



NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS FOR BLUE THUNDER MINING INC.

NOTICE IS HEREBY GIVEN THAT the annual general & special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of Blue Thunder Mining Inc. (the “**Company**”) will be held virtually through the platform of AGM Connect (at www.agmconnect.com/bluethunder) to facilitate an interactive meeting and live online voting for Registered Shareholders on December 16, 2022, at 11:00 a.m. (Eastern Standard Time), for the following purposes:

1. **TO APPOINT** the auditors of the Company and to authorize the board of directors to fix their remuneration;
2. **TO ELECT** the directors of the Company for the ensuing year;
3. **TO CONSIDER**, and, if deemed advisable, to adopt an ordinary resolution authorizing the Company, in accordance with stock exchange rules, to continue the Company’s 10% rolling stock option plan;
4. **TO CONSIDER** and if deemed advisable, pass a special resolution, to amend the articles of the Corporation to consolidate the issued and outstanding common shares on the basis of 1 new common share for every 4.7 old common shares of the Corporation, as described more fully in the accompanying information circular; and
5. **TO TRANSACT** such other business as may properly be brought before the Meeting or any adjournment thereof.

The information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the virtual meeting are requested to complete, date and sign the enclosed form of proxy, and to return it in the envelope provided for that purpose.

NOTICE-AND-ACCESS

You are receiving this notification as Blue Thunder Mining Inc (the “**Company**”) has decided to use the notice and access model (“**Notice and Access**”), provided for under recent amendments to National Instrument 54-101, for the delivery of meeting materials to its shareholders. In respect to the Company’s annual general & special meeting of shareholders to be held on December 16, 2022 (the “**Meeting**”), instead of receiving paper copies of the Company’s management information circular and other meeting materials (the “**Meeting Materials**”), shareholders are receiving this notice with information on how they may access the Meeting Materials electronically. However, together with this notification, shareholders continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivering Meeting Materials is more environmentally friendly and will reduce the Company’s printing and mailing costs.

Shareholders are reminded to view the meeting materials PRIOR to voting.

WEBSITES WHERE MEETING MATERIALS ARE POSTED:

Meetings Materials can be viewed online at www.SEDAR.com and at www.agmconnect.com/bluethunder.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date of the Meeting. Materials are posted on www.sedar.com and at www.agmconnect.com/bluethunder. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call 1 855-839-3715 or +1 (416) 222-4202.

In order to receive the Meeting Materials in advance of the Meeting, requests should be received by 5:00pm on December 02, 2022

VOTING INSTRUCTIONS FOR REGISTERED SHAREHOLDERS

Completed proxies for Registered Shareholders must be returned to AGM Connect by:

- (i) mail to AGM Connect at 401 Bay St, Suite 2704, Box 04, Toronto, Ontario M5H 2Y4;
- (ii) email to vote@agmconnect.com;
- (iii) facsimile at +1 (416) 222-4202 or
- (iv) internet voting at <https://app.agmconnect.com>

prior to 11:00am (EST) on December 14, 2022 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time of any adjourned or postponed Meeting (the "Proxy Deadline").

VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either:

- (i) receive a voting instruction form; or
- (ii) be given a proxy, which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompany the voting instruction form or the proxy, including those indicating when and where the voting instruction form, or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline; however, your voting instruction form may require an earlier date in order to process your votes by the Proxy Deadline. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to attend and vote at the virtual Meeting should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name AND EMAIL ADDRESS in the space provided.

OTHER INFORMATION

The Board of Directors of the Company has by resolution fixed the close of business on November 01, 2022, as the record date (the "Record Date"), being the date for the determination of the registered holders of Shares of the Company entitled to notice of, and to vote at, the Meeting or any adjournment thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit a duly executed form of proxy with the AGM Connect, 401 Bay Street, Suite 2704, Toronto, ON M5H 2Y4, on or before 11:00 a.m. (EST) on December 14, 2022. Shareholders who are unable to attend the virtual Meeting are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED at Toronto, Ontario, as of 07th day of November 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"Chad Williams"

Chad Williams
Director & Non Executive Chairman
