MATERIAL CHANGE REPORT

TO: British Columbia Securities Commission
Alberta Securities Commission

Item 1. **Reporting Issuer**

Klondike Gold Corp.
711-675 West Hastings Street
Vancouver, British Columbia
V6B 1N2

Item 2. **Date of Material Change:**

November 18, 2003

Item 3. **Press Release**

The press release was issued on November 18, 2003 in Vancouver, Canada.

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

The Issuer announced a financing for $110,000 in units at a price of $0.11 per unit.

Item. 5 **Full Description of Material Change**

Subject to regulatory approval, the Company has arranged a private placement for the purchase of up to 1,000,000 units at a price of $0.11 per unit for total proceeds of $110,000. The private placement will consist of flow-through and non-flow though shares and the proceeds will be used to for continued surface exploration and drilling on the Company's sedex type exploration targets in British Columbia and for general working capital. Each unit will consist of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share for a period of two years at a price of $0.15.

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**

Dennis Fong
Director and Corporate Secretary
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 25th day of November, 2003.

"Dennis Fong"

Dennis Fong, Director and Corporate Secretary