



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

March 21, 2017

Item 3: News Release

A news release was issued March 21, 2017 and was disseminated by FSCwire.

Item 4: Summary of Material Change

The Company has, subject to TSX Venture Exchange acceptance, optioned 5,212 hectares in the Urban area of Quebec consisting of 92 cells and will undertake a non-brokered private placement of up to 12 million units at a price of \$0.05 per unit.

Item 5: Full Description of Material Change

The Company has optioned 5,212 hectares in the Urban area of Quebec consisting of 92 cells. The ground adjoins Osisko Mining Inc., Beaufield Resources Inc. and Melkior Resources Inc.'s properties along strike and is adjacent to Osisko's Black Dog Project in the Urban-Barry Gold Camp.

An Osisko map of gold in till results indicating 85-340 grains gold per 10 kg till marginal to Osisko's Black Dog Project caught the Company's attention. The Black Dog Project is reported by Osisko to be a gold-silver-copper discovery in andesitic volcanics that coincides with magnetic and electromagnetic anomalies associated with breccia-hosted quartz-tourmaline mineralization and alteration, with disseminated to semi-massive Au-Ag-Cu bearing sulfides. Recent Osisko news releases indicate that targeting EM anomalies has had success in their exploration efforts on the Black Dog Project.

A geophysical survey entitled "Report on a Combined Helicopter borne Electromagnetic, Magnetic, Radiometric and VLF-EM Survey, DELAFON PROJECT, March 10, 1993" filed with the Quebec government identified a significant conductive trend with associated electromagnetic anomalies. The area optioned by the Company covers the northern half of the conductor described in the report. The electromagnetic signature of the conductor was described within the 1993 report as "... a long formational trend ... [that] does not conform with any of the geologic maps of the region, obviously indicating a complete re-assessment of the rocks in this region will be needed." The author of the report further expressed the opinion that the conductive zone "... extends westerly off the western survey boundary and is thought to fold to the north northeast, perhaps coinciding with ... the east shore of Lac Maseres."

To exercise its option, the Company must, subject to TSX Venture Exchange acceptance, pay the optionors \$65,000, issue 6,000,000 shares in two tranches over the next year, and grant a 2% net smelter returns royalty. In addition, the Company must incur \$950,000 of exploration expenses over the next three years. The Company will also pay a finder's fee totalling 300,000 shares to Mr. Nathan Rotstein, subject to TSX Venture Exchange acceptance.

In conjunction with this option, the Company has cancelled the private placement announced February 22, 2017 and, instead, will undertake a non-brokered private placement of up to 12 million units at a price of \$0.05 per unit. Each unit will consist of one common share and one share purchase warrant. Each warrant will, in turn, entitle the holder a purchase an additional common share at a price of \$0.075 for a period of one year following the closing of the offering.

The financing is integral to the property option and the proceeds from the offering will be used primarily for its acquisition and exploration. The offering 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 \$0.075 for a period of one year.

The technical contents of this release were approved by Wade Kornik, P.Geo., an independent Qualified Person as defined by National Instrument 43-101.

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 21st day of March, 2017.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO