

**BCF 53-901F
Form 27**

Securities Act

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE SECURITIES ACT OF BRITISH COLUMBIA
SECTION 118(1) OF THE SECURITIES ACT ALBERTA (the "Acts")**

Item 1. Reporting Issuer

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

Item 2. Date of Material Change:

January 17, 2002

Item 3. Press Release

The Issuer issued a press release on January 17, 2002 to the Canadian Venture Exchange.

Item 4. Summary and Full Description of Material Change

The Issuer announced that it will be completing a convertible debenture private placement, for CDN\$150,000.

Item 5 Full Description of Material Change

The Company is pleased to announce that it has arranged a private placement of convertible debentures bearing interest at the rate of 10% per year that is convertible into common shares of the Company at a price of \$0.10 per share, together with a detachable share purchase warrant. The aggregate dollar amount to be received from the private placement is \$150,000. One warrant will be issued for each \$0.10 principal amount of the Debenture purchased. The right to purchase common shares of the Company on exercise of the warrant may be exercised at any time until the close of business on the date that is two years from the date of closing the private placement at a price of \$0.10 per share. The private placement is subject to regulatory approval.

The proceeds of the financing are intended for working capital, claim maintenance and drilling on the Company's properties in the Cranbrook area, British Columbia.

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

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

Dated at Vancouver, British Columbia this 17th day of January, 2002.

 “Richard Hughes”
Richard Hughes, Director and President