



## 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**

February 22, 2017

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

A news release was issued February 22, 2017 and was disseminated by Canada Stockwatch and Market News Publishing.

### **Item 4: Summary of Material Change**

The Company is undertaking a non-brokered private placement financing of up to 10,000,000 units at a price of \$0.035 per unit.

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

The Company is undertaking a non-brokered private placement financing of up to 10,000,000 units at a price of \$0.035 per unit.

Each 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 \$0.05 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 gold and 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 financing fees of up to 10% of the subscription proceeds and up to 10% in the form of warrants exercisable at \$0.05 for a period of one year.

**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 22<sup>nd</sup> day of February, 2017.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO