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:**

December 2, 2002

Item 3. **Press Release**

The Issuer issued a press release on December 2, 2002 to the TSX Venture Exchange.

Item 4. **Summary and Full Description of Material Change**

The Issuer announced that it will be completing a unit private placement, for CDN $300,000

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 2,000,000 units at a price of $0.15 per unit for total proceeds of $300,000. The private placement will be for both flow-through and non-flow-through units.

Each unit 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.

The proceeds of the private placement will be used for diamond drilling on the Company's Cranbrook Properties, claim maintenance and 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 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 2nd day of December, 2002.

"Richard Hughes"
Richard Hughes, Director and President