

FORM 27

Securities Act (British Columbia)

Material Change Report Under Section 67(1) of the Act

1. Reporting Issuer

Golden Thunder Resources Ltd.
402 - 938 Howe Street
Vancouver, B.C. V6Z 1N9

2. Date of Material Change

July 29, 1999

3. Press Release

The press release for Golden Thunder Resources Ltd. (the "Company") dated July 29, 1999 was forwarded to the Vancouver Stock Exchange and disseminated via Vancouver Stockwatch, Market News, and George Cross Newsletter.

A copy of the press release is attached as Schedule "A".

4. Summary of Material Change

Golden Thunder announces the resignation of Michael Deardon and Richard Silas and appointment of Christopher Fung and Michael Ly.

5. Full Description of Material Change

The Board of Directors has today accepted the resignation of Michael Dearden and Richard Silas as directors of the Company. Christopher Fung and Michael Ly have been appointed as new members of the Board. The Company would like to take this opportunity to thank Mr. Dearden and Mr. Silas for their past contributions and services to the company.

The Company would like to further advise that its head office has moved to 402 - 938 Howe Street, Vancouver, B.C. V6Z 1N9. The telephone and fax numbers remain the same.

6. Reliance on Section 67(2) of the Act

N/A

7. **Omitted Information**

N/A

8. **Senior Officers**

The following Senior Officer of the Company is available to answer questions regarding this report:

Tyn Aye Sai, President

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

The undersigned hereby certifies that the statements made in this report are true and correct.

DATED at Vancouver, British Columbia, this 29th day of July 1999.

GOLDEN THUNDER RESOURCES LTD.
(Name of Issuer)

Per: "Tun Aye Sai"

(Signature of authorized signatory)

Tun Aye Sai, President
(Name and office of authorized signatory)

GOLDEN THUNDER RESOURCES LTD.

*402 - 938 Howe Street
Vancouver, B.C. V6Z 1N9*

*Phone (604) 608-2511
Fax (604) 608-8775*

July 29, 1999

Trading Symbol: GTH-VSE

PRESS RELEASE

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GOLDEN THUNDER RESOURCES LTD.

"Tun Aye Sai"

Tun Aye Sai, President

The Vancouver Stock Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release.