

**GTA Resources and Mining Inc.**  
(the "Corporation")

**FORM OF PROXY ("PROXY")**

Annual General and Special Meeting  
January 7, 2019 at 10:00 a.m. Toronto time  
855 Brant Street,  
Burlington, Ontario L7R 2J6  
(the "Meeting")

**RECORD DATE:** November 21, 2018

**CONTROL NUMBER:**

**SEQUENCE #:**

**FILING DEADLINE FOR PROXY:** January 3, 2019 at 10:00 a.m. Toronto time

VOTING METHOD	
<b>INTERNET</b>	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above
<b>FACSIMILE</b>	416-595-9593
<b>MAIL or HAND DELIVERY</b>	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Peter M. Clausi, CEO** of the Corporation, whom failing **Brian Crawford, CFO** of the Corporation (the "Management Nominees"), or instead of any of them, the following Appointee

*Please print appointee name*

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

**- SEE VOTING GUIDELINES ON REVERSE -**

**RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES**

	FOR	WITHHOLD		FOR	AGAINST
<b>1. Election of Directors</b>			<b>CONTINUED – Approval of Share Consolidation</b>		
a) Peter M. Clausi	<input type="checkbox"/>	<input type="checkbox"/>	3. The effective date of such consolidation shall be the date shown on the Certificate of Amendment endorsed by the Director on such Articles of Amendment pursuant to Section 172 of the Business Corporations Act (Ontario);		
b) Brian Crawford	<input type="checkbox"/>	<input type="checkbox"/>	4. Any officer or director of the Corporation be and is hereby authorized and directed for and in the name of and on behalf of the Corporation, to execute, whether under the corporate seal of the Corporation or otherwise, and to deliver to the Director under the Business Corporations Act (Ontario), articles of amendment to give effect to this special resolution.		
c) Birks Bovaird	<input type="checkbox"/>	<input type="checkbox"/>	5. Notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered to revoke this special resolution in whole or in part without further approval of the shareholders of the Corporation at any time prior to the issue by the Director under the Business Corporations Act (Ontario) of a certificate of amendment giving effect to the amendment of the Articles of the Corporation contemplated by this special resolution.		
d) Julio DiGirolamo	<input type="checkbox"/>	<input type="checkbox"/>	6. Any officer or director of the Corporation be and is hereby authorized and directed for and in the name of and on behalf of the Corporation, to execute or cause to be executed, whether under the corporate seal of the Corporation or otherwise, and to deliver or to cause to be delivered, all such other documents and instruments, and to do or cause to be done all such other acts and things, as in the opinion of such officer or director may be necessary or desirable in order to carry out the intent of this special resolution.		
e) Wayne Reid	<input type="checkbox"/>	<input type="checkbox"/>	<b>6. Approval of Delisting Shares from TSX Venture Exchange</b>		
<b>2. Appointment of Auditors</b>			1. The board of directors of the Corporation is authorized to delist the Corporation's common shares from the TSX Venture Exchange; and	<input type="checkbox"/>	<input type="checkbox"/>
Appointment of <b>Grant Thornton LLP</b> as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	2. Any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.		
<b>3. Approval of Stock Option Plan</b>			<b>7. Approval of Name Change</b>		
1. The stock option plan of the Corporation as summarized in the Information Circular of the Corporation dated November 21, 2018, authorizes the Board of Directors of the Corporation to grant options that, in the aggregate, represent up to 10% of the number of issued and outstanding Common Shares outstanding at the time of grant, is hereby ratified and confirmed; and	<input type="checkbox"/>	<input type="checkbox"/>	1. The articles of the Corporation be amended to change the name of the Corporation to GTA Capital Inc. or similar name;	<input type="checkbox"/>	<input type="checkbox"/>
2. Any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.			2. any officer or director of the Corporation is hereby authorized and directed from time to time for and on behalf of the Corporation to execute all such other documents and to do all such other acts as in such officer's or director's discretion may be necessary or desirable to give effect to the foregoing including, without limitation, the delivery of articles of amendment in the prescribed form to the Director appointed under the Business Corporations Act (Ontario); and		
<b>4. Sale of Mineral Properties to CBLT Inc.</b>			3. notwithstanding the foregoing, the directors of the Corporation may, without further approval of the shareholders of the Corporation, revoke this special resolution at any time before the certificate of amendment to be issued by such Director upon receipt of such Articles of Amendment becomes effective.		
1. The board of directors of the Corporation is authorized to sell the Corporation's mineral assets on the terms as summarized in the Information Circular of the Corporation dated November 21, 2018; and	<input type="checkbox"/>	<input type="checkbox"/>			
2. Any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.					
<b>5. Approval of Share Consolidation</b>					
1. Pursuant to Section 168(1)(h) of the Business Corporations Act (Ontario), the articles of the Corporation shall be amended to consolidate the issued and outstanding Common Shares of the Corporation by changing up to every fifty of the issued and outstanding Common Shares of the Corporation into one new Common Share of the Corporation;	<input type="checkbox"/>	<input type="checkbox"/>			
2. No fractional shares shall be issued upon the consolidation and, in the case where the consolidation results in a shareholder of the Corporation otherwise becoming entitled to a fraction of a new Common Share, a downward adjustment shall be made to the next whole number of new Common Shares;					

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)

## Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the ***Voting Methods*** and ***must be received by TSX Trust Company before the Filing Deadline for Proxies***, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.

## Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit [www.tsxtrust.com/investorinsite](http://www.tsxtrust.com/investorinsite)

Click on, “*Register Online Now*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

## Notice-and-Access

The Canadian securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management’s discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the material can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the Information Circular in the Section with the same title as each Resolution on the reverse. You should review the Information Circular before voting.

**GTA Resources and Mining Inc.** has elected to utilize notice-and-access and provide you with the following information:

**Meeting materials are available electronically at [www.sedar.com](http://www.sedar.com) and also at <https://docs.tsxtrust.com/2090>**

**If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-866-600-5869 or email [TMXInvestorServices@tmx.com](mailto:TMXInvestorServices@tmx.com). In order to receive a paper copy in time to vote before the meeting, your request should be received by December 24, 2018.**

## Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at [www.sedar.com](http://www.sedar.com).**

**I am currently a security holder of the Corporation and as such request the following:**

- Annual Financial Statements with MD&A
- Interim Financial Statements with MD&A

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

GTA Resources and Mining Inc.  
2019