



**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**

May 27, 2016

**Item 3: News Release**

A news release was issued May 27, 2016 and was disseminated by FSCwire.

**Item 4: Summary of Material Change**

The Company is arranging a non-brokered private placement financing of up to 4,000,000 non-flow-through units at a price of \$0.125 per unit and 4,000,000 flow-through shares at a price of \$0.17 per share.

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

The Company is arranging a non-brokered private placement financing of up to 4,000,000 non-flow-through units at a price of \$0.125 per unit and 4,000,000 flow-through shares at a price of \$0.17 per share.

Each non-flow-through unit will consist of one common share and one share purchase warrant. Each warrant, in turn, will entitle the holder to purchase an additional common share at a price of \$0.20 for a period of one year following the closing of the offering.

The proceeds from the offering will be used for exploration of the Company's lithium prospects and general working capital purposes. The financing is subject to TSX Venture Exchange acceptance and is open to qualified investors. The Company may pay cash finders' fees of up to 7% of the subscription proceeds or 7% in the form of warrants in respect of the financing.

Up to one-third of the units may be issued to subscribers who are directors, officers and other related parties. The Company will rely 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. To the Company's knowledge, there is no 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 27<sup>th</sup> day of May, 2016.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO