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: August 9, 2012

Item 3. News Release: The press release was issued on August 9, 2012 in Vancouver, Canada.

Item 4. Summary of Material Change: VANCOUVER, BC— Klondike Gold Corp. (the "Company") is pleased to announce it is arranging for a private placement of up to 6 million units for total proceeds of up to $600,000. The financing Unit will consist of either flow-through shares or non flow through shares in addition to one-half, non-transferable share purchase warrant entitling the purchaser to purchase one common share for every full warrant at a price of $0.20 for three years. The offering will be priced at $0.10 per unit for non flow through share units and at $0.12 per unit for flow through share units.

Item. 5 Full Description of Material Change

VANCOUVER, BC— Klondike Gold Corp. (the "Company") is pleased to announce it is arranging for a private placement of up to 6 million units for total proceeds of up to $600,000. The financing Unit will consist of either flow-through shares or non flow through shares in addition to one-half, non-transferable share purchase warrant entitling the purchaser to purchase one common share for every full warrant at a price of $0.20 for three years. The offering will be priced at $0.10 per unit for non flow through share units and at $0.12 per unit for flow through share units.

The private placement is subject to regulatory approval and in accordance with Exchange policies, finders' fees may be paid on a portion of the funds raised. Proceeds will be used for exploration expenditures on the Company's Yukon and British Columbia properties, to fund additional exploration on new targets and general working capital. The Company has tendered the Take Over Offer for Klondike Star Mineral Corporation (see NR # 12.0405) and expects to include an additional 411 Klondike Star mineral claims into the Klondike Gold Field exploration program.

Klondike Gold Corp. currently hold 699 Mineral Claims in the Klondike Gold Fields and the inclusion of the Klondike Star claims will boost the number of claims under exploration to 1110 claims covering approximately 200 square km in the center of the Klondike Gold Fields.

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 9th day of August 2012