FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Great Thunder Gold Corp.
Suite 900, 570 Granville Street
Vancouver, BC, V6C 3P1

Item 2: Date of Material Change

March 4, 2014

Item 3: News Release

A news release was issued March 4, 2014 and was disseminated by Canada Stockwatch and Market News Publishing.

Item 4: Summary of Material Change

The Company has completed its previously-announced non-brokered private placement of 1,507,500 non-flow-through units at a price of $0.05 per unit and 502,500 flow-through shares at a price of $0.05 per share.

Item 5: Full Description of Material Change

The Company has completed its previously-announced non-brokered private placement of 1,507,500 non-flow-through units at a price of $0.05 per unit and 502,500 flow-through shares at a price of $0.05 per share.

Each non-flow-through unit consists of one common share and one-half of one warrant. Each full warrant, in turn, entitles the holder to purchase an additional common share at a price of $0.05 for a period of five years following the closing of the offering. All securities issued in connection with this offering are subject to a four-month hold period expiring July 5, 2014.

The sole participant in the offering is Sooke River Resources Inc., who, following the closing, owns or controls 14.9% of the Company's shares computed on an undiluted basis and 19.4% computed on a partially diluted basis.

The Company relied 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. The offering was approved unanimously by the Company's independent directors. To the Company's knowledge, neither it nor the purchaser has 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

Kevin C. Whelan, President and Chief Executive Officer
Telephone (250) 474-6640

DATED AT Victoria, British Columbia this 4th day of March, 2014.

GREAT THUNDER GOLD CORP.

Signed *"Glen Wallace"*

per Glen Wallace, CFO