

# 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**

May 26, 2014

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

A news release was issued May 26, 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 4,000,000 units at a price of \$0.025 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 \$0.025 per unit for gross proceeds of \$100,000.

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 \$0.05 for a period of five years following the closing of the offering.

Management plans to use the proceeds from the private placement as follows:

Audit, accounting and legal	\$ 17,000
Insurance	5,000
Management and administrative fees payable to related parties	20,525
Mineral claim renewals	24,300
Office, rent and telephone	11,700
Transfer agent and filing fees	12,250
Travel	2,000
Contingency	7,225
Total	<u>\$100,000</u>

**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 26<sup>th</sup> day of May, 2014.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO