

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 855 Brant Street, Burlington, Ontario L7R 2J6 on Monday January 7, 2019 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, 2018 and the auditor’s report thereon;
2. to elect directors of the Corporation;
3. to appoint the auditors of the Corporation for the ensuing year; to authorize the Directors to fix the remuneration to be paid to the auditor; and to authorize the Directors, in their discretion, to change auditors during the year, subject to compliance with regulatory requirements;
4. to approve the Corporation’s stock option plan without change;
5. to consider and if thought advisable, to approve a special resolution to sell the Corporation’s mineral properties to CBLT Inc.;
6. to consider and if thought advisable, to approve a special resolution to consolidate all of the Corporation’s fully paid and issued common shares on the basis of one new post-consolidation shares for up to every fifty pre-consolidation shares;
7. to consider and if thought advisable, to approve a special resolution delisting the Corporation’s common shares from the TSX Venture Exchange and listing of the Corporation’s common shares on an exchange or trading platform acceptable to management of the Corporation;
8. to consider and if thought advisable, to approve a special resolution to change the name of the Corporation;
9. 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 November 21, 2018 (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, 2018 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 Corporation has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.