

THUNDERBIRD ENERGY CORP.
533 Smithe Street, Suite 401
Vancouver, BC
V6B 6H1
Telephone: (604) 707-0373
Facsimile: (604) 707-0378

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders of **THUNDERBIRD ENERGY CORP.** (the "Company") will be held in the Boardroom at Suite 401, 533 Smithe Street, Vancouver, British Columbia, on:

Wednesday, June 12, 2013

at the hour of 10:00 am. (Vancouver time) for the following purposes:

1. to receive the report of the Directors;
2. to receive the financial statements of the Company for the fiscal year ended January 31, 2013, together with the report of the Auditors thereon;
3. to appoint Auditors and to authorize the Directors to fix their remuneration;
4. to fix the number of directors and to elect Directors;
5. to pass an ordinary resolution confirming the Company's Advance Notice Bylaw as more fully described in the Management Proxy Circular accompanying this Notice;
6. to pass an ordinary resolution relating to the annual approval of the Company's 10% rolling Stock Option Plan as more fully described in the Management Proxy Circular accompanying this Notice;
7. to consider, and, if thought fit, to pass, with or without amendment, a special resolution to amend the Articles of the Company to:
 - (a) consolidate the Company's issued common shares without par value on the basis of one new common share without par value for every fifteen (15) existing common shares without par value; and
 - (b) change the name of the Company from "Thunderbird Energy Corp." to "Gordon Creek Energy Inc." or such other name as may be approved by the directors of the Company, the TSX Venture Exchange and the Director under the *Canada Business Corporations Act*,
as more fully described in the Management Proxy Circular accompanying this Notice; and
8. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

A special resolution means a resolution passed by a majority of not less than two-thirds of the votes cast by the shareholders who voted in respect of that resolution and an ordinary resolution means a resolution passed by a majority of the votes cast by the shareholders who voted in respect of that resolution.

Shareholders registered at the close of business on May 8, 2013 will be entitled to receive notice of and to vote at the Annual and Special Meeting in person or by proxy. Registered shareholders who are unable to attend the Meeting or any adjournment thereof, in person, are requested to read the notes included in the form of Proxy enclosed and then to complete, date, sign and return the enclosed form of Proxy in

accordance with the instructions set out in the Proxy and in the Management Proxy Circular accompanying this Notice.

DATED at Vancouver, British Columbia, this 10th day of May, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "W.D. Cameron White"

W.D. Cameron White
Chief Executive Officer

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the proxy in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.