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: July 5, 2012

Item 3. News Release: The press release was issued on July 5, 2012 in Vancouver, Canada.

Item 4. Summary of Material Change: announces that it has signed a Letter of Intent with 46799 Yukon Inc. wherein the parties agree to enter into a Joint Venture (the "JV") for the purpose of further exploring and developing a placer gold mine located on the Indian River and Montana Creek in the Dawson City Mining District. Klondike Gold Corp. will provide the property and the permits required for exploration and mining and an extensive amount of exploration data. 46799 Yukon Inc. will provide equipment and initial capital to the Joint Venture. Upon each party making their respective contributions to the JV, each will have a 50% participating interest in the JV and its ongoing operations.

Item. 5 Full Description of Material Change

KLONDIKE GOLD CORP. (TSXV:KG) (the "Company") is pleased to announce that it has signed a Letter of Intent with 46799 Yukon Inc. wherein the parties agree to enter into a Joint Venture (the "JV") for the purpose of further exploring and developing a placer gold mine located on the Indian River and Montana Creek in the Dawson City Mining District. Klondike Gold Corp. will provide the property and the permits required for exploration and mining and an extensive amount of exploration data. 46799 Yukon Inc. will provide equipment and initial capital to the Joint Venture. Upon each party making their respective contributions to the JV, each will have a 50% participating interest in the JV and its ongoing operations.

The Indian River is a gravel-bed stream located south of Dawson City. It lies on the Klondike Plateau and forms the southern boundary of the Yukon placer gold district. The Indian River and its tributaries are the largest gold producers in the Yukon.

The project consists of 188 placer claims and covers over 96 KM of claims and leases along the southern edge of the Dawson City Mining District. Klondike Star Mineral Corporation carried out an extensive exploration drilling program on the claims between 2005 and 2007 with positive results. This is a placer gold project and the exploration results, while professionally produced, are never-the-less not in compliance with NI 43-101. The property is subject to a 10% royalty to Klondike Star, who are currently the subject of a friendly Take Over Bid by the Company. (See Company news release #12.0301 dated March 1, 2012 for more information.) The Company is particularly pleased with the prospect of seeing one its Yukon Properties developed.

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

Erich Rauguth, President
Telephone: (604) 685-2222

Item 9. Date of Report

Dated at Vancouver, British Columbia this 5th day of July 2012