



**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 negotiated a shares-for-debt settlement with seven creditors.

Item 5: Full Description of Material Change

The Company has negotiated a shares-for-debt settlement with seven creditors. Subject to regulatory acceptance, the Company will issue 5,942,981 common shares at a deemed price of \$0.06 per share in settlement of \$356,578.78 of debt. The shares to be issued will be subject to a four-month hold period.

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