

**EARLY WARNING REPORT PURSUANT
TO NATIONAL INSTRUMENT 62-103 – THE EARLY WARNING SYSTEM AND RELATED TAKE-
OVER BID AND INSIDER REPORTING ISSUES**

1. NAME AND ADDRESS OF THE OFFEROR:

David Kushniruk
16 Old Highway 10 W.
PO Box 602
Melville, SK S0A 2P0

(the “Filing Party”)

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.

Between April 6, 2011 and April 15, 2011, the Filing Party acquired 237,000 common shares (the “Common Shares”) of Bird River Resources Inc. (“Bird River”), formerly Bird River Mines Inc., on the open market (the “Acquisition”). The Common Shares are listed on the Canadian National Stock Exchange. The purchase price per Common Share paid by the Filing Party in connection with the Acquisition was between \$0.30 and \$0.50. Prior to the Acquisition, the Filing Party held 1,238,000 Common Shares.

There are currently 10,470,225 Common Shares issued and outstanding. As a result of the Acquisition, the Filing Party has beneficial ownership of, and control and direction over, 1,475,000 Common Shares, or approximately 14.1% of the Common Shares currently outstanding. The Filing Party previously filed an early warning report and press release on March 15, 2011 when the Filing Party’s shareholdings reached 11.8% of the Common Shares issued and outstanding.

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 OBLIGATION TO FILE THE NEWS RELEASE.

As a result of the Acquisition, the Filing Party has beneficial ownership of, and control and direction over, directly or indirectly, 1,475,000 Common Shares, or approximately 14.1% of the Common Shares currently outstanding.

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:

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

The Filing Party has ownership and control over 1,475,000 Common Shares, or approximately 14.1% of the Common Shares currently outstanding.

- (ii) **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, and**

Not applicable.

- (iii) **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.**

The Common Shares are listed on the Canadian National Stock Exchange. The Filing Party acquired 237,000 Common Shares pursuant to the Acquisition. Prior to closing of the Acquisition, the Filing Party held 1,238,000 Common Shares.

- 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;**

The Filing Party acquired the Common Shares pursuant to the Acquisition for a range of prices between \$0.30 to \$0.50 per Common Share.

- 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 Filing Party acquired beneficial ownership of, and control or direction over, the securities that are the subject of this report for investment purposes.

The Filing Party may acquire further securities of Bird River 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. NAMES OF ANY JOINT ACTORS IN CONNECTION WITH THE REQUIRED DISCLOSURE.**

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;**

Not applicable.

