein System for a minimum of 50 metres along strike and it too remains open in all directions.

Drill Program

A total of 1,038 metres were completed in 12 closely-spaced holes to test the vertical continuity of the high-grade Audney and Caly Vein systems exposed at surface. Holes were spaced 12.5 metres apart and two holes were collared from each location at dips of varying from -50 to -75 degrees. Drilling was completed during October, 2011, under the supervision of Mr. Robert Duess (P.Geo), Qualified Person for GTA. Plan maps and idealized cross sections for the holes reported are available on the Company's website at gtaresources.com.

Members of the Pays Plat First Nation assisted in the completion of the program and the Company would like to thank Pays Plat for its cooperation and continued support of the Company's exploration activities on the Northshore Property.

GTA and Balmoral also acknowledge the on-going cooperation and support of the municipality of Schriber, Ontario in its exploration efforts at Northshore.

QA/QC

The planning, execution and monitoring of GTA's exploration programs on the Northshore Project are under the supervision of Robert (Bob) Duess, P. Geo. (Ontario), VP Exploration of GTA. Mr. Duess is a qualified person as defined by National Instrument 43-101 and is also the Qualified Person for this release. Mr. Duess has supervised the work programs on the Northshore Property, supervised the collection of the samples and drill core described herein and reviewed the assays and QA/QC data. Mr. Duess has also reviewed and approved this release.

GTA has implemented a quality control program for the trench sampling and drill programs on the Northshore Property to ensure best practice in sampling and analysis. GTA maintains strict quality assurance/quality control protocols including the systematic insertion of certified standard reference and blank materials into each sample batch. Analyses in this release were performed by Accurassay Laboratories Ltd. of Thunder Bay, Ontario with ISO 17025 accreditation. Samples are transported in security sealed bags to Accurassay and all samples were assayed using industry-standard assay techniques for gold. Gold was analyzed by a standard 30 gram fire assay with an AA and/or gravimetric finish. Given the abundance of fine visible gold mineralization, approximately 14% of the initial drill samples were re-assayed at Accurassay, and pulps from 5% of the total number of original samples were sent to SGS Laboratories, Toronto, Ontario for check assaying prior to reporting.

About GTA

GTA is a publicly traded mineral exploration company focused on gold exploration in Canada. The Company is governed by an experienced and successful team consisting of management, directors, and technical advisors.

GTA currently has two gold projects, the Northshore project, near Schreiber, Ontario, and the Auden project near Hearst, Ontario. GTA has an option agreement with Balmoral Resources Ltd. (“BAR”) whereby GTA can earn up to a 70% interest in the Northshore Project. The Company owns a 100% interest in the Auden project, which consists of over 1,500 claim units, and covers virtually an entire greenstone belt.

GTA has 14,591,025 shares outstanding of which insiders control over 50% of the outstanding shares. The Company’s shares trade on the TSX Venture Exchange under the symbol “GTA.”

On behalf of the board of directors
GTA Resources and Mining Inc.

“Peter M. Clausi”

President and CEO
289-288-3255

For more information, please visit the corporate website at gtaresources.com

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This press release contains forward-looking statements and forward-looking information (collectively, “forward looking statements”) within the meaning of applicable Canadian and United States securities laws. All statements, other than statements of historical fact, included herein, including statements regarding the anticipated content, commencement, duration and cost of exploration programs, anticipated exploration program results, the discovery and delineation of mineral deposits/reserves, the timing of the receipt of assay results, and business and financing plans and trends, are forward-looking statements. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions or are those which, by their nature, refer to future events. Although the Company believes that such statements are reasonable, there can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward-looking statements. Important factors that could cause actual events and results to differ materially from the Company’s expectations include those related to weather, equipment and staff availability; performance of third parties; risks related to the exploration stage of the Company’s projects; market fluctuations in prices for securities of exploration stage companies and in commodity prices; and uncertainties about the availability of additional financing; risks related to the Company’s ability to identify one or more economic deposits on the properties, and variations in the nature, quality and quantity of any mineral deposits that may be located on the properties; risks related to the Company’s ability to obtain any necessary permits, consents or authorizations required for its activities on the properties; and risks related to the Company’s ability to produce minerals from the properties successfully or profitably. Trading in the securities of the Company should be considered highly speculative. All of the Company’s public disclosure filings may be accessed via www.sedar.com and readers are urged to review these materials, including the latest technical reports filed with respect to the Company’s mineral properties.

This press release is not, and is not to be construed in any way as, an offer to buy or sell securities in the United States.