

FORM 27

Securities Act

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE SECURITIES ACT OF BRITISH COLUMBIA**

Item 1. Reporting Issuer

KLONDIKE GOLD CORP.
711-675 West Hastings Street
Vancouver, British Columbia
V6B 1N2

Item 2. Date of Material Change:

April 5, 2000

Item 3. Press Release

The Issuer issued a news release on April 5, 2000 which was disseminated through Stockwatch and the Canadian Venture Exchange.

Item 4. Summary and Full Description of Material Change

The Issuer announced that it will be completing a private placement, of up to CDN\$250,000 in units of the Issuer; each unit at \$0.10.

Item 5. Full Description of Material Change

Subject to regulatory approval, the Issuer announced that it has arranged a private placement for the purchase of up to 2,500,000 units at a price of \$0.10 per unit for total proceeds of \$250,000.

1,500,000 units will consist of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share at a price of \$0.15 per share for a period of two years. 1,000,000 units will consist of one flow-through share and one non-transferable share purchase warrant entitling the holder to purchase one additional non flow-through common share at a price of \$0.15 per share for a period of two years. The proceeds of the private placement will be used to conduct a diamond drill program on the Company's Canam Property and for general working capital.

Item 6. Reliance on Section 85(2) and 75(3) of the Acts

Not applicable. This report is not being filed on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Richard W. Hughes
Director and President
Telephone: (604) 685-2222

Item 9. Statement of Senior Officer

I hereby certify the foregoing accurately discloses the material changes referred to herein.

Dated at Vancouver, British Columbia this 5th day of April, 2000.

Richard W. Hughes

Richard W. Hughes, Director and President