

**EARLY WARNING REPORT  
PURSUANT TO PART 3 OF NATIONAL INSTRUMENT 62-103 ("NI 62-103")**

**1. Name and address of the offeror.**

Edward L. Thompson (the "Offeror")  
787 Haney Street  
Winnipeg, MB R3R 0Y7

**2. 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.**

**3.**

The Offeror acquired an additional 450,000 common shares of Bird River Resources Inc. (the "reporting issuer" or the "Company") via public purchase on the Canadian Stock Exchange.

**4. 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.**

Following the purchase, the Offeror owns 1,154,000 common shares which represent approximately 10.9% of the issued and outstanding common shares of the Company.

**5. 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**

1,154,000 common shares

**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.

**6. Name of the market in which the transaction or occurrence that gave rise to the news release took place.**

Canadian Stock Exchange.

**7. 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.**

\$0.04 per common share.

- 8. 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 and the joint actors have acquired the Units for investment purposes and from time to time the Offeror and any of the joint actors may: (i) acquire additional securities of the Company, (ii) dispose of some or all of the existing or additional securities they hold or may hold or (iii) they may continue to hold their current position.

- 9. 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.**

None.

- 10. Names of any joint actors in connection with the disclosure required herein.**

E. Thompson Holdings Ltd. is a company which is owned by Mr. Thompson which holds 450,000 of the common shares and may be considered joint actors with respect to the purchased common shares.

- 11. 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.

- 12. 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 of NI 62-103 in respect of the reporting issuer's securities.**

Not applicable.

- 13. 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 as of the 8<sup>th</sup> day of July, 2015.

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(signed) Edward L. Thompson