MATERIAL CHANGE REPORT

TO: British Columbia Securities Commission
Alberta Securities Commission
Quebec Securities Commission
TSX Venture Exchange

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 –** July 11, 2011

Item 3. **News Release –** The press release was issued on July 11, 2011 at Vancouver, B.C.

Item 4. **Summary of Material Change – Klondike Gold Corp.** (TSX-V:KG) (the "Company") Vancouver, BC; Klondike Gold Corp. (TSX-V:KG) is pleased to announce the signing of a tri-party agreement that newly activates an extensive exploration program on the hard-rock claims covering the site of the Eldorado Creek and Bonanza Creek discovery claims – site of the world famous Klondike Gold Rush in 1896. Over 6.8 million ounces was reportedly mined from this drainage in subsequent years.

Item. 5 **Full Description of Material Change – Klondike Gold Corp.** (TSX-V: KG) (the "Company") Vancouver, BC; Klondike Gold Corp. (TSX-V:KG) is pleased to announce the signing of a tri-party agreement that newly activates an extensive exploration program on the hard-rock claims covering the site of the Eldorado Creek and Bonanza Creek discovery claims – site of the world famous Klondike Gold Rush in 1896. Over 6.8 million ounces was reportedly mined from this drainage in subsequent years.

Klondike Gold Corp. ("KG") holds a 100% legal and a 45% beneficial interest in a group of quartz claims and crown grants located between Eldorado Creek and Upper Bonanza Creek, Dawson Mining Division, Yukon. Under an Earn-In Agreement, Klondike Star Mineral Corp. ("KSMC") earned a 55% beneficial interest in the property by spending over $10 Million between 2003 and 2010 plus holds a 100% interest in certain adjacent claims.

KG and KSMC have agreed to combine their interests in the Property and collectively, as Optionor, grant certain options to Lonestar Gold Corp.("Lonestar"), a British Columbia corporation having offices in Vancouver, BC and Whitehorse, Yukon. The aggregate consideration Lonestar will pay to fully earn its interest will amount to $25,750,000 in expenditures on the Property; and the issuance of $25,750,000 in common shares in the capital of Lonestar. The agreement stipulates a non-dilutive clause that ensures the Optionors a 50% share position in the capitalization of Lonestar Gold on an ongoing basis.

New operator, Lonestar Gold Corp. is led by President Erich Rauguth who along with partner, Manfret Peshke, have over 70 years of international mining experience, including actively mining since 1972 throughout the Klondike Mining District. Rauguth also has extensive experience in mining in Venezuela, Guyana, Brazil and Costa Rica while serving as President of Rep. Carson Gold Venezuela, as President of Minera Las Christinas Venezuela, and as President of Vannessa de Venezuela.

On corporate matters, Klondike Gold Corporation wishes to announce the resignation of Lynn Evoy from the Board of Directors. The Company wishes to thank Mr. Evoy for his valuable service and wishes him the best going forward. Steven Chan has been appointed to the board to fill the vacancy left by Mr. Evoy. Steven Chan developed an extensive network of industry players in his position as Vice-President of a leading investment show company.

The company also announces the resignation of Diana Mark as Corporate Secretary and the appointment of John-Mark Campbell as Corporate Secretary.

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 –** Mr. Richard Hughes, President of the Issuer, is knowledgeable about the material change and this report. He can be contacted at (604) 685-2222.

Item 9. **Date of Report –** Dated at Vancouver, British Columbia this 11th day of July 2011.