

**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.** (“**GTA**” or the “**Corporation**”) will be held at 401 Bay Street Suite 2702, Toronto, Ontario on Thursday October 24, 2013 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, 2013 and the auditor’s report thereon;
2. to elect directors of the Corporation;
3. to appoint Grant Thornton LLP 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 transact such other business as may be properly brought before the meeting or any adjournment thereof.

An “**ordinary resolution**” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular under the section entitled *Matters to be Acted Upon*.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is August 30, 2013 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournment or postponement thereof.

**Notice-and-Access**

The Corporation is utilizing the notice-and-access model (“**Notice-and-Access**”) provided for under recent amendments to National Instrument 54-101 for the delivery of meeting materials to its shareholders for its Meeting of shareholders. Under Notice-and-Access, instead of receiving printed copies of the Corporation’s management information circular (“**Information Circular**”), financial statements for the year ended March 31, 2013 and management’s discussion and analysis (collectively, the “**Meeting Materials**”), shareholders are receiving this notice with information on how they may access such Meeting Materials electronically. However, together with this notice, shareholders continue to receive a proxy (in the case of registered shareholders)

or voting instruction form (in the case of non-registered shareholders), enabling them to vote at the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

### **Accessing Meeting Materials Online**

The Meeting Materials can be viewed online under the Company's profile at [www.sedar.com](http://www.sedar.com), or [www.gtaresources.com](http://www.gtaresources.com).

### **Requesting Printed Meeting Materials**

Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Information Circular was filed on SEDAR. *Registered shareholders* may make their request through GTA's website, [www.gtaresources.com](http://www.gtaresources.com), or by calling Equity Financial Trust Company 1-866-393-4891.

To receive the Meeting Materials in advance of the proxy deposit date and Meeting Date, requests for printed copies must be received at least five business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form.

### **Stratification**

GTA will not use procedures known as "stratification" in relation to the use of Notice-and-Access model. Stratification occurs when a reporting issuer using the Notice-and-Access model provides a paper copy of the Circular to some Shareholders with this package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access model, which will not include a paper copy of the Circular.

### **Voting Process**

*Registered Shareholders* at the close of business on August 30, 2013 may vote in person at the Meeting or by proxy as follows:

*On the internet:* Go to the website indicated on the proxy form and follow the instructions on the screen. If you return your proxy via the internet, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided on the form of proxy. Complete your voting instructions and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed, and attends the Meeting.

*By mail:* Complete the form of proxy and return it in the envelope provided. If you return your proxy by mail, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided in the form of proxy. Complete your voting instructions and date and sign the form. Make sure that the person you appoint is aware that he or she has been appointed, and attends the Meeting.

The deadline for receiving duly completed and executed forms of proxy or submitting your proxy by telephone or over the internet is by 10:00 am (Eastern Daylight Time) on October 22, 2013, or

no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

*Non-Registered Shareholders* may vote or appoint a proxy using their voting instruction form at least forty eight hours in advance of the proxy deposit deadline noted on the form. You should carefully follow the instructions of your intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.

**For Any Questions**

Shareholders with questions about Notice and Access can contact Equity Financial Trust Company at 1-866-393-4891.

**DATED** at Burlington, Ontario this 30<sup>th</sup> day of August, 2013.

BY ORDER OF THE BOARD OF DIRECTORS OF  
GTA RESOURCES AND MINING INC.

“Wayne Reid”  
President, Chief Executive Officer and Director