

# 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**

July 16, 2014

**Item 3: News Release**

A news release was issued July 16, 2014 and was disseminated by Canada Stockwatch and Market News Publishing.

**Item 4: Summary of Material Change**

The Company has, subject to regulatory acceptance, closed its previously announced non-brokered private placement and will issue 2,400,000 units at a price of \$0.025 per unit for gross proceeds of \$60,000.

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

The Company has, subject to regulatory acceptance, closed its previously announced non-brokered private placement and will issue 2,400,000 units at a price of \$0.025 per unit for gross proceeds of \$60,000.

The units comprise 2,400,000 common shares and 1,300,000 warrants. Each warrant 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. All securities issued in connection with this offering are subject to a four-month hold period expiring November 17, 2014.

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

Audit, accounting and legal	\$17,000
Insurance	4,100
Management and administrative fees payable to related parties	10,000
Office, rent and telephone	11,700

Transfer agent and filing fees	9,000
Travel	2,000
Contingency	6,200
Total	<u>\$60,000</u>

Participants in the offering include, directly or indirectly, three 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
John Moraal, director	1,000,000	18.9%	19.9%
Kevin Whelan, President and director	1,000,000	15.2%	18.8%
David Wolfen, director	200,000	2.6%	4.9%

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 offering was approved unanimously by the Company's independent directors. To the Company's knowledge, neither it nor the purchasers have knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

**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 16<sup>th</sup> day of July, 2014.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO