

**MILL BAY VENTURES INC.**

**NOTICE OF SPECIAL GENERAL MEETING  
OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of the Shareholders of MILL BAY VENTURES INC. (hereinafter called the “Company”) will be held at Suite 900, 570 Granville Street, Vancouver, British Columbia on **Tuesday, April 9, 2013** at the hour of 2:00 p.m. Pacific Daylight Time, for the following purposes:

1. To consider and, if thought fit, pass a resolution, subject to regulatory acceptance, approving the consolidation of the total number of the Company’s issued and outstanding common shares without par value on the basis of one (1) new common share without par value for every three (3) common shares issued and outstanding, or such lesser share consolidation ratio as may be approved by the board of directors and is acceptable to the TSX Venture Exchange, as more particularly described in the accompanying Information Circular;
2. To consider and, if thought fit, pass a resolution, subject to regulatory acceptance, approving the change of the Company’s name from “Mill Bay Ventures Inc.” to “Great Thunder Gold Corp.,” or to such other name as may be approved by the board of directors of the Company and is acceptable to the regulatory authorities having jurisdiction over the affairs of the Company, as more particularly described in the accompanying Information Circular; and
3. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Accompanying this Notice is an Information Circular and a form of Proxy. The accompanying Information Circular provides information relating to matters to be addressed at the meeting and is incorporated by reference into this Notice.

Shareholders are entitled to vote at the meeting either in person or by proxy. Those who are unable to attend the meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

DATED at Vancouver, British Columbia, this 6<sup>th</sup> day of March, 2013.

BY ORDER OF THE BOARD

Signed “Kevin C. Whelan”

Kevin C. Whelan, President and CEO