

GTA RESOURCES AND MINING INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of **GTA RESOURCES AND MINING INC.** (the “**Corporation**”) will be held at 855 Brant Street, Burlington, Ontario L7R 2J6 on September 7, 2012 at 10:00 am (Toronto Time) for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ending March 31, 2011 and March 31, 2012 and the auditor’s reports thereon;
2. to elect directors of the Corporation;
3. to appoint Grant Thornton LLP as auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the auditors’ remuneration;
4. to approve the Corporation’s stock option plan without change;
5. to consider and, if thought advisable, pass an ordinary resolution to ratify and confirm the enactment of By-law No. 2, in substantially the form annexed to the Management Information Circular as Exhibit 2, to add a provision regarding the nomination of directors;
6. to consider and if thought advisable pass an ordinary resolution, in the form set out in the management information circular, to approve a shareholder rights plan;
7. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

DATED this 31st day of July, 2012

BY ORDER OF THE BOARD OF DIRECTORS

(s): *Peter M. Clausi*
CEO and President

IMPORTANT

If you are unable to attend the Meeting in person you should read the notes to the enclosed Instrument of Proxy and **complete, date, sign and return** the Instrument of Proxy to the Corporation’s Registrar and Transfer Agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto ON M5H 4H1 not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the meeting or adjournment of the Meeting.