



FORM 51-102F3 MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Newfoundland Discovery Corp. (the “Company” or “Newfoundland Discovery”)
(Formerly Great Thunder Gold Corp.)
Suite 830, 1100 Melville Street
Vancouver, BC, V6E 4A6

Item 2: Date of Material Change

October 28, 2021

Item 3: News Release

A news release was issued October 28, 2021 and was disseminated by Newsfile.

Item 4: Summary of Material Change

Newfoundland Discovery has arranged a non-brokered private placement of up to 1,000,000 flow-through units at a price of \$0.50 per unit and up to 2,500,000 non-flow-through units at a price of \$0.40 per unit.

Item 5: Full Description of Material Change

Newfoundland Discovery has arranged a non-brokered private placement of up to 1,000,000 flow-through units (“FT Units”) at a price of \$0.50 per unit and up to 2,500,000 non-flow-through units (“NFT Units”) at a price of \$0.40 per unit. Gross proceeds will be \$500,000 of flow-through funds and \$1,000,000 of non-flow-through funds for total proceeds of up to \$1,500,000. Mr. Eric Sprott has provided a lead order of \$500,000 for NFT Units.

Each FT Unit will consist of one flow-through common share and one-half of a warrant. Each warrant will, in turn, allow the holder to purchase one non-flow-through share at \$0.75 during the first year following the closing date and \$1.00 during the second year. Each NFT Unit will consist of one non-flow-through common share and one-half of a warrant. Each full warrant, will, in turn, allow the holder to purchase one non-flow-through share at \$0.60 during the first year following the closing date and \$0.80 during the second year.

The proceeds from the offering will be used for exploration of the Company's Newfoundland properties and for working capital. The securities will be subject to a hold period of four months following the closing date, except as permitted by applicable securities legislation and the Canadian Securities Exchange. The Company will pay a cash finder's fee of up to 6% and warrants of up to 5% of the offering.

The Company will rely on subsections 5.5(b) and 5.7(1)(a) 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, neither it nor the purchasers have knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

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

Blair Naughty, President and Chief Executive Officer
Telephone (604) 346-7613

DATED AT Victoria, British Columbia this 28th day of October, 2021.

NEWFOUNDLAND DISCOVERY CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO