# MATERIAL CHANGE REPORT

TO: British Columbia Securities Commission
Alberta Securities Commission

Item 1. **<u>Name and Address of Company</u>**

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

Item 2. **<u>Date of Material Change</u>** – June 29, 2005.

Item 3. **<u>News Release -</u>** News Release issued June 28, 2005, at Vancouver, BC.

Item 4. **<u>Summary of Material Change</u> -** Klondike Gold Corp. (the "Company") has arranged a private placement for the purchase of up to 5,000,000 units at a price of $0.10 per unit for total proceeds of $500,000.

Item 5. **<u>Full Description of Material Change</u> -** Subject to regulatory approval, the Company has arranged a private placement for the purchase of up to 5,000,000 units at a price of $0.10 per unit for total proceeds of $500,000. The private placement will be entirely 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 for a period of two years at a price of $0.10 per share.

The proceeds of the private placement will be used for diamond drilling on the Company's Cranbrook properties.

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

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

Item 7. **<u>Omitted Information</u>**

Not applicable.

Item 8. **<u>Executive Officer</u>**

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

DATED at Vancouver, British Columbia, this 29th day of June, 2005.