

EARLY WARNING REPORT PURSUANT TO NATIONAL INSTRUMENT 62-103

1. The name and address of the offeror

Kevin C. Whelan (the "Offeror")
Suite 416, 108-800 Kelly Road
Victoria, BC, V9B 6J9

2. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances

On May 23, 2013, the Offeror acquired by way of private placement 1,000,000 units of Great Thunder Gold Corp. at a price of \$0.05 per unit for cash consideration of \$50,000.00. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the Offeror to purchase an additional common share of Great Thunder Gold Corp. at a price of \$0.10 per share until May 23, 2018.

The Offeror's current ownership of 1,420,000 common shares of Great Thunder Gold Corp. represents approximately 12.4% of the outstanding common shares. If the 1,000,000 warrants were to be exercised, the Offeror's ownership would increase to 2,420,000 common shares of Great Thunder Gold Corp., or approximately 19.4% of the outstanding common shares.

3. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release

See paragraph 2 above.

4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

(a) the offeror, either alone or together with any joint actors, has ownership and control

See paragraph 2 above.

(b) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor

Not applicable.

- (c) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership**

Not applicable.

- 5. The name of the market in which the transaction or occurrence that gave rise to the news release took place**

Not applicable.

- 6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release**

See paragraph 2 above.

- 7. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer**

The Offeror acquired the common shares and warrants of Great Thunder Gold Corp. for investment purposes, and presently has no intention to acquire ownership of, or control over, additional securities of Great Thunder Gold Corp. It is the Offeror's intention to evaluate his investment in Great Thunder Gold Corp. from time to time, and such holdings may be increased (including increases resulting from the exercise of the share purchase warrants) or decreased in the future.

- 8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities**

Not applicable.

- 9. The names of any joint actors in connection with the disclosure required herein**

Not applicable.

- 10. In the case of a transaction or occurrence that did not take place on a stock exchange**

or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars, of the consideration paid by the offeror

See paragraph 2 above.

- 11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 in respect of the reporting issuer's securities**

Not applicable.

- 12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.**

Not applicable.

DATED this 27th day of May, 2013

Signed "Kevin C. Whelan"