

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 on Wednesday, August 31, 2011 at 10:00 am for the following purposes:

1. to receive the financial statements and the report of the auditors for the year ended March 31, 2010;
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 a special resolution, in the form set out in the management information circular, to approve the acquisition of all of the outstanding shares of 1518164 Ontario Inc.;
6. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

DATED this 29th day of July, 2011

BY ORDER OF THE BOARD OF DIRECTORS

(s) Peter M. Clausi

CEO & 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 and holidays, prior to the Meeting or adjournment of the Meeting.