



**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Great Thunder Gold Corp. (the “Company” or “Great Thunder”)
Suite 900, 570 Granville Street
Vancouver, BC, V6C 3P1

Item 2: Date of Material Change

February 6, 2020

Item 3: News Release

A news release was issued February 6, 2020 and was disseminated by Accesswire Canada.

Item 4: Summary of Material Change

The Company has negotiated a non-brokered private placement financing of up to 3,000,000 non-flow-through shares at a price of \$0.25 per share and 2,275,000 flow-through shares at a price of \$0.44 per share.

Item 5: Full Description of Material Change

The Company has negotiated a non-brokered private placement financing of up to 3,000,000 non-flow-through shares at a price of \$0.25 per share and 2,275,000 flow-through shares at a price of \$0.44 per share.

The proceeds from the offering will be used for exploration of the Company's recently announced Northbound gold property adjacent to the northwest boundary of Wallbridge Mining Company Ltd.'s Fenelon Gold Deposit and the Company's lithium prospects, and for general working capital purposes. The financing is subject to TSX Venture Exchange acceptance.

Up to 250,000 of the non-flow-through shares may be issued to subscribers who are directors, officers and other related parties. The Company will rely on sections 5.5(c) and 5.7(b) of Multilateral Instrument 61-101 to exempt the offering from the requirements for a formal valuation and minority shareholder approval. To the Company's knowledge, there is no material information concerning the Company or its securities that has not been generally disclosed.

The Company intends to complete the offering by February 14, 2020.

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 6th day of February, 2020.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO