

# FORM 51-102F3

## MATERIAL CHANGE REPORT

**Item 1: Name and Address of Company**

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

**Item 2: Date of Material Change**

January 22, 2014

**Item 3: News Release**

A news release was issued January 23, 2014 and was disseminated by Canada Stockwatch and Market News Publishing.

**Item 4: Summary of Material Change**

Mr. William Glasier has retired from the Company’s Board of Directors.

**Item 5: Full Description of Material Change**

Mr. William Glasier has retired from the Company’s Board of Directors.

Mr. Glasier has served the Company for more than 23 years and was the driving force in its development. The Company thanks Mr. Glasier, and his wisdom and experience will be missed.

**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 23<sup>rd</sup> day of January, 2014.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO