



## **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**

December 20, 2021

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

A news release was issued December 20, 2021 and was disseminated by Stockwatch.

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

Newfoundland Discovery has closed its previously announced non-brokered private placement.

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

Newfoundland Discovery has closed its previously announced non-brokered private placement.

Newfoundland Discovery has issued a total of 1,945,000 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. All securities issued pursuant to this offering will have hold periods expiring four months after the November 24, 2021 and December 20, 2021 closing dates. The Company paid cash finders' fees totaling \$17,880 and 41,400 finders' warrants in respect of the offering.

As part of the offering, 2176423 Ontario Ltd. subscribed for 1,250,000 non-flow-through units. This investment results in 2176423 Ontario Ltd. holding approximately 14.1 percent of Newfoundland Discovery's issued and outstanding shares. 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 20<sup>th</sup> day of December, 2021.

NEWFOUNDLAND DISCOVERY CORP.

Signed "*Glen Wallace*"

per Glen Wallace, CFO