

GTA RESOURCES AND MINING INC.

855 Brant Street
Burlington, Ontario L7R 2J9

February 25, 2011

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 February 23, 2011.

Item 3. News Release

The Issuer disseminated a News Release and filed the News Release on SEDAR on February 25, 2011.

Item 4. Summary of Material Change

The Issuer is pleased to announce that it has received an Exclusion of Time from the Ministry of Northern Development, Mines and Forestry for the due date for which assessment work must be filed on eighteen of its mining claims in the Auden Property. The due date by which exploration work must be performed and filed with the Ministry of Northern Development, Mines and Forestry has been extended from February 28, 2011 to February 28, 2012.

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 25th day of February, 2011.

GTA RESOURCES AND MINING INC.

Per:
Peter Clausi, Chief Executive Officer

GTA RESOURCES AND MINING INC.

FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: GTA

GTA RESOURCES AND MINING INC. ANNOUNCES STAKING OF ADDITIONAL CLAIMS

Burlington, Ontario, February 25, 2011

GTA Resources and Mining Inc. (“GTA” or the “Company”) is pleased to announce that it has received an Exclusion of Time from the Ministry of Northern Development, Mines and Forestry with respect to eighteen of its mining claims in connection with its Auden Property in northern Ontario.

The due date by which assessment work must be filed for the eighteen mining claims has been extended from February 28, 2011 to February 28, 2012.

Information for Investors

This press release may include statements about expected future events and/or financial results that are forward-looking in nature and subject to risks and uncertainties. GTA cautions that actual performance will be affected by a number of factors, many of which are beyond its control. Future events and results may vary substantially from what GTA currently foresees. Discussion of the various factors that may affect future results is contained in GTA’s recent filings, available on SEDAR.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

For further information, please contact Peter M. Clausi, CEO (pclausi@brantcapital.ca), 905-681-1925.

“Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this release.”

