



401 Bay Street Suite 2100 • Toronto, ON M5H 2Y4 • info@bluethundermining.com

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of shareholders (the “**Meeting**”) of Blue Thunder Mining Inc. (“**Blue Thunder**” or the “**Company**”) will be held on December 22, 2020 at 1:00 pm, solely by means of remote communication, rather than in person at the time and for the purposes set forth in the attached Notice of Meeting and at any adjournment thereof:

- (i) to approve the election of directors;
- (ii) to reappoint McGovern Hurley LLP, as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration;
- (iii) to approve the stock option plan;
- (iv) to approve the special resolution empowering the Directors to determine by resolution the number of directors within the minimum and maximum numbers provided for in the Articles of the Company; and
- (v) to transact such other business as may properly come before the Meeting or any adjournments thereof.

Information relating to the items above is set forth in the Circular. Only shareholders of record as of November 13, 2020, the record date, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

Due to the public health impact of the coronavirus disease 2019, also known as COVID-19, and to mitigate risks to the health and safety of our community, Shareholders, employees and other stakeholders, the Company is conducting a virtual meeting of the Shareholders of the Company. Shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined in the accompanying Information Circular under the heading "Appointment of Proxy") and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online by registering at the following link:

<https://calse.voxco.com/SE/?st=imZLd8veiGh9T20zpTAVOFadpnq3O%2BRcnA6vst313AE%3D>

After registering, you will receive a confirmation email with access instructions.

To ensure a smooth process, the Company is asking registered participants to log in by 12:45 p.m. (Toronto time) on December 22, 2020.



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Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Information Circular.

Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy or voting instruction form in accordance with the instructions provided therein and in the Information Circular and return it in accordance with the instructions and timelines set forth in the Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as "guests", but will not be able to participate, submit questions or vote at the virtual Meeting.

Only persons registered as shareholders on the records of the Company as of the close of business on November 13, 2020 (the "Record Date") are entitled to receive notice of, and to vote or act, at the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

If a shareholder receives more than one proxy form because such shareholder owns shares registered in different names or addresses, each proxy form should be completed and returned as indicated in the proxy form.

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.

DATED at Toronto, Ontario this 24th day of November, 2020.

By order of the board of directors of Blue Thunder Mining Inc.

(signed) "*Robert Cinits*"

Robert Cinits

President and Chief Executive Officer