

**THUNDERBIRD RESORTS INC.**

**NOTICE OF MEETING  
AND  
MANAGEMENT  
INFORMATION CIRCULAR**

**FOR**

**ANNUAL GENERAL & SPECIAL MEETING  
OF SHAREHOLDERS**

**To Be Held On**

**June 4, 2010  
1:00 p.m. Costa Rica Time**

**In**

**San Jose, Costa Rica**

**THUNDERBIRD RESORTS INC.**  
**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING**

NOTICE IS HEREBY GIVEN THAT an annual general and special meeting of the shareholders (the “**Meeting**”) of Thunderbird Resorts Inc. (“**Thunderbird**”) will be held at 100 metros norte, 125 oeste del Rest El Chicote, Casa esquinera a mano derecha, 2 pisos, Sabana Norte, San José, Costa Rica on Friday, June 4, 2010, at the hour of 1:00 p.m. Costa Rica time for the following purposes:

1. To receive and consider the financial statements of Thunderbird together with the auditor's report thereon for the financial year ended December 31, 2009;
2. To appoint the auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor; if the appointed auditor resigns at any point during the ensuing year, to authorize the directors to appoint an interim auditor to serve for the period prior to the next annual general meeting;
3. To determine the number of directors and elect directors for the ensuing year;
4. To consider and, if thought advisable, to pass a special resolution to ratify and approve all previous acts and deeds by the directors since the beginning of the last meeting of stockholders;
5. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

This Notice is accompanied by a form of Proxy and Management Information Circular, which sets forth the details of the matters proposed to be put before the meeting. Holders of record of common shares at the close of business on April 30, 2010 are entitled to receive notice of the meeting and will be entitled to vote the common shares except to the extent that (i) the shareholder has transferred any such shares since the close of business on April 30, 2010, and (ii) the transferee of such shares produces properly endorsed share certificates or otherwise establishes that the transferee owns such shares and demands, not later than ten (10) days before the meeting, by written notice to Thunderbird, that the transferee’s name be included on the list of holders of shares entitled to vote at the Meeting, in which case the transferee will be entitled to vote such shares at the Meeting.

DATED effective this 11<sup>th</sup> day of May 2010

**BY ORDER OF THE BOARD OF DIRECTORS,**



Jack R. Mitchell  
President and Chief Executive Officer

**If you cannot be present to vote in person at the Meeting, please complete and sign the enclosed form of proxy and return it in the envelope provided.** Reference is made to the accompanying Management Information Circular for further information regarding completion and use of the proxy and other information pertaining to the Meeting.

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**THUNDERBIRD RESORTS INC.  
INFORMATION CIRCULAR**

FOR CANADIAN SHAREHOLDERS  
STOCK EXCHANGE LISTINGS AND REPORTING ISSUER STATUS

Thunderbird Shares are listed and posted for trading on the Euronext Amsterdam N.V. in the Netherlands under the symbol "TBIRD".

As of January 1, 2010, Thunderbird evaluated its standing as a "designated foreign issuer" as such term is defined by the Canadian Securities Administrators' *National Instrument 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* and determined Thunderbird continues to be a designated foreign issuer in Canada at this time. This evaluation was performed by the Managing Director and the Chief Financial Officer with the assistance of other Thunderbird personnel to the extent necessary and appropriate. Thunderbird is subject to the foreign regulatory requirements of the Euronext Amsterdam NV and the Netherlands Authority for the Financial Markets ("AFM").

As a designated foreign issuer, Thunderbird is only required to comply with the foreign disclosure requirements of the foreign regulatory authority having jurisdiction which is the Euronext Amsterdam NV and the AFM. This includes the content and the preparation of this Information Circular. Thunderbird as a designated foreign issuer is exempt from most of the continuous disclosure requirements of Canadian securities legislation, as well as certain other requirements, including insider reporting and early warning reporting, provided Thunderbird complies with the continuous disclosure requirements of the Netherlands. Thunderbird as a designated foreign issuer may also prepare its financial statements under International Financial Reporting Standards or accounting principles that meet the non-Canadian disclosure requirements to which Thunderbird is subject.

GENERAL PROXY INFORMATION

**Solicitation of Proxies**

This Information Circular, dated as of May 11, 2010, is furnished in connection with the solicitation of proxies by the management of Thunderbird Resorts Inc. ("**Thunderbird**") for use at the Annual General and Special Meeting of the shareholders of Thunderbird (the "**Meeting**") to be held on Friday, June 4, 2010 at the place and time and for the purpose set forth in the Notice of Annual General and Special Meeting and at any adjournments thereof. Solicitation of proxies will be primarily by mail but proxies may also be solicited personally, by fax, internet transmittal and/or by telephone by directors, officers or regular employees of Thunderbird. The cost of any solicitation will be borne by Thunderbird.

**Who Can Vote, Record Date and Voting Shares**

The Board of Directors of Thunderbird has fixed the close of business on April 30, 2010 as the record date for the purposes of determining the holders of common shares entitled to receive notice of and to vote at the Meeting (the "**Record Date**"). In accordance with the provisions of the British Virgin Islands *Business Companies Act, 2004*, as amended, Thunderbird has requested its transfer agent to prepare a list of the holders of common shares on the Record Date. Each holder of common shares named in the list will be entitled to vote the common shares shown opposite his or her name on the list at the Meeting, except to the extent that:

- (a) the shareholder has transferred any of his or her common shares after the date on which the list was prepared; and

- (b) the transferee of those common shares produces properly endorsed share certificates or otherwise establishes that he or she owns such common shares and demands not later than ten (10) days before the Meeting that his or her name be included in the list before the Meeting, in which case the transferee is entitled to vote his or her common shares at the Meeting.

As of the Record Date, Thunderbird had 19,829,746 common shares (“**Common Shares**”) issued and outstanding. The holders of Common Shares are entitled to one vote for each Common Share held. In order to be effective, each ordinary resolution to be submitted to shareholders at the Meeting must be approved by the affirmative vote of at least 50% plus one of the votes cast thereon and each special resolution must be approved by the affirmative vote of at least 66% of the votes cast thereon.

### **How You Can Vote**

If you are a registered shareholder (i.e. your Common Shares are held in your name) you may vote your Common Shares either by attending the Meeting in person or, if you do not plan to attend the Meeting, by completing the proxy and following the delivery instructions contained in the form of proxy and this management proxy Information Circular.

### **Appointment of Proxyholder**

The persons named in the accompanying form of proxy are the Director, President and Chief Executive Officer as well as the Director, Vice President and General Counsel and also the Vice President Corporate Development of Thunderbird. You may also appoint some other person (who need not be a shareholder of Thunderbird) to represent you at the Meeting either by inserting such other person's name in the blank space provided in the form of proxy or by completing another suitable form of proxy.

### **Proxy Voting Options**

Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders may vote by proxy as follows: by mail or fax, by telephone or over the Internet.

Submitting a proxy by mail or fax or over the Internet are the only methods by which a shareholder may appoint a person as proxy other than appointing the director of Thunderbird named on the form of proxy.

### **Mail**

All registered shareholders should deliver their proxies by hand or mail to Computershare Trust Company of Canada, by mail or by hand delivery at their offices at, Computershare Investor Services Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, not later than 1:00 p.m. EDT on June 2, 2010.

### **Telephone**

The option to submit a proxy by telephone is offered only in Canada and in the United States. Registered shareholders electing to submit a proxy by telephone require a touch-tone telephone. The telephone number to call is: 1-866-732-8683. Shareholders must follow the instructions, use the form of proxy received from Thunderbird and provide the ID and Code numbers located beside their name on the proxy form on the lower left-hand side. If the ID and Code numbers are not on the proxy form, they will be on the back of the flyer enclosed with this Information Circular. Instructions are then conveyed by use of the touch-tone selections over the telephone.

## **Internet**

Registered shareholders electing to submit a proxy over the Internet must access the website: <http://www.investorvote.com>.

Registered shareholders must then follow the instructions and refer to the proxy form received from Thunderbird which contains the ID and Code numbers, located on the proxy form. Voting instructions are then conveyed electronically by the shareholder to Thunderbird over the Internet.

Non-registered shareholders, that is, those whose shares are held in “**nominee**” name, usually banks, trust companies, securities brokers or other financial institutions, will be provided with voting instructions by the nominee. Please see further instructions under the heading “Advice to Beneficial Holders of Common Shares” below.

## **Advice to Beneficial Holders of Common Shares**

The information set forth in this section is of significant importance to many shareholders of Thunderbird, as a substantial number of shareholders do not hold shares in their own name. Shareholders who do not hold their shares in their own name (the “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders whose names appear on the records of Thunderbird as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder’s name on the records of Thunderbird. Such Common Shares will more likely be registered under the names of the shareholder’s broker or an agent of that broker. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust and Clearing Corporation (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.

Applicable regulatory policies require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by Thunderbird. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge typically applies a special sticker to proxy forms, mails those forms to the Beneficial Shareholders and requests the Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge proxy cannot use that proxy to vote Common Shares directly at the Meeting - the proxy must be returned to Broadridge, as the case may be, well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxy holder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxy holder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the

broker's agent), in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request, in writing, that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend the Meeting and vote his or her Common Shares.

### **Revocation of Proxies**

You may revoke your proxy by:

- delivering, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, a written notice of revocation duly executed to Computershare Investor Services Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 or to the head offices of Thunderbird at Calle Alberto Navarro, El Cangrejo, Apartado 0823-00514, Panama, Republic of Panama; or
- advising the Chairman of the Meeting that you are voting in person at the Meeting; or
- any other manner provided by law.

Your revocation of a proxy will not affect a matter on which a vote has already been taken.

### **Exercise of Discretion**

The nominees named in the accompanying form of proxy will vote or withhold from voting the shares represented by the proxy in accordance with your instructions. The proxy grants the nominees the discretion to vote on:

- each matter or group of matters identified in the proxy where you do not specify how you want to vote;
- any amendment to or variation of any matter identified in the proxy; and
- any other matter that properly comes before the Meeting.

**If on a particular matter to be voted on, you do not specify in your proxy the manner in which you want to vote, your shares will be voted for the approval of such matter.**

As of the date of this Information Circular, management of Thunderbird knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting, each nominee intends to vote thereon, in accordance with the nominee's best judgment.

## PRINCIPAL SHAREHOLDERS

To the best of the knowledge of the directors and officers of Thunderbird, as of the date of this Information Circular, the only persons or companies who beneficially own, directly or indirectly, equity shares carrying more than 10% of the voting rights attached to all equity shares of Thunderbird are as follows:

<b><u>Name and Municipality of Residence</u></b>	<b><u>No. of Common Shares Outstanding or Controlled</u></b>	<b><u>Percentage of Common Shares</u></b> <sup>(1)</sup>
CEDE & Co. New York, NY <sup>(2)</sup>	17,651,282	89.01%

- Notes:** (1) Based on 19,829,746 Common Shares issued and outstanding as of April 30, 2010  
(2) CEDE is a depository trust company for various US and Canadian brokerage firms.

The only shares issued and outstanding in the capital of Thunderbird are the Common Shares which total 19,829,746 as of the Record Date. Of those shares, as of the Record Date, the directors and senior officers, as a group, beneficially own, directly or indirectly, and control 1,603,880 Common Shares which represent approximately 10.6% of the issued Common Shares of Thunderbird. These directors and officers also hold stock options exercisable for up to 448,496 additional Common Shares of Thunderbird.

The directors and senior officers of Thunderbird have no knowledge of any other person who beneficially owns, directly or indirectly, voting securities of Thunderbird carrying more than 10% of the voting rights attached to all securities of Thunderbird. However, this information is not reasonably within the power of the directors and senior officers to ascertain or procure for a number of reasons, including the fact that many persons who appear as registered shareholders are in fact not Beneficial Shareholders and many persons who become beneficial owners of Thunderbird's shares do not register such shares in their name.

## BUSINESS OF THE MEETING

### **1. Annual Report and Financial Statements**

Pursuant to the British Virgin Islands *Business Companies Act, 2004*, as amended, the directors will place before the shareholders at the Meeting the audited financial statements of Thunderbird for the fiscal year ended December 31, 2009 and the auditor's report thereon, as presented in the 2009 Annual Report of Thunderbird. Shareholder approval is not required in relation to the Annual Report and the financial statements.

### **2. Appointment of Auditors**

At the Meeting, the shareholders will be asked to vote for the appointment of Grant Thornton UK LLP, of London, UK, as the auditors of Thunderbird, to hold office until the next annual general meeting of shareholders and to authorize the Board of Directors to fix the remuneration paid to the auditors. Grant Thornton UK LLP was first appointed as auditors of Thunderbird by the Board of Directors of Thunderbird on March 3, 2009.

At the Meeting, the shareholders will be asked to vote for the appointment of the auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor; If the appointed Auditor resigns at any point during the ensuing year to authorize the directors to appoint an interim auditor to serve for the period prior to the next AGM. **The persons designated in the enclosed Proxy intend to vote the common shares represented by such Proxy FOR a resolution re-appointing Grant Thornton UK LLP, Chartered Accountants as auditors of Thunderbird, to hold office until the next annual meeting of shareholders and authorizing the directors to fix the remuneration of the auditors, unless the shareholder who has given such Proxy has directed that the common shares be withheld from voting in respect of the appointment of auditors.**

### **3. Election of Directors**

The Articles of Thunderbird provide for a minimum of three (3) and a maximum of twelve (12) directors. Management is seeking shareholder approval to determine the number of directors of Thunderbird at seven for the ensuing year. The resolution setting the number of directors must be passed by a simple majority of the votes cast with respect to the resolution by the shareholders present in person or by proxy at the Meeting. **The persons designated in the enclosed Proxy, unless instructed otherwise, intend to vote FOR setting the number of directors to be elected at the meeting at seven.**

The directors of Thunderbird are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. **Unless the authority to do so is withheld, the persons designated in the enclosed Proxy intend to vote FOR the election of Messrs. Jack Mitchell, Salomon Guggenheim, Franz Winkler, Albert Atallah, Joaquin L. Daly, Douglas Vicari, and Roberto de Ocampo as directors of Thunderbird for the ensuing year.**

If prior to the Meeting any vacancies occur in the slate of nominees listed below, unless the authority to do so is withheld, it is intended that discretionary authority shall be exercised to vote the common shares represented by the Proxies solicited in respect of the Meeting for the election of such other person or persons as directors in accordance with the best judgment of management. Management is not aware that any of such nominees would be unwilling or unable to serve as a director if elected.

Management of Thunderbird proposes to nominate each of the following persons for election as a director. All the proposed nominees' names below have consented in writing to serve as directors if elected. As of May 11, 2010, information concerning such persons, as furnished by the individual nominees, is as follows:

Name, state/province/country of residence and position	Principal occupation, business or employment and, if not a previously elected director, occupation, business or employment during the past five years	Director from	Approximate number of common shares beneficially owned, directly or indirectly, or controlled or directed <sup>(2)</sup>
Jack Mitchell <sup>(3)</sup> Panama City, Panama CEO, President and Director	CEO and President of Thunderbird since 1997.	April 1997	868,484
Salomon Guggenheim <sup>(1)</sup> Baech, Switzerland Director	Self-employed since January 2002.	June 2002	181,532
Albert Atallah San Diego, CA General Counsel, Vice President and Director	General Counsel and Vice President of Thunderbird since 1997.	July 1997	164,699
Joaquin L. Daly <sup>(1)</sup> Lima, Peru Director	Managing Director and Senior Partner in the Peru Office of Provicapital since 2006.	November 2007	3,333
Douglas Vicari <sup>(1)</sup> Oradell, NJ Director	Self employed consultant since July 2007.	November 2007	3,333
Roberto de Ocampo <sup>(1)</sup> Manila, Philippines Director	Member of the Asian Institute of Management's Board of trustees and is chairman of the Board of advisors of the Center for Public Finance and Regional Economic Cooperation.	November 2007	3,333
Franz Winkler Switzerland <sup>(1)</sup>	Partner with Diem Clientpartner in Switzerland since 2002 where he is responsible for portfolio management	To be voted on at meeting	40,000

**Notes:** (1) Member of the Audit Committee.  
(2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised as at May 11, 2010,

is based on information furnished to Thunderbird by individual director.

- (3) Jack Mitchell gifted 868,484 common shares to Inversiones San Gabriel, S.A.

### **Cease Trade Orders and Sanctions**

To the best of Thunderbird's knowledge, no proposed director of Thunderbird is at the date hereof, or within the ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including Thunderbird) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, which was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

### **Bankruptcies**

To the best of Thunderbird's knowledge, no proposed director of Thunderbird is at the date hereof, or within the ten years prior to the date hereof has been, a director or executive officer of any company (including Thunderbird) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the best of Thunderbird's knowledge, no proposed director has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

### **Penalties and Sanctions**

To the best of Thunderbird's knowledge, no proposed director has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

### **4. Ratification of Previous Acts and Deeds**

Management of Thunderbird will be seeking shareholder ratification and approval of all previous acts and deed by the directors, since the last meeting of shareholders held by Thunderbird.

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

All previous acts and deeds by the directors since the last meeting of shareholders held by Thunderbird be hereby ratified and approved.”

**It is the intention of the persons named in the enclosed Proxy, in the absence of instructions to the contrary, to vote the Proxy FOR of the special resolution ratifying and approving all the previous acts and deeds by the directors since the last meeting of shareholders.**

## **5. Other Matters**

It is not the intention of the management of Thunderbird to bring any other matters before the Meeting other than those matters referred to in this Information Circular. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Common shares represented thereby in accordance with their best judgment on such matter.

### EXECUTIVE COMPENSATION

#### **Executive Compensation Committee**

The Compensation Committee of the Board (the “**Compensation Committee**”) is composed of five outside Directors: Salomon Guggenheim, Reto Heierli, Douglas Vicari, Joaquin Daly and Roberto F. de Ocampo who are all: (i) not current or former officers or employees of Thunderbird; (ii) not entitled to participate in Thunderbird's management compensation programs; and (iii) unrelated under Thunderbird. The Compensation Committee ensures that Thunderbird has a high caliber executive management in place and a total compensation plan that is competitive, motivating and rewarding for participants. The Compensation Committee reviews and makes recommendations to the Board of Directors regarding all matters pertaining to the compensation, benefits and performance of all senior executives of Thunderbird (including the Chief Executive Officer (“**CEO**”), the President, Vice-Presidents and any group of senior employees or consultants identified by the Compensation Committee from time to time), this group being referred to as the “**Senior Management Group**”.

The Compensation Committee makes recommendations with respect to the remuneration of the Board and the board of directors of any affiliates. In addition, the Compensation Committee oversees and supervise any share purchase plan, share option plan, bonus participation and any other like plan.

Thunderbird's compensation plans for executive officers are designed to attract and retain executives critical to the success of Thunderbird, to ensure that executive compensation is linked to both individual and corporate performance and that it focuses executives on the key business factors that affect shareholder value.

The compensation of Thunderbird's CEO for the 2009 fiscal year was established by the Compensation Committee. The Compensation Committee intends to continue to monitor the CEO's compensation plans, taking into account the CEO's shareholdings, to ensure that the resulting compensation is appropriately linked to the performance of Thunderbird and the returns to shareholders.

#### **Named Executive Officers**

“Named Executive Officer” includes the CEO, CFO and the three most highly paid executive officers whose total salary and bonuses exceed \$150,000 during the most recently completed financial year. In addition, disclosure is required for any directors and officers whose total salary and bonus during the most recently completed financial year was \$50,000 or more.

During the fiscal year ended December 31, 2009, Thunderbird had five Named Executive Officers: Jack R. Mitchell, the President and Chief Executive Officer and a director of Thunderbird; Albert W. Atallah, General Counsel, Vice President and a director of Thunderbird; Michael G. Fox, Chief Financial Officer and Corporate Secretary; and Tino Monaldo, Vice President – Corporate Development; Raul Sueiro, Vice President – Asian and European Operations.

## Summary Compensation Table

The following table sets forth the compensation awarded, paid to or earned by Thunderbird's Named Executive Officers during the fiscal year ended December 31, 2007 through December 31, 2009.

SUMMARY COMPENSATION TABLE <sup>(1)</sup>									
Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(2)(3)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) <sup>(4)</sup>	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Jack R. Mitchell President, CEO and Director	2009	\$600,000	N/A	Nil	Nil	N/A	Nil	\$72,152	\$672,152
	2008	\$600,000	N/A	\$840,000	Nil	N/A	Nil	\$115,287	\$1,555,287
	2007	\$281,538	N/A	\$177,067	\$1,655,318	N/A	Nil	\$261,539	\$2,375,462
Albert Atallah General Counsel, COO, Vice President and Director	2009	\$225,000	N/A	Nil	Nil	N/A	Nil	\$7,464	\$232,464
	2008	\$225,000	N/A	\$128,331	Nil	N/A	Nil	\$53,005	\$296,338
	2007	\$181,731	N/A	\$41,638	\$337,000	N/A	Nil	\$50,000	\$593,814
Michael G. Fox Chief Financial Officer and Corporate Secretary	2009	\$325,000	N/A	Nil	Nil	N/A	Nil	\$37,412	\$362,412
	2008	\$325,000	N/A	\$700,000	Nil	N/A	Nil	\$24,000	\$449,000
	2007	\$145,000	N/A	\$69,167	\$512,500	N/A	Nil	\$68,043	\$767,209
Tino Monaldo Vice President – Corporate Development	2009	\$325,000	N/A	Nil	Nil	N/A	Nil	\$53,596	\$378,596
	2008	\$325,000	N/A	\$711,669	Nil	N/A	Nil	\$52,000	\$478,667
	2007	\$25,000	N/A	\$89,372	\$487,500	N/A	Nil	\$206,833	\$784,416
Raul Sueiro Vice President - Asian and European Operations	2009	\$180,000	N/A	Nil	\$11,625	N/A	Nil	Nil	\$191,625
	2008	\$180,000	N/A	\$466,669	Nil	N/A	Nil	Nil	\$246,667
	2007	\$112,500	N/A	\$16,600	\$200,000	N/A	Nil	\$7,600	\$330,100

- Notes:**
- (1) These monies were paid or were otherwise accrued in United States dollars.
  - (2) Granted date fair value of the award, calculated using the Black Scholes method principally because all securities are perfectly divisible, there are no restrictions on short selling and there is arbitrage opportunity.
  - (3) Includes options granted as well as stock granted. The number of options has been adjusted in prior periods for the one-for-three reverse stock split.
  - (4) These monies were paid as directors' fees, commissions for private financing secured, and consulting fees.

Compensation paid to Thunderbird's CEO and CFO during the fiscal year ended December 31, 2009 consisted of salaries and option-based awards. No other compensation was paid to these individuals during the fiscal year.

In determining whether to grant options to executive officers of Thunderbird, management proposes a number of options to be granted based on an executive officer's individual performance, and the performance of Thunderbird based on that individual's activities. The Board of Directors has final approval for any such proposals.

### **Equity Incentive Plans**

#### **2007 Equity Incentive Plan**

Thunderbird has a 2007 Equity Incentive Plan ("**Equity Plan**") which allows the award of cash or stock compensation in addition to regular salaries, but no awards were made under the plan to the Named Executive Officers during Thunderbird's most recently completed fiscal year.

Our Equity Plan is designed to enable us and our affiliates to obtain and retain the services of the types of employees, consultants and directors who will contribute to our long-term success and to provide incentives that are linked directly to increases in share value which will inure to the benefit of all of our shareholders. We reserved approximately 1.0 million common shares for the issuance of awards under the Equity Plan of which 0.5 million have been issued and 0.5 million are available for issuance.

The Equity Plan is administered by our Board of Directors or a committee designated by the Board of Directors (in either case, referred to as the "**Administrator**"). The Administrator has the power and authority to select Participants (as defined below) in the Equity Plan and grant Awards (as defined below) to such Participants pursuant to the terms of the Equity Plan. All decisions made by the Administrator pursuant to the provisions of the Equity Plan shall be final and binding on us and the Participants.

Awards may be granted to employees, Directors and, in some cases, consultants ("**Participants**"), provided that incentive stock options may be granted only to employees. Awards may be in the form of options (incentive stock options and non statutory stock options), restricted stock, restricted stock units, performance compensation awards and stock appreciation rights (collectively, "**Awards**").

In 2009 no new stock grants were awarded.

#### **Long-term incentive compensation program**

We also have a long term incentive compensation program, which is overseen by the Compensation Committee of our Board of Directors. Under this program, which terminates on 31 December 2012, unless extended, we will pay certain members of our management team an aggregate annual incentive fee equal to 10 percent of the amount by which our After Tax Cash Flow ("**ATCF**") in each fiscal year exceeds a 20 percent cumulative, non-compounding hurdle amount. The hurdle amount is calculated annually based on our total "invested capital," which is defined as the sum of the weighted average gross proceeds per share of all ordinary share issuances to the date of measurement to the date of measurement (with each issuance weighted by both the number of shares, as applicable, issued in such offering and the number of days that such issued shares or units were outstanding during the fiscal year). For this purpose, ATCF is generally defined as our net income (computed in accordance with IFRS) plus certain non-cash items, such as depreciation and amortization.

Payments under the program will be made in cash, although the Board of Directors retains the right, at its sole discretion, to make payments in the form of common shares, except in such instances Participants will receive cash in the amount needed to pay their estimated income taxes resulting from payments under the program. While the Board of Directors will be required to pay out all of the compensation due under this long-term incentive compensation program, the allocation of payments will be in the sole discretion of our Board of Directors, under the guidance of our Compensation Committee. No payments or accruals have been made under this program as the ATCF has not reached the levels required for our management team to earn this compensation.

### Outstanding Share-based Awards and Option-based Awards

The following table sets forth the options purchase securities of Thunderbird outstanding for each Named Executive Officer as at the end of the fiscal year ended December 31, 2009.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (US\$)	Numbers of options / Option expiration date	Value of unexercised in-the-money options (US\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (US\$) <sup>(1)</sup>
Jack R. Mitchell	75,000	\$2.10	01/31/2012	\$Nil	57,667	\$Nil
	106,666	\$4.98	07/25/2012	\$Nil		\$Nil
Albert Atallah	60,000	\$2.10	01/31/2012	\$Nil	22,033	\$Nil
	25,083	\$4.98	07/25/2012	\$Nil		\$Nil
Michael G. Fox	16,666	\$2.10	01/31/2012	\$Nil	20,001	\$Nil
	41,666	\$4.98	07/25/2012	\$Nil		\$Nil
Tino Monaldo	33,333	\$2.10	01/31/2012	\$Nil	12,700	\$Nil
	31,750	\$4.98	07/25/2012	\$Nil		\$Nil
Raul Sueiro	3,333	\$2.10	01/31/2012	\$Nil	4,000	\$Nil
	10,000	\$4.98	07/25/2012	\$Nil		\$Nil

**Notes:** (1) In-the-Money Options are those where the market value of the underlying securities as at the most recent fiscal year end exceeds the option exercise price. The closing market price of Thunderbird's shares as at December 31, 2009 (i.e. fiscal year end) was US \$0.81.

### **Value Vested or Earned During the Year**

The following table sets forth for each Named Executive Officer the value that would have been realized if the options granted under the 2007 Equity Incentive Plan had been exercised on their vesting date and the value earned under non-equity incentives, all during the year end December 31, 2009.

<b>Name</b>	<b>Option-based awards – Value vested during the year (US\$)</b>	<b>Share-based awards – Value vested during the year (US\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (US\$)</b>
Jack R. Mitchell	\$Nil	\$Nil	\$Nil
Albert Atallah	\$Nil	\$Nil	\$Nil
Michael G. Fox	\$Nil	\$Nil	\$Nil
Tino Monaldo	\$Nil	\$Nil	\$Nil
Raul Sueiro	\$Nil	\$Nil	\$Nil

### **Pension Plan Benefits**

As for the fiscal year ended December 31, 2009, no pension plan benefits existed for any executives in Thunderbird.

### **Other Benefits Plan**

Thunderbird does not offer a benefits plan specific to its executive officers, all employees of Thunderbird being covered under similar terms and conditions, in accordance with generally accepted market practice.

### **Employment Contracts**

In November of 2007, we entered into employment agreements with certain of our Senior Management, effective December 1, 2007. The terms and conditions of these agreements are fully described in the Group's filing of its listing prospectus with Euronext Amsterdam ([www.euronext.com](http://www.euronext.com)) on October 27, 2008. Messrs. Mitchell, Atallah, Fox, Monaldo, R. Sueiro, and A. Sueiro have agreed to waive any contractual rights each had related to cost of living adjustments called for under the employment contracts from November 2008 to November 2009. Otherwise, all terms and conditions have remained unchanged other than noted below. Effective August 1, 2009, our senior management voluntarily elected to defer 20 percent of executive salaries until the Group's cash flow meets internal targets, so the stated amounts of compensation are the total before the 20 percent reductions, which reductions are being accrued.

### **Termination and Change of Control Benefits**

A change in control in the industry that we operate in is complex and may take several months to complete. During such period, it is very important that Thunderbird has leadership that is dedicated and motivated to lead and ensure efficiency in the continuation of business operations. During the process of being acquired, the executive officers may have concerns about their future employment since their appointment depends on the decision of the Board of Directors which is elected by the shareholders. The purpose of having change in control benefits is to motivate executive officers to provide leadership into the business during such transition process when there is no certainty about their employment. Below is a description of such benefits for each of the Named Executive Officers.

Under the employment agreement with Messrs. Jack Mitchell, Alberta Atallah, Michael Fox, and Tino Monaldo, upon termination without cause or a change in control of Thunderbird, each of Messrs. Mitchell, Atallah, Fox and Monaldo are entitled to receive (i) all accrued and unpaid base compensation and bonuses, vacation, reimbursable business expenses, and car and housing allowances, (ii) a pro-rated share of his annual long-term incentive plan bonuses and any other executive bonuses that may be in place at that time, (iii) severance compensation of 2.99 times his base salary plus his bonuses (using the higher of (a) the average annual executive cash bonuses and long-term incentive plan bonuses over the previous three years or (b) the current target long-term incentive plan bonuses and any other executive cash bonuses payable for that year), (iv) continuation of medical and health insurance benefits for 18 months, (v) immediate vesting of all unvested restricted stock awards and options, and (vi) a “gross up” of any excise tax payable pursuant to Section 280G of the Internal Revenue Code (the “Code”).

Under the employment agreement with Mr. Raul Sueiro, upon termination without cause or a change in control of the Corporation, Mr. Sueiro is entitled to receive (i) all accrued and unpaid base compensation and bonuses, vacation, reimbursable business expenses, and housing allowances, (ii) severance compensation equal to one year of base salary (iii) continuation of medical and health insurance benefits for 18 months, (iv) immediate vesting of all unvested restricted stock awards and options, and (vi) a “gross up” of any excise tax payable pursuant to Section 280G of the Code.

If a change in control and a termination of employment of the Named Executive Officers had occurred at the end of the 2009 fiscal year, approximately the following severance payments would have been paid in a lump sum:

Name	Severance Lump Sum (US\$) <sup>(1)</sup>
Jack R. Mitchell	\$3,443,798
Albert Atallah	\$1,008,626
Michael G. Fox	\$1,482,542
Tino Monaldo	\$1,457,625
Raul Sueiro	\$180,000

Notes:

- (1) These amounts do not include: (i) the carrying costs of any medical and health insurance benefits, life insurance; (ii) all accrued and unpaid base compensation and bonuses, vacation, reimbursable business expenses, and car and housing allowances; or (iii) the gross up amount required for any excise payable under Section 280 of the Code.

### **Compensation of Directors**

In 2009, each non-executive director received a retainer of \$4,000 per month until October 2009. As of November 2009 the directors are now paid \$500 for each board meeting. We also reimburse all of our directors for their travel, hotel and other expenses incurred in the performance with their duties as directors, including expenses incurred in attending board meetings, committee meetings and shareholder meetings. Directors will not receive additional compensation for committee service. Non-employee directors are also reimbursed for travel and other out-of-pocket expenses incurred in attending Board or committee meetings or in otherwise being engaged on Thunderbird’s business.

Thunderbird compensates directors for their service in their capacity as directors by granting from time to time of incentive stock options in accordance with the policies of our applicable exchanges. During the most recently completed financial year, Thunderbird did not grant any incentive stock options to directors.

<b>DIRECTOR'S COMPENSATION TABLE</b>							
<b>Name</b>	<b>Fees earned (\$)</b>	<b>Share-based awards (\$)</b>	<b>Option-based awards (\$)</b>	<b>Non-equity incentive plan compensation (\$)</b>	<b>Pension value (\$)</b>	<b>All other compensation (\$)</b>	<b>Total (\$)</b>
Salomon Guggenheim	\$40,000	Nil	Nil	Nil	Nil	Nil	\$40,000
Joaquin L. Daly	\$40,000	Nil	Nil	Nil	Nil	Nil	\$40,000
Douglas Vicari	\$40,000	Nil	Nil	Nil	Nil	Nil	\$40,000
Reto Heireli	\$16,500	Nil	Nil	Nil	Nil	Nil	\$16,500
Roberto de Ocampo	\$40,000	Nil	Nil	Nil	Nil	Nil	\$40,000

#### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following sets forth information in respect of securities authorized for issuance under the Thunderbird's two stock option plans the 1997 plan and the 2005 plan. As of November 20, 2007 issuance of new options under these plans ceased and a new 2007 equity incentive plan was put in place. Total shares outstanding under these three plans as at December 31, 2009 was 664,650.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(1)</sup>
Equity compensation plans approved by securityholders	664,650	US\$3.74	604,280
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
<b>Total</b>	<b>664,650</b>	<b>US\$3.74</b>	<b>604,280</b>

**Note:** (1) Thunderbird is authorized to issue stock options entitling the holders to acquire, in the aggregate up to 1,104,280 common shares under its Equity Plan.

#### INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

During the last completed fiscal year, no director, executive officer, senior officer or nominee for director of Thunderbird or any of their associates has been indebted to Thunderbird or any of its subsidiaries, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit, or other similar arrangement or understanding provided by Thunderbird or any of its subsidiaries.

#### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of Thunderbird, no informed person or nominee for election as a director of Thunderbird, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of Thunderbird's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect Thunderbird or any of its subsidiaries other than as set out herein. We define an

“informed person” means a director or executive officer of Thunderbird, or any person or company who beneficially owns, directly or indirectly, voting securities of Thunderbird or who exercises control or direction over voting securities of Thunderbird carrying more than 10% of the voting rights attached to all outstanding voting securities of Thunderbird, other than voting securities held by the person or company as underwriter in the course of a distribution

During the financial year ended December 31, 2009:

- A director of Thunderbird received compensation under a consulting agreement in the amount of \$78,000 for December 31, 2009 (2008 - \$78,000), and received commissions from the successful securitization of loans payable, in the amount of \$Nil for December 31, 2009 (2008 - \$25,000).
- Directors of Thunderbird in the aggregate have loaned various amounts to Thunderbird totaling \$340,000 (2008 - \$351,000).
- The Chief Financial Officer and Corporate Secretary of Thunderbird owns indirectly 10% of Angular Investments S.A., which owns 50 percent of the Costa Rican holding company which owns 100 % of the Costa Rican operating entity, 41.5% of Thunderbird Gran Entretenimiento, S.A., the owner of the flagship property in Costa Rica, 50% of the Tres Rios Casino Entity, 35.5% of the Tres Rios Property Owner and 35.5% of the Tres Rios Hotel Company.
- Thunderbird employs immediate family members of the President of Thunderbird who is also a director of Thunderbird. Aggregate compensation as of December 31, 2009 these immediate family members totaled \$585,048.96 (2008 - \$490,000).

#### MANAGEMENT CONTRACTS

None of the management functions of Thunderbird are to any substantial degree performed by persons other than the senior executives of Thunderbird.

#### STATEMENT OF CORPORATE GOVERNANCE PRACTICES

##### **General**

Our Board of Directors consists of seven Directors (elected each year at the annual shareholders meeting), of whom five (Messrs. Guggenheim, Heierli, Daly, de Ocampo and Vicari) are independent. Independence determinations were made by our Board of Directors using the current guidelines of the New York Stock Exchange for companies listed on that exchange. In making those determinations, our Board of Directors considered many factors, including certain relationships between Messrs. de Ocampo and Guggenheim and us that our Board of Directors determined were immaterial and/or not compromising of such persons' independence. Members of our Board of Directors serve for a one-year term, which expires at each annual meeting.

Thunderbird believes that good corporate governance improves corporate performance and benefits all shareholders. Our corporate governance practices are presented below.

##### **Board of Directors**

Thunderbird's board of directors is composed of a majority of independent directors. A director's independence is if he or she has no direct or indirect material relationship with Thunderbird. A material relationship is a relationship which could, in the view of the board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment:

- (a) The independent members of the Board of Directors of Thunderbird are: Salomon Guggenheim, Reto Heierli, Douglas Vicari, Joaquin Daly and Roberto F. De Ocampo; and
- (b) The non-independent directors are Jack R. Mitchell (President and Chief Executive Officer) and Albert W. Atallah (General Counsel and Vice President).

The Board of Directors supervises the management of the business and affairs of Thunderbird. More specifically, the Board of Directors has a mandate to provide guidance to Thunderbird's management in the following areas:

- (a) long-term strategic planning;
- (b) risk analysis and monitoring of risk management systems;
- (c) overseeing the appointment and training of senior management and monitoring their performance, including succession planning;
- (d) establishing and monitoring Thunderbird's communications policy as implemented by Thunderbird's investor relations personnel and ensuring that they address the feedback and concerns of shareholders in particular;
- (e) ensuring the integrity of Thunderbird's systems for internal controls and management information;
- (f) developing and implementing Thunderbird's corporate governance guidelines;
- (g) reviewing management's performance on a regular basis, being at least annually;
- (h) reviewing Thunderbird's business plan on a regular basis, being at least annually;
- (i) reviewing and approving the terms of all debt and equity financings, mergers,
- (j) acquisitions and divestitures and the granting of incentive stock options;
- (k) reviewing and approving the quarterly and annual financial statements;
- (l) calling shareholders' meetings;
- (m) reviewing and approving all major public disclosure documents; and
- (n) appointing members to the various committees.

The Board of Directors is aware of the expectations of the applicable rules and laws of the applicable exchanges regarding corporate governance and it conducts itself, to the best of its ability, in a manner consistent with those expectations.

### **Orientation and Continuing Education**

When new directors are appointed, they receive orientation on Thunderbird's business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by Thunderbird's management and employees to give the directors additional insight into Thunderbird's business.

### **Ethical Business Conduct**

Directors, officers and employees are required as a function of their directorship, office or employment to structure their activities and interests to avoid conflicts of interest and potential conflicts of interest and refrain from making personal profits from their positions. The Board does not consider it necessary at this time to have a written policy regarding ethical conduct.

### **Committees of the Board**

Our Board of Directors has established an Audit Committee, a Nominating and Governance Committee and a Compensation Committee. Each such committee has five Directors and is composed exclusively of Directors which are independent.

#### ***Audit Committee***

Our Audit Committee consists of Messrs. Guggenheim, Heierli, Daly, de Ocampo and Vicari. Mr. Vicari is the chairman of our Audit Committee and is an "Audit Committee financial expert," as that term is defined by the U. S. Securities and Exchange Commission. The audit committee is responsible for engaging independent public accountants, reviewing with the independent public accountants the plans and results of the audit engagement, approving professional services provided by the independent public accountants, reviewing the independence of the independent public accountants, considering the range of

audit and non-audit fees our compliance with legal and regulatory requirements and reviewing the adequacy and integrity of our internal accounting controls.

### ***Compensation Committee***

Our Compensation Committee consists of Messrs. Guggenheim, Heierli, Daly, de Ocampo and Vicari. Mr. Guggenheim is the chairman of this committee, which reviews and approves, or makes recommendations to the Board of Directors with respect to Senior Management's and Directors' (who are not employees) compensation, and our long-term incentive compensation program and equity incentive plans.

### ***Nominating and Governance Committee***

Our Nominating and Governance Committee consists of Messrs. Guggenheim, Heierli, Daly, de Ocampo and Vicari. Mr. de Ocampo is the chairman of this Committee, which is responsible for, among other things, seeking, considering and recommending to the Board of Directors qualified candidates for election as Directors and recommending nominees for election at our annual meeting, recommending the composition of Committees of our Board, developing our corporate governance guidelines and policies and adopting a code of business conduct and ethics.

### ***Vacancies on our Board of Directors***

Our charter provides that any and all vacancies on our Board of Directors may be filled only by the affirmative vote of a majority of the remaining Directors in office, even if the remaining Directors do not constitute a quorum, and any Director elected to fill a vacancy shall serve for the remainder of the full term of the Directorship in which such vacancy occurred and until a successor is elected and qualified.

Any Director may resign at any time and may be removed with cause by our stockholders upon the affirmative vote of at least two-thirds of all the votes entitled to be cast for the election of Directors or without cause by our stockholders upon the affirmative vote of at least two-thirds of all the votes entitled to be cast for the election of Directors.

### **Shareholder Communication**

Management is available for shareholders to respond to questions and concerns on a prompt basis. Management believes that its communications with shareholders and others, interested in Thunderbird, are responsive and effective.

### **Assessments**

The Board of Directors monitors the adequacy of information given to directors, communication between the Board of Directors and management and the strategic direction and processes of the Board of Directors and committees.

## **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS**

Thunderbird has an audit committee composed of its certain independent directors. The following information sets forth the constitution of its audit committee and its relationship with its independent auditors, as set forth in the following.

### **Audit Committee's Charter**

Thunderbird's board of directors and audit committee has adopted an audit committee charter.

## **Mandate**

The primary function of the audit committee (the “**Audit Committee**”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by Thunderbird to regulatory authorities and shareholders, Thunderbird’s systems of internal controls regarding finance and accounting and Thunderbird’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, Thunderbird’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- (a) serve as an independent and objective party to monitor Thunderbird’s financial reporting and internal control system and review Thunderbird’s financial statements;
- (b) review and appraise the performance of Thunderbird’s external auditors; and
- (c) provide an open avenue of communication among Thunderbird’s auditors, financial and senior management and the Board of Directors.

## **Composition**

The Audit Committee shall be comprised of five directors as determined by the Board of Directors. At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of Thunderbird’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by Thunderbird’s financial statements. The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

## **Meetings**

The Audit Committee shall meet at least three times a year, or more frequently as circumstances dictate.

## **Responsibilities and Duties**

The Committee shall carry out the duties below for Thunderbird, its major subsidiary undertakings and the group as a whole, as appropriate.

### ***Financial Reporting***

The Committee shall monitor the integrity of the financial statements of Thunderbird, including its annual and interim reports, interim management statements, preliminary results’ announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgments which they contain. The Committee shall also review summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature.

The Committee shall review and challenge where necessary:

- the consistency of, and any changes to, accounting policies both on a year on year basis and across Thunderbird/group;
- the methods used to account for significant or unusual transactions where different approaches are possible;

- whether Thunderbird has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the external auditor;
- whether Thunderbird has complied with all regulatory and other legal requirements;
- the clarity of disclosure in Thunderbird's financial reports and the context in which statements are made; and
- all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management)

The Committee shall be responsible for reviewing and making a recommendation to the Board as to the approval of the annual report and accounts, including summary and interim financial statements.

### ***Internal Controls and Risk Management Systems***

The Committee shall:

- keep under review the effectiveness of Thunderbird's internal controls and risk management systems; and
- review and approve the statements to be included in the annual report concerning internal controls and risk management, unless this is done by the Board as a whole.

### ***Whistleblowing***

The Committee shall review Thunderbird's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action. The Committee shall review Thunderbird's procedures for detecting fraud.

### ***Internal Audit***

The Committee shall:

- monitor and review the effectiveness of Thunderbird's internal audit function in the context of Thunderbird's overall risk management system;
- approve the appointment and removal of the head of the internal audit function;
- consider and approve the remit of the internal audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate standing and is free from management or other restrictions;
- review and assess the annual internal audit plan;
- review promptly all reports on Thunderbird from the internal auditors;
- review and monitor management's responsiveness to the findings and recommendations of the internal auditor; and
- meet the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out. In addition, the head of internal audit shall be given the right of direct access to the Chairman of the Board and to the Committee.

### ***External Audit***

The Committee shall:

- consider and make recommendations to the Board, to be put to shareholders for approval at any annual shareholders meeting, if so required by Thunderbird's organizational documents or any securities exchange where Thunderbird's shares are listed and/or traded, in relation to the appointment, re-appointment and removal of Thunderbird's external auditor. The Committee

shall oversee the selection process for new external auditors and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required;

- oversee the relationship with the external auditor including (but not limited to):
- approval of their remuneration, whether fees for audit or non-audit services and that the level of fees is appropriate to enable an adequate audit to be conducted;
- approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
- assessing annually their independence and objectivity taking into account relevant UK, US or other professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
- satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and Thunderbird (other than in the ordinary course of business);
- agreeing with the Board a policy on the employment of former employees of Thunderbird's auditor, then monitoring the implementation of this policy;
- monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by Thunderbird compared to the overall fee income of the audit firm, office and partner and other related requirements;
- assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures; and
- seeking to ensure co-ordination with the activities of the internal audit function;
- meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit;
- review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;
- review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
  - a discussion of any major issues which arose during the audit;
  - any accounting and audit judgments; and
  - levels of errors identified during the audit;
- review the effectiveness of the audit;
- review any representation letter(s) requested by the external auditor before they are signed by management;
- review the management letter and management's response to the auditor's findings and recommendations; and
- develop and implement a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter.

### ***Reporting Responsibilities***

The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. The Committee shall compile a report to shareholders on its activities to be included in Thunderbird's annual report, if so required by Thunderbird's organizational documents, any securities exchange where Thunderbird's shares are listed or traded or the UK Combined Code.

### ***Other Matters***

The Committee shall:

- have access to sufficient resources in order to carry out its duties, including access to Thunderbird secretary for assistance as required;

- be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members;
- give due consideration to laws and regulations, the provisions of the Combined Code, the requirements of the London Stock Exchange rules for listed companies, and the requirements of any other securities exchange where Thunderbird’s shares are listed or traded, as appropriate;
- be responsible for co-ordination of the internal and external auditors;
- oversee any investigation of activities which are within its terms of reference and act as a court of the last resort;
- at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;
- consider any other topics specifically delegated to the Committee by the Board from time to time.; and
- review any related-party transactions.

**Composition of the Audit Committee**

Thunderbird’s Audit Committee is comprised of five directors, Messrs. Douglas Vicari, Roberto de Ocampo, Joaquin Daly, Reto Heireli, and Salomon Guggenheim who are all considered independent members of our audit committee. All five members of our audit committee are also considered financially literate.

**Audit Committee Oversight**

Since the commencement of Thunderbird’s most recently completed financial year, Thunderbird’s Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

**Pre-Approval Policies and Procedures**

The Audit Committee must pre-approve any engagement of the external auditors for any non-audit services to Thunderbird in accordance with applicable law and policies and procedures to be approved by the Board. The engagement of non-audit services will be considered by Thunderbird’s Board of Directors, and where applicable the Audit Committee, on a case-by-case basis.

**Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees**

In the following table, “audit fees” are billed by Thunderbird’s external auditors for services provided in auditing Thunderbird’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditors for assurance and related services that are reasonably related to the performance of the audit or review of Thunderbird’s financial statements. “Tax fees” are fees billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditors for products and services not included in the foregoing categories.

The fees paid by Thunderbird to its auditors in each of the last two fiscal years, by category, are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
December 31, 2009	\$501,500	\$Nil	\$20,000	\$Nil
December 31, 2008	\$535,000	\$Nil	\$20,000	\$Nil

## INTERESTS OF CERTAIN PERSONS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this Information Circular, none of the directors or executive officers of the Corporation, none of the persons who have been directors or executive officers of the Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting.

## AUDITORS

Grant Thornton UK LLP, London Thames Valley, Churchill House, Chalvey Road East, Slough, United Kingdom SL1 2LS.

## TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar of the Common Shares of Thunderbird is Computershare Trust Company of Canada, 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9.

## OTHER BUSINESS

As of the date of this Information Circular, the Board of Directors does not know of any other matters to be brought to the Meeting, other than those set forth in the Notice of Meeting. If other matters are properly brought before the Meeting, the persons named in the enclosed proxy will vote the proxy on such matters in accordance with their best judgment.

## OTHER INFORMATION

Any security holder may obtain copies of the Annual Report, Information Circular and Proxy, in the English language are available at no cost at Thunderbird's operational office located at Calle Alberto Navarro, El Cangrejo, Apt. 0823-00514, Panama City, Panama (telephone 507-223-1234, facsimile 507-223-0869) and at the offices of our local paying agent ING Bank N.V., van Heenvlietlaan 220, 1083 CN Amsterdam, the Netherlands (telephone: +31 20 7979 398, facsimile: +31 20 7979 607, email: [iss.pas@mail.ing.nl](mailto:iss.pas@mail.ing.nl)) and they are also available on Thunderbird's website: [www.thunderbirdresorts.com](http://www.thunderbirdresorts.com) and on [www.sedar.com](http://www.sedar.com).

## APPROVAL BY DIRECTORS

The contents and sending of this Information Circular have been approved by the directors of Thunderbird.

CERTIFICATE

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

**THUNDERBIRD RESORTS INC.**

By Order of the Board of Directors  
Dated effective May 11, 2010

A handwritten signature in cursive script that reads "Jack R. Mitchell".

Jack R. Mitchell  
President and Chief Executive Officer