

MATERIAL CHANGE REPORT

TO: British Columbia Securities Commission
Alberta Securities Commission
Quebec Securities Commission

Item 1. Name and Address of Company

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

Item 2. Date of Material Change:

May 10, 2007

Item 3. News Release

The press release was issued on May 10, 2007 in Vancouver, Canada.

Item 4. Summary of Material Change

The Company announced, subject to regulatory approval, the acquisition of a 100% interest in the Cruz Property, located approximately 20 kilometres southwest of Cranbrook, British Columbia.

Item 5 Full Description of Material Change

The Company announced, subject to regulatory approval, the acquisition of a 100% interest in the Cruz Property, located approximately 20 kilometres southwest of Cranbrook, British Columbia. Consideration for the Property consists of \$45,000, 200,000 shares and a work commitment of \$100,000 all over a period of 36 months. There is a 2% net smelter return payable, of which three-quarters may be purchased for \$1,500,000.

Access to the Cruz Property is via Highway 3/95 and a network of forestry roads within the claim group. Lead and zinc showings along the northern Sundown Creek attracted initial attention to the Property. Four kilometres to the north, a 3,467 metre oil and gas exploration well was drilled in 1987 which yielded sulphide chips collected over three metres at the lower-middle Aldridge contact. Two diamond drill holes were completed in 1999 and one was completed in 2000 by previous operator, Chapleau Resources Ltd. The drilling intersected minor mineralization and was successful in determining structure and the depth to the Sullivan Horizon. The Company intends to complete at least one diamond drill hole on the Property as soon as permitting and weather permits.

Item 6. Reliance on subsection 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

Richard Hughes

Chairman

Telephone: (604) 685-2222

Item 9. Date of Report

Dated at Vancouver, British Columbia this 10th day of May, 2007.