



**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 14, 2020

**Item 3: News Release**

A news release was issued February 14, 2020 and was disseminated by Accesswire Canada.

**Item 4: Summary of Material Change**

The Company has completed the non-flow-through portion of its previously announced non-brokered private placement and issued 3,000,000 shares at a price of \$0.25 per share to raise \$750,000 of non-flow-through proceeds. The Company expects to issue the remaining 2,275,000 flow-through shares at a price of \$0.44 per share by February 28.

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

The Company has completed the non-flow-through portion of its previously announced non-brokered private placement and issued 3,000,000 shares at a price of \$0.25 per share to raise \$750,000 of non-flow-through proceeds. The Company expects to issue the remaining 2,275,000 flow-through shares at a price of \$0.44 per share by February 28.

Among the participants in the interim closing, with a \$431,250 investment was Mr. Eric Sprott. The Company welcomes Mr. Sprott and looks forward to working with him in the future.

The proceeds from the offering will be used for general working capital purposes. The shares are subject to a hold period and may not be traded until June 15, 2020, except as permitted by applicable securities legislation and the TSX Venture Exchange.

**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 14<sup>th</sup> day of February, 2020.

GREAT THUNDER GOLD CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO