

Thundermin Announces Closing of Private Placement

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TORONTO, ONTARIO -- (Marketwired - Sept. 19, 2013) - [Thundermin Resources Inc.](#) (the "Corporation" or "Thundermin") (TSX:THR) announces that it has completed its previously announced non-brokered private placement offering of units (the "Units") at a price of \$0.02 per Unit, for gross proceeds of \$220,000 (the "Private Placement"). Each Unit was comprised of one common share in the capital of the Corporation (a "Common Share") and one Common Share purchase warrant (each, a "Warrant"). Each Warrant is exercisable to acquire a Common Share at an exercise price of \$0.04 per Common Share for a period of two years from the date of issuance. The Units were offered and sold solely to certain directors and officers of the Corporation.

The proceeds from the Private Placement will be used to address immediate liquidity concerns and for general corporate purposes.

Financial Hardship Exemption

As the number of Common Shares (or rights to acquire Common Shares) issued to insiders of the Corporation pursuant to the Private Placement exceeds 10% of the currently issued and outstanding Common Shares, Thundermin would ordinarily be required to obtain disinterested shareholder approval pursuant to the applicable policies of the Toronto Stock Exchange (the "TSX"). However, the Corporation has applied for and obtained an exemption from the requirement to obtain such shareholder approval on the basis of financial hardship pursuant to the provisions of Section 604(e) of the TSX Company Manual.

Related Party Transaction and Other Insider Disclosure

Mr. James W. Gill, a director and Chairman of the Board of Thundermin, directly acquired 5,500,000 Units at an aggregate subscription price of \$110,000. Prior to the completion of the Private Placement, Mr. Gill owned or exercised direction or control over: (a) 1,369,034 Common Shares, and (b) stock options exercisable to acquire 500,000 Common Shares. Accordingly, following the completion of the Private Placement, Mr. Gill owns or exercises direction or control over an aggregate of (a) 6,869,034 Common Shares, (b) stock options exercisable to acquire 500,000 Common Shares, and (c) 5,500,000 Warrants. Assuming the exercise in full of the stock options and Warrants owned by him, Mr. Gill would beneficially own or exercise control or direction over an aggregate of 12,869,034 Common Shares representing approximately 11.78% of the then issued and outstanding Common Shares (on a partially diluted basis assuming no other convertible securities of the Corporation are exercised).

The Units were acquired by Mr. Gill for investment purposes. Mr. Gill may from time to time acquire additional securities of Thundermin, dispose of some or all of the existing or additional securities he holds or will hold, or may continue to hold his current position.

An early warning report respecting the acquisition by Mr. Gill will be filed as required by applicable Canadian securities laws and a copy of such report may be obtained by contacting Mr. John B. Heslop, the President and Chief Executive Officer of Thundermin at 647.344.1167.

In light of the fact that all subscribers under the Private Placement were insiders of Thundermin, the Private Placement is considered to be a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Corporation has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the related party transaction based on the fact that the fair market value of the related party participation in the Private Placement did not exceed 25% of Corporation's market capitalization prior to the completion of the Private Placement.

Further Details

Further details regarding the Private Placement and the financial hardship exemption application are

available in the press release issued by the Corporation on September 5, 2013, a copy of which is available under the Corporation's profile on SEDAR (www.sedar.com).

About Thundermin

For further information on Thundermin, please visit Thundermin's website at www.thundermin.com or the SEDAR website at www.sedar.com.

Certain statements in this press release may constitute "forward-looking statements" reflecting Thundermin's current beliefs, plans, estimates and expectations including with respect to the use of proceeds from the Private Placement. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation or the combined companies to be materially different from any performance or achievement expressed or implied by such "forward-looking statements". Except as required by applicable laws, Thundermin undertakes no obligation to update any forward-looking statements for any reason after the date hereof to conform these statements to actual results or to changes in its expectations.

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