



**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

December 23, 2019

Item 3: News Release

A news release was issued December 23, 2019 and was disseminated by Canada Stockwatch and Market News Publishing.

Item 4: Summary of Material Change

The Company has completed a \$130,000 unsecured debt financing.

Item 5: Full Description of Material Change

The Company has completed a \$130,000 unsecured debt financing with three arm's-length investors. The promissory notes bear interest at an annual rate of 5% and are due December 23, 2020.

The proceeds from the financing will be used 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

Richard Macey, President and Chief Executive Officer
Telephone (604) 537-4174

DATED AT Victoria, British Columbia this 23rd day of December, 2019.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO