

**GTA RESOURCES AND MINING INC.**

855 Brant Street  
Burlington, Ontario L7R 2J9

March 14, 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 March 12, 2012.

**Item 3.      News Release**

The Issuer disseminated a News Release and filed the News Release on SEDAR on March 12, 2012.

**Item 4.      Summary of Material Change**

The Issuer is pleased to announce that it has re-commenced drilling on its Northshore Property and has closed its previously announced financing.

**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 14<sup>th</sup> day of March, 2012.

**GTA RESOURCES AND MINING INC.**

Per:  
Peter Clausi, Chief Executive Officer

## **GTA Resources and Mining Inc. announces re-commencement of drilling on Northshore and closing of private placement.**

**(Burlington, Ontario: March 12, 2012)**

GTA Resources and Mining Inc. (“GTA”; TSXV: GTA) is pleased to provide an operational update on its exploration activities at its Northshore Property and on its corporate finance activities.

### **Northshore Property, east of Thunder Bay, Ontario**

GTA completed a 1,035 metre drilling program in the fall of 2011 and encountered significant gold mineralization in each of the 12 holes drilled, including 3.21 g/t gold (uncapped) over a core length of 149.5 meters (see GTA’s press release of February 14, 2012). For more information, including idealized sections and plans, please visit [www.gtaresources.com](http://www.gtaresources.com).

GTA reports that diamond drilling has already re-commenced on the Northshore Project. Drilling will be targeted to further evaluate gold mineralization associated with the Audney, Caly and other vein systems which comprise the broader Afric Zone. It is anticipated that this phase of drilling will continue through mid to late May, 2012, with a brief hiatus expected to allow the property to dry out during spring break-up.

This phase of drilling is fully funded.

### **Close of Financing**

GTA has closed on the previously announced financing (see GTA’s press releases of February 17 and 21, 2012) 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 offered on a best efforts basis a private placement of GTA securities in common share units and flow through shares (the “Offerings”). The gross proceeds from these Offerings alone was \$5,160,700, including the Agents’ partial exercise of the over-allotment option.

Details of the Offerings are as follows:

- (i) GTA has closed on 2,770,556 common share units (“Units”) for gross proceeds of \$2,493,500, 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.

- (i) GTA has closed on 2,222,667 flow-through common shares for gross proceeds of \$2,667,200, at a price of \$1.20 per flow-through share.

The gross proceeds from the above Offerings was \$5,160,700.

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 into units at a price of \$0.90 for a period of 18 months from the date of closing of the financing transaction.

In addition, GTA has raised a further \$763,000 by way of private placement, in respect of which GTA will pay to the Agents compensation of a cash fee of 3% of the gross amount so raised. Included in this was a subscription from Balmoral Resources Ltd., the title holder on Northshore and GTA's option partner.

The gross proceeds from the above Offerings and the private placement total \$5,923,700. GTA will use the net proceeds to fund its exploration activities on its Northshore and Auden projects, and for working capital purposes.

Following these transactions there are 22,513,255 GTA common shares issued and outstanding.

### **About GTA**

GTA is a publicly traded mineral exploration company focused on gold exploration in Canada, 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. GTA owns a 100% interest in the Auden Project, which consists of 1,596 claim units, and covers virtually an entire greenstone belt.

### **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:

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***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.***