MATERIAL CHANGE REPORT

TO: British Columbia Securities Commission
Alberta Securities Commission

Item 1. **Name and Address of Company**

KLONDIKE GOLD CORP.
Suite 711 – 675 West Hastings Street
Vancouver, B.C., Canada V6B 1N2

Item 2. **Date of Material Change**

November 22, 2004.

Item 3. **News Release**

News Release issued November 22, 2004, at Vancouver, BC.

Item 4. **Summary of Material Change**

Klondike Gold Corp. is pleased to announce that it is arranging a private placement for the purchase of up to 1,300,000 units at a price of $0.15 per unit for total proceeds of $195,000.

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

Subject to regulatory approval, Klondike Gold Corp. is pleased to announce that it is arranging a private placement for the purchase of up to 1,300,000 units at a price of $0.15 per unit for total proceeds of $195,000. Each unit consists 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 per share in the first year, at a price of $0.20 per share in the second year. Proceeds of the private placement will be used for general working capital and for advancing the Company's Slocan Silver Project.

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

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

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

Mr. Richard Hughes
President
Telephone: (604) 685-2222.

DATED at Vancouver, British Columbia, this 22nd day of November, 2004.