



## **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**

November 24, 2021

### **Item 3: News Release**

A news release was issued November 24, 2021 and was disseminated by Newsfile.

### **Item 4: Summary of Material Change**

Newfoundland Discovery has closed the first \$778,000 tranche of its previously announced \$1.5 million non-brokered private placement.

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

Newfoundland Discovery has closed the first \$778,000 tranche of its previously announced \$1.5 million non-brokered private placement, which includes a \$500,000 lead order from Mr. Eric Sprott.

In its first tranche, Newfoundland Discovery issued 1,895,000 non-flow-through units at a price of \$0.40 per unit and 40,000 flow-through units at a price of \$0.50 per unit. Each non-flow-through unit consists of one non-flow-through common share and one-half of a warrant. Each full warrant,

in turn, allows the holder to purchase one non-flow-through share at \$0.60 during the first year following the closing and \$0.80 during the second year. Each flow-through unit comprises one flow-through common share and one-half of a warrant. Each full warrant, in turn, allows the holder to purchase one non-flow-through share at \$0.75 during the first year following the closing and \$1.00 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 until March 25, 2021. The Company paid cash finders' fees totaling \$16,680 and 34,250 finders' warrants in respect of the first tranche.

The Company relied 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 24<sup>th</sup> day of November, 2021.

NEWFOUNDLAND DISCOVERY CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO