

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Great Thunder Gold Corp.
Suite 900, 570 Granville Street
Vancouver, BC, V6C 3P1

Item 2: Date of Material Change

February 5, 2014

Item 3: News Release

A news release was issued February 5, 2014 and was disseminated by Canada Stockwatch and Market News Publishing.

Item 4: Summary of Material Change

The Company has negotiated, subject to regulatory acceptance, a non-brokered private placement of 1,507,500 non-flow-through units at a price of \$0.05 per unit and 502,500 flow-through shares at a price of \$0.05 per share.

Item 5: Full Description of Material Change

The Company has negotiated, subject to regulatory acceptance, a non-brokered private placement of 1,507,500 non-flow-through units at a price of \$0.05 per unit and 502,500 flow-through shares at a price of \$0.05 per share.

Each non-flow-through unit consists of one common share and one-half of one warrant. Each full warrant, in turn, entitles the holder to purchase an additional common share at a price of \$0.05 for a period of five years following the closing of the offering.

The proceeds from the private placement will be used for working capital and exploration of the Company's mineral properties.

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 5th day of February, 2014.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO