



INFORMATION CIRCULAR

(Containing information as at October 1, 2014)

SOLICITATION OF PROXIES

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF GREAT THUNDER GOLD CORP. (THE "COMPANY") FOR USE AT THE ANNUAL GENERAL MEETING (THE "MEETING") OF SHAREHOLDERS OF THE COMPANY (AND ANY ADJOURNMENT THEREOF) (THE "MEETING") TO BE HELD ON WEDNESDAY, NOVEMBER 5, 2014 AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone or e-mail by the regular employees of the Company at nominal cost. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company pursuant to the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the Directors of the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The individuals named in the accompanying form of proxy are the President and Corporate Secretary, respectively, of the Company, and have been designated by the directors of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT THE SHAREHOLDER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A PROXY WILL NOT BE VALID UNLESS THE COMPLETED FORM OF PROXY IS RECEIVED BY THE COMPANY'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., PROXY DEPARTMENT, 100 UNIVERSITY AVENUE, 9TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, OR BY FAX WITHIN NORTH AMERICA TO (866) 249-7775, AND OUTSIDE NORTH AMERICA TO (416) 263-9524, NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME FOR HOLDING THE MEETING OR ANY ADJOURNMENT THEREOF.** Proxies received after that time may be accepted by the Chairman of the Meeting in the Chairman's discretion, but the Chairman is under no obligation to accept late proxies.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered office of the Company, Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A proxy may also be revoked by a registered Shareholder personally attending at the Meeting and voting their shares. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation. **ONLY REGISTERED SHAREHOLDERS HAVE THE RIGHT TO REVOKE A PROXY. NON-REGISTERED SHAREHOLDERS WHO WISH TO CHANGE THEIR VOTE MUST, AT LEAST SEVEN DAYS BEFORE THE MEETING, ARRANGE FOR THEIR RESPECTIVE NOMINEES TO REVOKE THE PROXY ON THEIR BEHALF.**

VOTING OF PROXIES

The shares represented by proxies will, on any poll where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made. **SUCH SHARES WILL ON A POLL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED BY THE SHAREHOLDER.**

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

ADVICE TO NON-REGISTERED OR BENEFICIAL HOLDERS

THE INFORMATION SET FORTH IN THIS SECTION IS OF SIGNIFICANT IMPORTANCE TO MANY SHAREHOLDERS, AS A SUBSTANTIAL NUMBER OF SHAREHOLDERS DO NOT HOLD THEIR SHARES IN THEIR OWN NAME. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as “Beneficial Shareholders”) should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of shares can be recognized and acted upon at the Meeting. If the shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder’s own name on the records of the Company. Such shares will more likely be registered in the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of shares are registered in the name of CDS & Co. (the registration name for Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers’ clients. **THEREFORE, EACH BENEFICIAL SHAREHOLDER SHOULD ENSURE THAT VOTING INSTRUCTIONS ARE COMMUNICATED TO THE APPROPRIATE PERSON WELL IN ADVANCE OF THE MEETING.**

Applicable regulatory policy requires brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. In certain cases, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the Proxy provided to Registered Shareholders, however, its purpose is limited to instructing the Registered Shareholder (that is, the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of Canadian brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"), as their agent. Broadridge typically prepares a machine-readable voting instruction form, mails that form to the Beneficial Shareholders and asks Beneficial Shareholders to return the instruction forms to Broadridge. Alternatively, Beneficial Shareholders can either call Broadridge's toll-free telephone number to vote their shares or access Broadridge's dedicated voting website at www.proxyvotecanada.com to deliver their voting instructions. Broadridge then tabulates the results of all instructions received and provides instructions respecting the voting of shares to be represented at the Meeting. **A BENEFICIAL SHAREHOLDER RECEIVING A VOTING INSTRUCTION FORM FROM BROADRIDGE CANNOT USE THAT FORM TO VOTE SHARES DIRECTLY AT THE MEETING. VOTING INSTRUCTIONS MUST BE PROVIDED TO BROADRIDGE (IN ACCORDANCE WITH THE INSTRUCTIONS SET FORTH ON THE BROADRIDGE FORM) WELL IN ADVANCE OF THE MEETING IN ORDER TO HAVE THE SHARES VOTED. IF YOU HAVE ANY QUESTIONS RESPECTING THE VOTING OF SHARES HELD THROUGH A BROKER OR OTHER INTERMEDIARY, PLEASE CONTACT THAT BROKER OR OTHER INTERMEDIARY FOR ASSISTANCE.**

Beneficial Shareholders fall into two categories – those who object to their identity being made known to the issuers of securities which they own ("Objecting Beneficial Owners" or "OBOs") and those who do not object to their identity being made known to the issuers of the securities they own ("Non-Objecting Beneficial Owners" or "NOBOs"). Subject to the provisions of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agent. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs.

These proxy-related materials are being sent to both registered and non-registered owners of the securities by ordinary mail. The Company is not relying on the notice-and-access provisions of NI 54-101. If you are a non-registered owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you, and (ii) executing your proper voting instructions as specified in the request for voting instructions.

The Company's decision to deliver proxy-related materials directly to its NOBOs will result in all NOBOs receiving a scannable Voting Instruction Form ("VIF") from the Company's registrar and transfer agent, Computershare Investor Services Inc. ("Computershare"). Please complete and return the VIF to Computershare in the envelope provided or by facsimile. In addition, instructions in respect of the procedure for telephone and internet voting can be found in the VIF. Computershare will tabulate the results of the VIFs received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs received by Computershare. For purposes of the Meeting, NOBOs will be otherwise treated the same as registered owners.

The Company's OBOs can expect to receive their materials related to the Meeting from Broadridge or their brokers or their broker's agents as set out above. If a reporting issuer does not intend to pay for an

intermediary to deliver materials to OBOs, OBOs will not receive the materials unless their intermediary assumes the cost of delivery. The Company does not intend to pay for intermediaries to deliver the proxy-related materials to the Company's OBOs.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the shares in that capacity by following the procedure described below. **BENEFICIAL SHAREHOLDERS WHO WISH TO ATTEND THE MEETING AND INDIRECTLY VOTE THEIR SHARES AS PROXYHOLDER FOR THE REGISTERED SHAREHOLDER SHOULD ENTER THEIR OWN NAMES IN THE BLANK SPACE ON THE FORM OF PROXY PROVIDED TO THEM AND RETURN THE SAME TO THEIR BROKER (OR THE BROKER'S AGENT) IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY SUCH BROKER.**

All references to Shareholders in this Information Circular, the accompanying Proxy, and the Notice are to registered Shareholders unless specifically stated otherwise.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Authorized capital: Unlimited common shares without par value

Issued and outstanding: 15,892,162 common shares without par value

Only Shareholders of record at the close of business on October 1, 2014 (the "Record Date") who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provision described above shall be entitled to vote or to have their shares voted at the Meeting. The Articles of the Company provide that a quorum for the transaction of business at the Meeting is two (2) Shareholders, or one or more proxyholders representing two Shareholders, or one Shareholder and a proxyholder representing another Shareholder.

On a show of hands, every Shareholder present in person at the Meeting and entitled to vote, and every proxyholder duly appointed by a holder of a share who would have been entitled to vote shall have one vote. On a poll, every Shareholder present in person at the Meeting or represented by proxy shall have one vote for each share of which such Shareholder is the registered holder.

To the knowledge of the directors and executive officers of the Company, there are no persons or companies who beneficially own, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company, other than set forth in the following table:

Name	Number of Common Shares Beneficially Owned	Percentage of Common Shares Outstanding
Kevin Whelan	2,420,000	15.2%
John Moraal	3,010,000	18.9%

ELECTION OF DIRECTORS

Each director of the Company is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a director before then. It is proposed that the number of directors for the Company be determined at five (5) for the ensuing year, subject to such increases as may be permitted

by the Articles of the Company. At the Meeting, the Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at five (5).

It is proposed that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next Annual General Meeting of the Company or until his successor is duly elected or appointed pursuant to the Articles of the Company unless his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or the Company's Articles.

Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the shares represented by proxy for the election of any other person or persons as directors.

The management nominees for the Board of Directors and information concerning them as furnished by the individual nominees is as follows:

Name and Present Office	Director Since	Number of Common Shares ⁽²⁾	Principal Occupation and if Not Elected Director, Occupation During the Past Five Years
Dale Andersen Phoenix, Arizona, USA Director	May 2004	73,333	Self-employed construction / mining consultant
John Moraal ⁽³⁾ Sooke, BC, Canada Director	March 2014	3,010,000	Self-employed businessman, February 2014 to present; Vice President and President, Cope Construction, March 1996 to February 2014
Gary Robertson ⁽³⁾⁽⁴⁾ Moncton, NB, Canada Director	January 2006	435,699	Certified Financial Planner
Kevin Whelan Victoria, BC, Canada President, CEO and Director	January 2013	2,420,000	President, Charles Michael Development Corporation Ltd.
David Wolfen ⁽³⁾ West Vancouver, BC, Canada Director	January 2004	208,839	Chief Executive Officer, Avino Silver & Gold Mines Ltd.

- (1) The information as to place of residence, principal occupation and shareholdings, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) Includes shares beneficially owned or controlled or directed, directly or indirectly, by the director and the director's associates or affiliates.
- (3) Denotes member of the Audit Committee.
- (4) Denotes member of the Compensation Committee.

It is the intention of the management designees, if named as proxy, to vote for the election of the said persons to the Board of Directors, unless the Shareholder has specified in its proxy that its common shares are to be withheld from voting on the election of directors.

To the knowledge of the Company, no director or proposed director of the Company is or has been, within the previous 10 years, a director, chief executive officer, chief financial officer or other executive officer of any company that:

- a) was subject to a cease trade order or similar order that was issued while acting in such capacity or that was subject to an order that was issued after ceasing to act in such capacity and which resulted from an event that occurred while acting in such capacity; or
- b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets while acting in such capacity or within a year of ceasing to act in such capacity.

To the knowledge of the Company, no director or proposed director of the Company has, within the previous 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

To the knowledge of the Company, no director or proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

“Named Executive Officers” means: the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) of the Company, regardless of the amount of compensation of that individual; each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and each individual who would be a Named Executive Officer but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

The Company had two Named Executive Officers – its Chief Executive Officer and Chief Financial Officer – at the end of the most recently completed financial year. The Company’s Named Executive Officers are compensated by way of fees paid to the Named Executive Officers or to private companies controlled by the Named Executive Officers, and by way of incentive stock options from time to time. The Company uses incentive stock option grants to attract, motivate and retain its executive officers and directors, and to align their interests with the long-term interests of the Company.

The objectives of the Company’s compensation program is to ensure that executive compensation is fair and reasonable, rewards management performance and is competitive with companies of similar size and scope of operations. The Company relies solely on discussion among its Compensation Committee and Board of Directors for determining executive compensation, including setting and amending option-based awards, without any formal objectives, criteria, analysis or performance goals. Previous grants of option-based awards are taken into account when considering new grants. The Compensation Committee and Board of Directors did not consider the implications of the risks associated with the Company’s compensation policies and practices, as such risks are believed to be negligible.

The responsibilities of the Compensation Committee are to review executive and Board compensation and make recommendations to the Board from time to time, and to review and implement stock option plans. The Compensation Committee presently has only one member:

Name	Independent ⁽¹⁾	Education and Experience
Gary Robertson	Yes	Chartered Financial Planner and director of several other reporting issuers

(1) A member of the Compensation Committee is generally considered independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of a member's independent judgment.

The Company's Named Executive Officers and directors are not prohibited from purchasing financial instruments, to the extent such instruments are available, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by them.

Summary Compensation Table

The following table summarizes the compensation awarded, paid to or earned by the Named Executive Officers for each of the Company's three most recently completed financial years:

Name and Principal Position	Year ⁽¹⁾	Salary (\$)	Share-based Awards (\$)	Option-based Awards ⁽²⁾ (\$)	Non-equity Incentive Plan Compensation			All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-term Incentive Plans (\$)	Pension Value (\$)		
Kevin Whelan CEO ⁽⁶⁾	2014	-	-	-	-	-	-	96,000 ⁽³⁾	96,000
	2013	-	-	-	-	-	-	24,000 ⁽³⁾	24,000
	2012	-	-	-	-	-	-	-	-
Glen Wallace CFO ⁽⁷⁾	2014	-	-	-	-	-	-	60,030 ⁽⁴⁾	60,030
	2013	-	-	-	-	-	-	22,317 ⁽⁴⁾	22,317
	2012	-	-	-	-	-	-	-	-
William Glasier Former CEO ⁽⁶⁾	2014	-	-	-	-	-	-	-	-
	2013	89,000 ⁽⁵⁾	-	-	-	-	-	-	89,000
	2012	90,000	-	31,954	-	-	-	-	121,954
Pamela Saulnier Former CFO ⁽⁷⁾⁽⁸⁾	2014	-	-	-	-	-	-	-	-
	2013	31,500	-	-	-	-	-	-	31,500
	2012	31,500	-	11,983	-	-	-	-	43,483
Lisa Sharp Former CFO ⁽⁸⁾	2014	-	-	-	-	-	-	-	-
	2013	-	-	-	-	-	-	-	-
	2012	3,065	-	-	-	-	-	-	3,065

(1) Financial years ended April 30.

(2) The fair value of option-based awards was calculated using the Black-Scholes option pricing model based on assumptions as disclosed in the Company's annual financial statements.

(3) Includes amounts paid and accrued to Charles Michael Development Corporation Ltd., a private corporation controlled by Kevin Whelan.

(4) Includes amounts paid and accrued to Glen Wallace, CGA, Inc., a private corporation controlled by Glen Wallace.

(5) Includes amounts paid to Glasier Management Ltd., a private corporation controlled by William Glasier

(6) Kevin Whelan was appointed CEO and William Glasier resigned as CEO effective January 25, 2013.

(7) Glen Wallace was appointed CFO and Pamela Saulnier resigned as CFO effective February 28, 2013.

(8) Pamela Saulnier was appointed CFO and Lisa Sharp resigned as CFO effective August 5, 2011.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table summarizes all Named Executive Officers' share-based and option based awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year:

Name	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-money Options (\$)	Number of Shares or Units of Shares That Have Not Vested	Market or Payout Value of Share-based Awards That Have Not Vested (\$)	Market or Payout Value of Vested Share-based Awards Not Paid Out or Distributed (\$)
Kevin Whelan, CEO	-	-	-	-	-	-	-
Glen Wallace, CFO	-	-	-	-	-	-	-

The value of unexercised in-the-money options is the difference between the closing market price of the Company's common shares at the end of the most recently completed financial year, and the exercise price of the options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table summarizes the value of vested option and vested share-based awards for the Named Executive Officers for the most recently completed financial year computed as if the option- and share-based awards had been exercised on the vesting date:

Name	Option-Based Awards Value Vested During the Year (\$)	Share-Based Awards Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation Value Vested During the Year (\$)
Kevin Whelan, CEO	-	-	-
Glen Wallace, CFO	-	-	-

Value vested is the difference between the closing market price of the Company's common shares on the vesting date and the exercise price of the vested options.

Significant Terms of Incentive Plan Awards

During the most recently completed financial year, the Company granted no incentive stock options or other plan-based awards to the Named Executive Officers, and no such awards vested or were exercised.

Pension Plan Benefits

The Company has no defined-benefit or defined-contribution pension plans, or deferred compensation plans.

Termination and Change of Control Benefits

Pursuant to an agreement dated as of January 15, 2013 between the Company and Charles Michael Development Corporation Ltd., a private corporation controlled by Kevin Whelan, in the event the Company terminates the agreement without cause, the Company will pay severance fees of \$24,000.

Pursuant to an agreement dated as of February 28, 2013 between the Company and Glen Wallace, CGA, Inc., a private corporation controlled by Glen Wallace, in the event the Company terminates the agreement without cause, the Company will pay severance fees equal to the average of the monthly fee during each of the three months preceding termination.

Director Compensation

The Company provided no compensation to the Directors in their capacity as directors for the Company's most recently completed financial year. During the most recently completed financial year, the Company paid \$27,000 in consulting fees to Glasier Management Ltd., a private corporation controlled by William Glasier, a former director and former CEO of the Company.

The Company may grant incentive stock options to the Directors from time to time pursuant to the Company's stock option plan and in accordance with the policies of the TSX Venture Exchange. Given the Company's size and its stage of development, it has chosen to compensate its directors with stock options rather than with director fees.

Outstanding Share-based Awards and Option-based Awards

The following table summarizes all Directors' share-based and option-based awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year:

Name	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-money Options (\$)	Number of Shares or Units That Have Not Vested	Market or Payout Value of Share-based Awards That Have Not Vested (\$)	Market or Payout Value of Vested Share-based Awards Not Paid Out or Distributed (\$)
Dale Andersen	-	-	-	-	-	-	-
John Moraal	-	-	-	-	-	-	-
Gary Robertson	66,667	\$0.45	October 6, 2016	-	-	-	-
David Wolfin	66,667	\$0.45	October 6, 2016	-	-	-	-

The value of unexercised in-the-money options is the difference between the closing market price of the Company's common shares at the end of the most recently completed financial year, and the exercise price of the options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table summarizes the value of vested option and vested share-based awards for Directors for the most recently completed financial year computed as if the option and share-based awards had been exercised on the vesting date:

Name	Option-Based Awards Value Vested During the Year (\$)	Share-Based Awards Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation Value Vested During the Year (\$)
Dale Andersen	-	-	-
John Moraal	-	-	-
Gary Robertson	-	-	-
David Wolfin	-	-	-

Value vested is the difference between the closing market price of the Company's common shares on the vesting date and the exercise price of the vested options.

Significant Terms of Incentive Plan Awards

During the most recently completed financial year, the Company granted no incentive stock options or other plan-based awards to the Directors, and no such awards vested or were exercised.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company adopted, and its shareholders approved on November 13, 2013, a stock option plan whereby up to a maximum of 10% of the outstanding shares of the Company as of the date of grant are reserved for the grant and issuance of incentive stock options. Under the plan, the exercise price of an option may not be set at less than the minimum price permitted by the TSX Venture Exchange, and the options may be exercisable for a period of up to 10 years. The aggregate number of options granted to any one individual during any twelve-month period may not exceed 5% of the issued shares of the Company, or 2% in the case of consultants and investor relations representatives.

As of the end of the Company's most recently completed financial year, the Company had the following compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by the Shareholders	133,334	\$0.45	1,589,216
Equity compensation plans not approved by the Shareholders	Nil	Nil	Nil
Total	133,334	\$0.45	1,589,216

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No present or former director, executive officer or employee of the Company is as of the date hereof indebted directly or indirectly to the Company, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Information Circular and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors, executive officers or any informed persons of the Company, nor any associate or affiliate of any of the foregoing persons had, since the commencement of the Company's most recently completed financial year, any material interest, direct or indirect, in any transactions or proposed transactions which materially affected or would materially affect the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

APPOINTMENT OF AUDITORS

Wolrige Mahon LLP, Chartered Accountants, are the auditors of the Company and Management proposes the reappointment of the auditors for the ensuing year. Wolrige Mahon LLP were first appointed auditors of the Company on May 27, 2014 following the resignation of I. Vellmer Inc., Chartered Accountant as a result of a conflict of interests. The change of auditors of the Company was approved by the Company's Board of Directors on May 27, 2014. The reporting package, which includes the notice of change of auditors and a letter from each of the former and successor auditors, is enclosed as Schedule "A" to this Information Circular pursuant to the requirements of National Instrument 51-102.

It is the intention of the Management designees, if named as proxy, to vote for the appointment of Wolrige Mahon LLP, Chartered Accountants, as auditors of the Company for the ensuing year, at a remuneration to be fixed by the Board of Directors, unless the Shareholder has specified in its proxy that its common shares are to be withheld from voting on the appointment of auditors.

MANAGEMENT CONTRACTS

Management functions of the Company are performed by the directors and executive officers of the Company and are not, to any substantial degree, performed by any other person or corporation.

AUDIT COMMITTEE

Audit Committee's Charter

In September 2008, the Company's Board of Directors adopted an Audit Committee Charter, the text of which is as follows:

Purpose of the Committee

- 1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Company's financial statements and other relevant public disclosures, the Company's compliance with legal and regulatory requirements relating to financial reporting, the external auditors' qualifications and independence and the performance of the internal audit function and the external auditors.

Members of the Audit Committee

- 2.1 At least one Member must be "financially literate" as defined under MI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
- 2.2 The Audit Committee shall consist of no less than three Directors.
- 2.3 At least one Member of the Audit Committee must be "independent" as defined under MI 52-110, while the Company is in the developmental stage of its business.

Relationship with External Auditors

- 3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.
- 3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.
- 3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.

3.4 The Audit Committee will have direct communications access at all times with the external auditors.

Non-Audit Services

- 4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.
- 4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:
- (i) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and
 - (ii) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

Appointment of Auditors

- 5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.
- 5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

Evaluation of Auditors

- 6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

Remuneration of the Auditors

- 7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.
- 7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

Termination of the Auditors

- 8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

Funding of Auditing and Consulting Services

- 9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

Role and Responsibilities of the Internal Auditor

- 10.1 At this time, due to the Company's size and limited financial resources, the Corporate Secretary of the Company, shall be responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

Oversight of Internal Controls

11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

Continuous Disclosure Requirements

12.1 At this time, due to the Company's size and limited financial resources, the Corporate Secretary of the Company, is responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

Other Auditing Matters

13.1 The Audit Committee may meet with the Auditors independently of the management of the Company at any time, acting reasonably.

13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

Annual Review

14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

Independent Advisers

15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

Composition of Audit Committee

As of the date hereof, the following are the members of the Audit Committee:

Name	Independent ⁽¹⁾	Financially Literate ⁽²⁾	Education and Experience
John Moraal	Yes	Yes	Self-employed businessman, Professional Engineer, Bachelor of Science degree, Bachelor of Engineering degree
Gary Robertson	Yes	Yes	Chartered Financial Planner and director of several reporting issuers
David Wolfin	Yes	Yes	Mining executive and officer and director of several reporting issuers

(1) A member of the Audit Committee is generally considered independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of a member's independent judgment.

(2) An individual is generally considered financially literate if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The members of the Audit Committee each have several years of experience as businesspeople, audit committee members, directors or officers of public companies and have a working knowledge of the requirements of financial and corporate reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of National Instrument 52-110 or an exemption, in whole or in part, granted under Part 8 (*Exemptions*) of National Instrument 52-110.

Preapproval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's auditors and approve, in advance, provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditor in respect of each of the last two financial years for audit, audit-related, tax and other fees are as follows:

Financial Year Ended	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
April 30, 2014	\$12,000 (est.)	Nil	\$2,500 (est.)	Nil
April 30, 2013	\$15,000	Nil	\$2,400	Nil

Exemption

The Company is relying upon the exemption in section 6.1 of National Instrument 52-110 with respect to the composition of the Audit Committee and its reporting obligations.

CORPORATE GOVERNANCE

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of a member's independent judgment.

Kevin Whelan is considered to have material relationships with the Company, and are therefore not independent, because he is an executive officer of the Company.

Dale Andersen, John Moraal, Gary Robertson and David Wolfin are considered to be independent.

Directorships

Certain of the Directors are also directors of the following other reporting issuers:

Director	Other Reporting Issuers
Gary Robertson	Avino Silver & Gold Mines Ltd., Bralorne Gold Mines Ltd., Coral Gold Resources Ltd., Levon Resources Ltd. and Sage Gold Ltd.
David Wolfen	Avino Silver & Gold Mines Ltd., Berkley Renewables Inc., Bralorne Gold Mines Ltd., Coral Gold Resources Ltd., Cresval Capital Corp. and Gray Rock Resources Ltd.

Orientation and Continuing Education

Based on their previous experience, new directors are oriented to the Company's business and industry and the responsibilities of directors by Management or the Company's Board. The Company provides continuing education for its directors as the need arises.

Ethical Business Conduct

The Company's Directors must comply with the standards of conduct and fiduciary responsibilities in the *Business Corporations Act* (British Columbia), the *Securities Act* (British Columbia), the *Securities Act* (Alberta), the policies of the TSX Venture Exchange and common law.

Nomination of Directors

The Company's Board of Directors considers its size when it considers the number of directors to recommend to its shareholders for election at its annual general meeting, taking into account the number required to carry out its duties effectively and efficiently. The Board does not have a nominating committee; these functions are performed by the Board as a whole.

Compensation

The Company's Directors are not compensated for serving as directors, save for being granted stock options from time to time pursuant to the Company's stock option plan. The Board as a whole determines the compensation for the Chief Executive Officer based on the recommendations of the Compensation Committee and compensation arrangements of comparable companies.

Other Board Committees

The Board has no committees other than the Audit Committee and the Compensation Committee.

The responsibilities of the Compensation Committee are to review executive and Board compensation and make recommendations to the Board from time to time, and to review and implement stock option plans.

Assessments

The Board does not, at present, have a formal process for assessing its effectiveness, its committees or its individual directors.

PARTICULARS OF MATTERS TO BE ACTED UPON

STOCK OPTION PLAN

Pursuant to TSX Venture Exchange (the "Exchange") policy, all Exchange-listed companies are required to adopt a stock option plan prior to granting incentive stock options. The Board of Directors of the Company has established such a plan (the "2015 Plan"). The purpose of the 2015 Plan is to attract and motivate directors, officers, employees, consultants and others providing services to the Company, and thereby advance the Company's interests by affording such persons with an opportunity to acquire an equity interest in the Company through the issuance of stock options. The Company is currently listed on Tier 2 of the Exchange and has adopted a "rolling" stock option plan reserving a maximum of 10% of the issued shares of the Company at the time of the stock option grant.

The Exchange's policy and the terms of the 2015 Plan authorize the Board of Directors to grant stock options to optionees generally on the following terms:

1. The aggregate number of shares which may be issued pursuant to options granted under the 2015 Plan, unless otherwise approved by shareholders, may not exceed that number which is equal to 10% of the shares of the Company issued and outstanding at the time of the grant.
2. The number of shares subject to each option will be determined by the Board of Directors, provided that the aggregate number of shares reserved for issuance pursuant to options granted to:
 - (a) insiders during any 12 month period may not exceed 10% of the issued shares of the Company unless the 2015 Plan is approved by a majority of the votes cast by "disinterested shareholders" (as defined below) at the meeting;
 - (b) any one individual during any 12 month period may not exceed 5% of the issued shares of the Company unless disinterested shareholder approval has been obtained;
 - (c) any one consultant during any 12 month period may not exceed 2% of the issued shares of the Company; and
 - (d) any one person employed to provide investor relations activities during any 12 month period may not exceed 2% of the issued shares of the Company

in each case calculated as at the date of grant of the option, including all other shares under option to such person at that time.

3. The exercise price of an option may not be set at less than the minimum price permitted by the Exchange.
4. Options may be exercisable for a period of up to 10 years from the date of grant.
5. The options are non-assignable and non-transferable.
6. On the occurrence of a takeover bid, issuer bid or going-private transaction, the Board of Directors will have the right to accelerate the date on which any option becomes exercisable.

A copy of the 2015 Plan will be mailed to any shareholder requesting the Plan.

The 2015 Plan is subject to Exchange acceptance and shareholder approval. Thereafter, notice of options granted under the 2015 Plan must be given to the Exchange. Any amendments to the 2015 Plan must also be approved by the Exchange and, if necessary, by the "disinterested shareholders" of the Company prior to becoming effective.

"Disinterested shareholders" are holders of outstanding common shares of the Company entitled to vote and represented in person or by proxy, excluding votes attaching to outstanding common shares beneficially owned by insiders of the Company and their associates to whom shares may be issued pursuant to the 2015 Plan.

Shareholders will be asked to pass an ordinary resolution, in substantially the following form (subject to such changes as may be required by counsel or regulatory authorities) to approve the 2015 Plan:

"RESOLVED as an ordinary resolution that, subject to regulatory acceptance, the Company's 2015 Plan as described in the Company's Information Circular reserving up to a maximum of 10% of the number of

currently outstanding shares of the Company for the grant of stock options to directors, officers, employees, consultants and others providing services to the Company be and is hereby approved.”

It is the intention of the Management designees, if named as proxy, to vote for the 2015 Plan, unless the Shareholder has specified in its proxy that its common shares are to be voted against the 2015 Plan.

In the event such shareholder approval is not obtained, then the threshold for the number of shares reserved under the plan for stock option grants will be the number approved by the shareholders at the last Annual General Meeting. Any outstanding stock options will not be affected.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com and on the Company’s website at www.greatthundergold.com. Shareholders may also contact the Company to request copies of its comparative annual financial statements and Management’s Discussion and Analysis, which contain financial information for the Company’s most recently completed financial year.

ANY OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

DATED at Victoria, British Columbia, this 1st day of October, 2014

BY ORDER OF THE BOARD OF DIRECTORS

Signed “Kevin Whelan”
Kevin Whelan, President and CEO

Schedule "A"



Change of Auditor Notice Pursuant to National Instrument 51-102, Section 4.11

Great Thunder Gold Corp. (the "Company") hereby gives notice, pursuant to section 4.11 of National Instrument 51-102 as follows:

Former Auditor

1. I. Vellmer Inc., Chartered Accountant (the "Former Auditor"), of 605 – 1355 West Broadway, Vancouver, British Columbia resigned as auditor for the Company on May 16, 2014 because of a conflict of interest which impaired the Former Auditor's independence.
2. The Former Auditor resigned on the Former Auditor's own initiative.
3. The resignation of the Former Auditor has been considered by the Company's Board of Directors.
4. The Former Auditor's report on the Company's financial statements relating to the relevant period did not express a modified opinion.
5. In the opinion of the Company, there have been no reportable events, as that term is defined in National Instrument 51-102.

Successor Auditors

1. Wolrige Mahon, Chartered Accountants (the "Successor Auditors") were appointed as auditors for the Company as of May 27, 2014.
2. The appointment of the Successor Auditors was approved by the Company's Board of Directors.

Dated at Victoria, British Columbia as of this 3rd day of June, 2014.

GREAT THUNDER GOLD CORP.

/s/ Glen Wallace

Glen Wallace, MBA, CPA, CGA
Chief Financial Officer

I. Vellmer Inc.

Chartered Accountant*

605 – 1355 West Broadway
Vancouver, B.C., V6H 1G9

Tel: 604-687-3773

Fax: 604-687-3778

E-mail: vellmer@i-vellmer.ca

*denotes an incorporated professional

June 11, 2014

British Columbia Securities Commission
TSX-Venture Exchange

Dear Sirs:

Re: Great Thunder Gold Corp. - Change of Auditors

I have been provided with and read the Notices of Change of Auditor dated May 23, 2014 and June 3, 2014 (the "Notices") with respect to my resignation as auditor of Great Thunder Gold Corp. provided as required under National Instrument 51-102 (the "Instrument"). Pursuant to section 4.11, paragraph (5)(a)(ii)(B) of the Instrument, I confirm my agreement with the information relating to the Former Auditor contained in such Notice. This confirmation is based on my knowledge of the information at this date.

I understand that the Notice of Change of Auditor, together with this letter and a similar letter from Wolrige Mahon, Chartered Accountants will be provided to the Company's registered shareholders with the meeting materials relating to the Company's next annual general meeting of shareholders.

Yours truly,

I. VELLMER INC.

I. Vellmer Inc.

Direct: 604 691 6565
amoreton@wm.ca

June 4, 2014

Attention Statutory Filings:
British Columbia Securities Commission
PO Box 10142, Pacific Centre
701 West Georgia Street
Vancouver BC
V7Y 1L2

Attention Statutory Filings:
Alberta Securities Commission
4th Floor, 300 – 5th Avenue, SW
Calgary AB
T2P 3C4

Dear Sirs:

Re: Great Thunder Gold Corp. (the “Company”)

As required by National Instrument 51-102, Continuous Disclosure Obligations, we have reviewed the information contained in the “Notice of Change of Auditor” dated June 3, 2014. We agree with the statements contained in the Notice.

We understand that the Notice, along with this letter and a similar letter from the Company’s former auditor will be filed with the securities regulatory authorities and provided to the Company’s shareholders with the meeting materials relating to the Company’s next annual general meeting of shareholders.

Yours very truly,

WOLRIGE MAHON LLP

WOLRIGE MAHON LLP