

GTO RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting of Holders of Common Shares of GTO RESOURCES INC. (the "Corporation") will be held at the offices of Computershare, 3rd Floor, 510 Burrard St., Vancouver, BC on Tuesday, February 12, 2013 at 10:00 AM Pacific Time for the following purposes:

1. To accept the audited financial statements for the fiscal period ended April 30, 2012 and the auditor's report thereon.
2. To set the number of Directors to be elected.
3. To elect Directors for the ensuing year.
4. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors.
5. To consider and, if deemed advisable, pass a resolution to approve the Corporation's Stock Option Plan, as more particularly described in the attached Information Circular.
6. To transact such other business as may come before the meeting.

all as more particularly set out in the attached Information Circular. The form of proxy accompanies this Notice. The audited financial statements, auditors' report and management's discussion and analysis have been delivered to those shareholders who indicated to the Company that they wished to receive copies of same.

The Directors have fixed the close of business on January 7, 2013 as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of Proxy and deliver it to the Company's transfer agent: COMPUTERSHARE INVESTOR SERVICES INC., 9th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, by fax, hand, online or by mail in accordance with the instructions set out in the form of Proxy and Management Proxy Circular.

DATED at the City of Vancouver, in the Province of British Columbia, as of January 7, 2013

**BY ORDER OF THE BOARD OF
DIRECTORS**

THOMAS R. TOUGH
Chief Executive Office & Director