

GTO RESOURCES INC.
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

GTO RESOURCES INC.
488 - 625 Howe Street
Vancouver, British Columbia V6C 2T6

Item 2: Date of Material Change

The material change described in this report occurred on July 28, 2011.

Item 3: News Release

On July 28, 2011, GTO Resources Inc. (the "**Company**") issued a news release through the facilities of Stockwatch. A copy of the news release announcing the material change is set out at Schedule "A" to this report.

Item 4: Summary of Material Change

The Company announced that its common shares commenced trading on the TSX Venture Exchange effective the open of the market on July 28, 2011 under the stock symbol "GTR".

Item 5: Full Description of Material Change

See attached news release at Schedule "A" to this report.

Item 6: Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted respecting the material change and this report:

Thomas R. Tough
President and Chief Executive Officer
Tel: (604) 946-0787

Item 9: Date of Report

August 8, 2011

SCHEDULE "A"

GTO RESOURCES INC.

Suite 488 - 625 Howe Street
Vancouver, British Columbia V6C 2T6
Telephone No. (780) 466-6006 / Facsimile No. (780) 440-1377

FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: GTO

GTO RESOURCES INC. ANNOUNCES TRADING OF COMMON SHARES

VANCOUVER, British Columbia, Canada July 28, 2011/ -- GTO Resources Inc. (the "**Company**" or "**GTO**") is pleased to announce today the listing of its common shares on the TSX Venture Exchange (the "**Exchange**"). The common shares of GTO commenced trading on the Exchange effective the open of the market today under the stock symbol "GTR".

The listing follows the previously announced plan of arrangement (the "**Arrangement**") between the Company and Firebird Resources Inc. GTO's principal business following completion of the Arrangement is expected to be the exploration and development of the Roberts Creelman Property (the "**RCU Property**"), which it acquired pursuant to the Arrangement. GTO also acquired the Hyman Porter Property pursuant to the Arrangement, which consists of seventy (70) claims totalling approximately 1120 hectares in the Hyman and Porter Townships, located approximately fifty (50) kilometers west of Sudbury, Ontario. GTO may also acquire additional properties and carry out early stage exploration on such mineral properties and then sell, option or joint venture the properties or, depending upon GTO's financial revenues and other factors, develop such properties to commercial production if and as such opportunities arise.

Contact: Thomas R. Tough
President and Chief Executive Officer
Tel: (604) 946-0787

Forward-Looking Statements

Except for statements of historical fact contained herein, the information presented in this news release constitutes "forward-looking statements" as such term is used in applicable Canadian securities legislation. Statements, other than statement of historical fact, are forward-looking statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other matters contemplated by the forward-looking statements will not occur. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of GTO to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Although our management believes that the expectations represented by such forward-looking statements are reasonable, there is significant risk that the forward-looking statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking statements in this news release include, but are not limited to, statements concerning GTO's primary business activities and its intention to commence an exploration program on the RCU Property, GTO's decision to implement any further exploration on the RCU Property, and GTO's intention to seek and acquire additional mineral properties worthy of development. With respect to the forward-looking statements contained in this news release, we have made numerous assumptions regarding, among other things: GTO's primary business activities following completion of the Arrangement will be the exploration and development of the RCU Property and GTO's ability to commence an exploration program on the RCU Property.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors including: the actual results of exploration activities; variations in the underlying assumptions associated with conclusions of economic evaluations, including the timing and amount of estimated future production, costs of production, capital expenditures, the failure of plant, equipment or processes to operate as anticipated and possible variations in ore grade or recovery rates; costs and timing of the acquisition of and development of new deposits; availability of capital to fund programs and the resulting dilution caused by the raising of capital through the sale of shares; significant and increasing competition for mineral properties; accidents, labour disputes and other risks of the mining industry, including, without limitation, those associated with the environment, delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities, title disputes or claims limitations on insurance coverage and risks associated with international mineral exploration and development activities.

Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update any forward-looking statement if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable law.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.