

X014836  
\$ 499,999.50  
April 24, 2007

**Form 45-106F1**  
**Report of Exempt Distribution**

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

**Issuer Information**

**Item 1:** THUNDER SWORD RESOURCES INC.  
6031 Tranquille Place  
Richmond, B.C., V7C 2T2  
Telephone No. 604-275-8222

**Item 2:** The Issuer is a reporting issuer in the Provinces of British Columbia and Alberta.

**Item 3:**

- ☐ Bio-tech  
☐ Financial Services  
☐ investment companies and funds  
☐ mortgage investment companies  
☐ Forestry  
☐ Hi-tech  
☐ Industrial

- Mining  
☒ exploration/development  
☐ production  
☐ Oil and gas  
☐ Real estate  
☐ Utilities  
☐ Other (describe)

B.C. Securities  
Commission  
2007 MAY 14 PM 12:18  
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**Details of distribution**

**Item 4:** Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

**Item 5:** State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**April 24, 2007**

**Item 6:** For each security distributed:

- (a) describe the type of security,

**Units, each Unit consisting of one fully paid and non-assessable common share in the capital of the Issuer and one non-transferable share purchase warrant**

- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

**333,333 Units – the 333,333 warrants expiring April 23, 2009.**

(c) state the exemption(s) relied on.

**Section 2.3(2) of NI 45-106**

**Item 7:** Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	1	\$1.50	\$499,999.50
<b>Total number of Purchasers</b>	1		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			\$499,999.50

**Note 1:** If securities are issued at different prices list the highest and lowest price the securities were sold for.

**Commissions and finder's fees**

**Item 8:** Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				Total dollar value of compensation (Canadian \$)
	Cash (Canadian \$)	Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
N/A					

**Item 9:** If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The

"Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

**Item 10:**

**Certificate**

On behalf of the issuer, I certify that the statements made in this report are true.

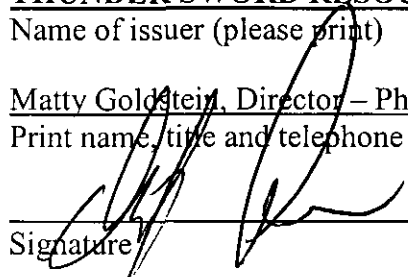
Date: April 30<sup>th</sup>, 2007.

**THUNDER SWORD RESOURCES INC.**

Name of issuer (please print)

Matty Goldstein, Director – Ph: 604-275-8222

Print name, title and telephone number of person signing

  
Signature

**Item 11:** State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

N/A

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**