

# 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**

May 24, 2013

### **Item 3: News Release**

A news release was issued May 27, 2013 and was disseminated by Marketwire.

### **Item 4: Summary of Material Change**

The Company has completed its fully subscribed 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 completed its fully subscribed 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 Company paid a finder’s fee of \$3,150 and 63,000 broker warrants in respect of the offering. Each broker warrant entitles the holder to purchase a common share of the Company at a price of \$0.10 for a period of five years following the closing of the offering. All securities issued in connection with this offering are subject to a four-month hold period expiring September 24, 2013.

Participants in the offering included, directly or indirectly, five directors and officers whose respective interests in the offering and percentage of the Company's shares they beneficially own or control are as follows:

	Units Purchased	Percentage Beneficially Owned or Controlled	
		Undiluted	Diluted
Gary Robertson, director	250,000	3.9%	4.5%
James Stewart, director	270,000	5.5%	5.8%
Glen Wallace, CFO	530,000	4.6%	6.8%
Kevin Whelan, President and director	1,000,000	12.4%	15.6%
David Wolfin, director	200,000	1.9%	2.7%

The Company relied on sections 5.5(c) and 5.7(b) of Multilateral Instrument 61-101 to exempt the offering from the requirements for a formal valuation and minority shareholder approval. The private placement was approved unanimously by the Company's directors not involved in the transaction.

**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 27<sup>th</sup> day of May, 2013.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO