

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Thunderstruck Resources Ltd. (the “Company”)
402 – 905 West Pender Street
Vancouver, B.C., V6C 1L6

Item 2 Date of Material Change

September 6, 2017

Item 3 News Release

A news release was disseminated on September 7, 2017 through the facilities of Newswire.

Item 4 Summary of Material Change

The Company closed a non-brokered financing generating gross proceeds of \$751,800.00 (the “Placement”).

Item 5 Full Description of Material Change

The non-brokered private placement involved the sale of 9,397,500 units at a price of \$0.08 per unit for aggregate gross proceeds of \$751,800. Each unit comprised one common share and one share purchase warrant, each whole warrant entitling the holder to purchase a further common share at a price of \$0.15 per share until September 6, 2020. The warrants are subject to accelerated exercise provisions such that if the closing price of the Company’s common shares exceeds \$0.25 per share for a period of 20 consecutive trading days, the Company may give notice of the acceleration of the warrants’ term to a period of 30 days following such notice.

Proceeds of the Placement will be applied to exploration programs for the Company’s Fiji properties and general working capital. The securities issued in the Placement are subject to a hold period in Canada expiring on January 7, 2018. Additional restrictions may apply pursuant to Rule 144 of the Securities Act of 1933, as amended, to U.S. investors. Aggregate finder’s fees of \$22,400.00 were paid in cash and 280,000 finder’s warrants were issued bearing the same terms as the warrants forming part of the Units.

The CEO of the Company, Bryce Bradley subscribed for a total of 862,500 Units, for aggregate subscription proceeds of \$69,000 as follows:

- (a) Ms. Bradley purchased 92,500 Units directly for an aggregate cost of \$7,400.00; and

(b) Ms. Bradley purchased 770,000 Units indirectly through 1089660 B.C. Ltd., a private company owned and controlled by Ms. Bradley, for an aggregate cost of \$61,600.

(collectively, the "Insider Participation").

As Ms. Bradley is a director and officer of the Company, she is a "related parties" to the Company within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). As such, the Insider Participation constitutes a "related party transaction" within the meaning of MI 61-101

Prior to the Insider Participation, Bryce Bradley beneficially owned, directly and indirectly, or exercised control or direction over 4,634,715 common shares of the Company, representing approximately 13.46% of the then issued and outstanding Common Shares of the Company. Following completion of the insider participation, Ms. Bradley holds an aggregate of 5,497,215 common shares, representing approximately 12.54% of the currently issued and outstanding common shares of common shares of the Company.

Other than the subscription agreements between Ms. Bradley and 1089660 B.C. Ltd. and the Company relating to the private placement, the Company has not entered into any agreement with an interested party or a joint actor with an interested party in connection with the Placement.

The board of directors approved the placement, with participating directors abstaining as it related to the completion of the Insider Participation.

There are no prior valuations in respect of the Company or the Placement and neither the board of the Company nor its officers are aware of the existence of any such valuation.

The Insider Participation is exempt from the formal valuation (pursuant to subsections 5.5(a) and (b) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization, and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets) and minority shareholder approval requirements of MI 61-101 (pursuant to subsection 5.7(1)(b)) as it was a distribution of securities for cash and neither the fair market value of the units distributed to, nor the consideration received from, interested parties exceeded \$2,500,000 and the Company has one or more independent directors who are not employees of the Company and who approved the Placement).

The material change report in connection with the Placement was not filed 21 days in advance of the closing of the Placement for the purposes of Section

5.2(2) of MI 61-101 on the basis that the subscriptions under the Placement were not available to the Company until shortly before the closing.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Bryce Bradley is knowledgeable about the material change and the Report and may be contacted (604) 349-8119.

Item 9 Date of Report

September 7, 2017