

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Mill Bay Ventures Inc. (the “Company”)
Suite 900, 570 Granville Street
Vancouver, BC, V6C 3P1

Item 2: Date of Material Change

April 15, 2013

Item 3: News Release

A news release was issued April 15, 2013 and was disseminated by Marketwire.

Item 4: Summary of Material Change

Effective at the commencement of trading on Tuesday, April 16, 2013, the Company’s post-consolidation shares will trade under its new name, Great Thunder Gold Corp., and its new symbol, GTG.

Item 5: Full Description of Material Change

On April 9, 2013, the Company’s shareholders voted more than 95% in favour of its previously-announced 1:3 share consolidation and name change.

Effective at the commencement of trading on Tuesday, April 16, 2013, the Company’s post-consolidation shares will trade under its new name, Great Thunder Gold Corp., and its new symbol, GTG.

Letters of transmittal describing the process by which shareholders may obtain new Great Thunder Gold Corp. certificates representing their consolidated Mill Bay Ventures Inc. common shares will be mailed shortly to registered shareholders. Shareholders who hold their shares through a broker or other intermediary and do not have shares registered in their name, will not be required to complete a letter of transmittal. No fractional shares will be issued under the share consolidation and any fraction will be rounded to the nearest whole number.

Item 6: Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7: Omitted Information

Not applicable

Item 8: Executive Officer

Kevin C. Whelan, President and Chief Executive Officer
Telephone (250) 474-6640

DATED AT Victoria, British Columbia this 15th day of April, 2013.

MILL BAY VENTURES INC.

Signed "*Glen Wallace*"

per Glen Wallace, CFO