



**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

June 28, 2016

Item 3: News Release

A news release was issued June 28, 2016 and was disseminated by FSCwire.

Item 4: Summary of Material Change

The Company has completed a non-brokered private placement consisting of 3,375,000 units at a price of \$0.10 per unit, to raise gross proceeds of \$337,500.

Item 5: Full Description of Material Change

The Company has completed a non-brokered private placement consisting of 3,375,000 units at a price of \$0.10 per unit, to raise gross proceeds of \$337,500. Each unit consists of one common share and one warrant. Each warrant will, in turn, entitle the holder to purchase an additional common share at a price of \$0.14 until June 28, 2018. The Company paid an aggregate of \$3,000 and 57,500 units as finders' fees to Mr. Nathan Rotstein and Mr. Blair Naughty.

The securities are subject to a hold period and may not be traded until October 29, 2016, except as permitted by applicable securities legislation and the TSX Venture Exchange.

The Company relied on sections 5.5(a) and 5.7(a) of Multilateral Instrument 61-101 to exempt the offering from the requirements for a formal valuation and minority shareholder approval. Neither the Company nor the purchasers have knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

The proceeds from the financing will be used for exploration of the Company's Quebec lithium properties and for general working capital purposes.

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 28th day of June, 2016.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO