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

Item 2. **Date of Material Change** – November 19, 2012.

Item 3. **News Release** – News Release issued November 19, 2012, at Vancouver, BC.

Item 4. **Summary of Material Change –** Klondike Gold Corp. (the "Company") is pleased to announce that it has consolidated its interest in the Panda Basin Irishman Claim Block(the 'Property') with the purchase of its joint venture partner, Sedex Mining Corp. ("Sedex"), 50% right, title and interest in the Property. This acquisition brings the company's interest in the property to 100%. The terms of the agreement are for the Company to pay to Sedex a onetime payment of $37,173.92. This amount has been fully paid.

Item 5. **Full Description of Material Change** – Klondike Gold Corp. (the "Company") is pleased to announce that it has consolidated its interest in the Panda Basin Irishman Claim Block(the 'Property') with the purchase of its joint venture partner, Sedex Mining Corp. ("Sedex"), 50% right, title and interest in the Property. This acquisition brings the company's interest in the property to 100%. The terms of the agreement are for the Company to pay to Sedex a onetime payment of $37,173.92. This amount has been fully paid.

The Property subject to this transaction consists of some 124 claims covering 168 square kilometers and (includes?) part of the Company's Panda Basin Irishman property located in the central Purcell Basin. The company now owns 100 % of its 309 square kilometers land position in the basin. The basin consists of ground that is prospective for both orogenic gold and sedimentary exhalative (SEDEX type) targets. The ground encompasses a major northeast-trending Proterozoic structure and the fault bounded, north-trending Panda basin. The Panda basin is geologically similar to the Sullivan basin which hosts the Sullivan mine 40 kilometers to the northeast. The Sullivan mine was one of the largest zinc-lead-silver mines in the world and produced 18.5 billion pounds of lead, 17.5 billion pounds of zinc and 298 million troy ounces of silver during its 92 year lifespan. At today's prices Sullivan contained over 40 billion dollars of base and precious metals.

In a May 21, 2009 News Release the Company noted that the Irishman hole, completed to a depth of 1,520 meters in late October of 2008 tested, at the south end of the Panda basin, a similar and correlative horizon that hosts the Sullivan deposit. A 155 meter interval at the Sullivan horizon intersected conglomerates, laminated muds, sulphide fragmentals, alteration and visible laminated sulphides - pyrrhotite, sphalerite and galena - indicative of exhalite mineralization and comparable to the distal fringes of the Sullivan deposit.

The acquisition of the Sedex's interest is in line with the company's corporate strategy to own 100 % of its key properties. Klondike Gold Corp can now seek strategic alliances with partners capable of advancing the exploration and participating in the development of this very large property

Item 6. **Reliance on Section 7.1(2) or (3) of National Instrument 51-102** – Not applicable.

Item 7. **Omitted Information** – The undersigned is aware of no information of a material nature that has been omitted.

Item 8. **Executive Officer** – Erich Rauguth, Chief Executive Officer 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 21st day of November 2012.