

GTO RESOURCES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "Meeting") of holders of common shares of GTO RESOURCES INC. (the "Corporation") will be held at the offices of Computershare Investor Services Inc., 3rd floor, 510 Burrard Street, Vancouver, BC, V6C 3B9, on Thursday, June 26, 2014 at 10:30 AM Pacific Daylight Time for the following purposes:

1. To accept the audited financial statements of the Corporation for its fiscal year ended April 30, 2013, including the accompanying notes and the auditor's report thereon, and the management's discussion and analysis;
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 incentive stock option plan, as more particularly described in the attached management information circular;
6. To transact such other business as may come before the meeting;

all as more particularly set out in the attached management information circular. The form of proxy accompanies this Notice.

The directors have fixed the close of business on May 26, 2014 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 Corporation's transfer agent: COMPUTERSHARE INVESTOR SERVICES INC., 8th 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 accompanying form of proxy and management information circular.

DATED at the City of Vancouver, in the Province of British Columbia, as of May 28, 2014

BY ORDER OF THE BOARD OF
DIRECTORS

Signed "Ken Ralfs"

KEN RALFS
President