

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

April 16, 2013

Item 3: News Release

A news release was issued April 16, 2013 and was disseminated by Marketwire.

Item 4: Summary of Material Change

The Company has negotiated, subject to regulatory acceptance, a non-brokered private placement of 4,000,000 units at a price of \$0.05 per unit.

Item 5: Full Description of Material Change

The Company has negotiated, subject to regulatory acceptance, a non-brokered private placement of 4,000,000 units at a price of \$0.05 per unit.

Each unit consists of one common share and one warrant. Each warrant, in turn, entitles the holder to purchase an additional common share at a price of \$0.10 for a period of five years following the closing of the offering.

The proceeds from the private placement will be used for working capital. The Company may pay cash finders’ fees of up to 7% of the subscription proceeds and 7% in the form of brokers’ warrants in respect of the offering.

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 16th day of April, 2013.

MILL BAY VENTURES INC.

Signed "*Glen Wallace*"

per Glen Wallace, CFO