

**EARLY WARNING REPORT PURSUANT TO  
NATIONAL INSTRUMENT 62-103**

**1. The name and address of the offeror:**

Balmoral Resources Ltd. (“Balmoral” or the “Offeror”)  
2300-1177 West Hastings Street  
Vancouver, BC, V6E 2K3

**2. The designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:**

Pursuant to the terms of the Northshore Property Option Agreement (the “Option Agreement”), entered into between the Offeror and GTA Resources & Mining Inc. (“GTA”) in July, 2011, GTA has the exclusive right to acquire up to a 70% interest in the Northshore Property, Ontario by making cash payments in aggregate totaling \$150,000, issuing 3,500,000 common shares to Balmoral and completing \$5,500,000 in eligible work expenditures over a 5 year period.

Pursuant to the Option Agreement, GTA has issued the following shares to Balmoral:

- (a) 1,000,000 on October 4, 2013;
- (b) 500,000 on September 5, 2012;
- (c) 1,000,000 on October 3, 2011

The Offeror also acquired 555,555 GTA shares @\$0.90 pursuant to a Private Placement in March 2012.

As a consequence of the issuance to Balmoral of the 1,000,000 shares on October 4, 2013, representing 4% of the presently outstanding common shares of GTA, Balmoral now has ownership of an aggregate of 3,055,555 shares representing 11.4% of the presently outstanding common shares of GTA.

**3. The designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the news release:**

Following the issuance of 1,000,000 common shares of GTA to Balmoral on October 4, 2013, the Offeror now has ownership of 3,055,555 common shares of GTA. These shares represent 11.4% of the issued and outstanding common shares of GTA.

**4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:**

- (a) **the offeror, either alone or together with any joint actors, has ownership and control,**

3,055,555 common shares of GTA.

- (b) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and**

Not applicable.

- (c) **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 5. The name of the market in which the transaction or occurrence that gave rise to the news release took place:**

The common shares of GTA trade on the TSX Venture Exchange. However, the 1,000,000 common shares of GTA received by Balmoral on October 4, 2013 were acquired by Balmoral in a private transaction pursuant to the Option Agreement.

- 6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release:**

Based on the closing price of GTA common shares on the TSX Venture Exchange on October 4, 2013 of \$0.18, the 1,000,000 common shares issued to Balmoral have a value on issuance of \$180,000. However, the shares were issued to Balmoral under the Option Agreement in connection with the potential acquisition by GTA of an interest in the Northshore Property and no cash consideration was paid by Balmoral.

- 7. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

Balmoral acquired the common shares of GTA pursuant to the Option Agreement as partial consideration for potential acquisition by GTA of an interest in the Northshore Property. Balmoral intends to hold the common shares of GTA owed by it for investment purposes only, and not for the purpose of influencing control or direction over GTA. Balmoral will, however, review its holdings in GTA from time to time, and may increase or decrease its position as future circumstances dictate.

- 8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

The Option Agreement contains terms and conditions which are typical of mineral property option/joint venture transactions of this nature, including the terms described in Item 2.

**9. The names of any joint actors in connection with the disclosure required herein:**

Not applicable.

**10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars of the consideration paid by the offeror:**

See Item 6.

**11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:**

Not applicable.

**12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance:**

Not applicable.

**DATE** the 10<sup>th</sup> day of October, 2013.

**BALMORAL RESOURCES LTD.**

Per: (signed) "*Darin Wagner*"

Darin Wagner  
President & CEO