

GTA RESOURCES AND MINING INC.

855 Brant Street
Burlington, Ontario L7R 2J9

January 14, 2013

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 January 10, 2013.

Item 3. News Release

The Issuer disseminated a News Release and filed the News Release on SEDAR on January 10, 2013.

Item 4. Summary of Material Change

The Issuer is pleased to announce that it has entered into an Option Agreement with Metals Creek Resources Corp. to earn up to a 70% interest in the Squid East Property located in the Yukon.

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 (905) 681-1925.

Item 9. **Date of Report**

DATED at Burlington, Ontario this 14th day of January, 2013.

GTA RESOURCES AND MINING INC.

Per:
Wayne Reid, Chief Executive Officer

GTA PARTNERS WITH METALS CREEK RESOURCES IN YUKON

Burlington, ON. GTA Resources and Mining Inc. (“GTA”, TSXV: GTA) is pleased to announce that it has entered into an Option Agreement with Metals Creek Resources Corp. (“MEK”) in which GTA can earn a 51% to 70% interest in MEK’s Squid East property in the Matson Creek area of Yukon Territory. The 82 claim Squid East property was initially staked by MEK in 2011 and there are no underlying royalties or other interests on the property.

To earn an initial 51% interest, GTA must make cash payments of \$60,000 over three years (\$20,000 due upon regulatory approval), issue a total of 2,000,000 GTA shares over three years (200,000 due upon regulatory approval) and incur work expenditures of \$2,000,000 over three years (\$500,000 firm including a minimum 400 meters of drilling by 1st anniversary). MEK will be the operator during the earn-in period. Once a 51% interest is earned by GTA, either a 51/49 joint venture will be formed, or GTA may elect to earn an additional 19% interest to bring its total property interest to 70%.

The terms to increase GTA’s interest from 51% to 70% include payment of \$100,000 and 1,000,000 GTA shares within 120 days of the 3rd anniversary date and incurring an additional \$1,000,000 in exploration expenditures by the 5th anniversary. GTA would assume operatorship once it had earned a 51% interest.

Late in 2012 MEK’s soil sampling program delineated a strong northwest trending gold plus pathfinder element anomaly located on the Squid East claim block. (see Metals Creek News Release dated 23 October 2012). Strong anomalous gold (**Au**) values are continuous between sample locations ranging from 15 ppb (parts per billion) to 1086 ppb. Associated with the gold assays are strong pathfinder element results which include silver (**Ag**) from below detection up to 78.5 parts per million (ppm), lead (**Pb**) from 5.3 up to 4493.5 ppm, arsenic (**As**) from 6.9 up to 50.9 ppm, Antimony (**Sb**) from 0.1 up to 241.2 ppm, Barium (**Ba**) from 133 up to 2370 ppm, and mercury (**Hg**) from below detection up to 36.32 ppm.

The anomaly has minimum dimensions of approximately 450m long by 200m wide and is coincident with a distinct northwesterly trending magnetic low. The anomaly is located in an area of moderate topography, within the unglaciated Dawson Range terrain. It is located upslope from the Matson Creek placer gold mining camp which is accessed via an airstrip and a four wheel drive ridge road originating from the “Top of the World” Highway west of Dawson City. Several other **Au**, **As** and **Ba** anomalies are also present within this mag low and will require additional follow-up sampling. The strength and size of this newly discovered anomaly is comparable to soil anomalies associated with the recent discoveries in the White Gold District and the associated pathfinder elements are similar to anomalies associated with these new discoveries.

Wayne Reid, President and CEO of GTA states, “We are very excited to finalize the terms of this agreement with MEK, to earn a substantial interest in the Squid East property. The potential of the property is demonstrated by a number of factors including the quality of the untested gold target, its location within the emerging White Gold District and its proximity to the Matson Placer Gold Camp. We look forward to the results from the upcoming field program which

should culminate in a diamond drill program by late summer to test the gold target. Our main exploration efforts will continue to be directed at our flagship Northshore project, however, the Squid East gold target provides an excellent opportunity for GTA to expand its gold portfolio.”

Wayne Reid, P. Geo, President and CEO of GTA and a qualified person as defined in National Instrument 43-101, has reviewed the technical data outlined in this release and participated in the preparation of the information forming the basis for this release.

About GTA

GTA is a publicly traded mineral exploration company. It is led by an experienced and successful management team and is focused on gold exploration in Canada. GTA currently has two active gold projects with Squid East being its third. Its flagship project, the Northshore Project, located near Schreiber, Ontario, is subject to an option agreement with Balmoral Resources Ltd. (“BAR”) whereby GTA can earn up to a 70% interest. The second project, the 100% owned Auden Property, is located near Hearst, Ontario and consists of 1596 claim units covering virtually an entire greenstone belt.

GTA has 25,431,855 shares outstanding of which insiders control approximately 30% of the outstanding shares. GTA’s shares trade on the TSX Venture Exchange under the symbol “GTA.”

“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.”

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

“N. Wayne Reid”

President and CEO
709-699-1733

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

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 press release.

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/resources/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.