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** – May 14, 2013.

Item 3. **News Release** – News Release issued May 17, 2013, at Vancouver, BC.

Item 4. **Summary of Material Change –** Klondike Gold Corp. (the "Company") hereby announces Richard Hughes has tendered his resignation as Chairman and Director.

Item 5. **Full Description of Material Change** – **Vancouver, BC** Klondike Gold Corp. (the "Company") hereby announces Richard Hughes has tendered his resignation as Chairman and Director. The Company wishes to thank Richard for his many years of service, specifically for founding the Company and for assembling the largest mineral claim block in the Klondike Gold Fields which host the Eldorado and Upper Bonanza Creek drainages. His early work in the Klondike advanced the search for hard-rock gold sources and set the stage for the material advances the company made during the 2012 exploration season. Eldorado and Bonanza Creeks are recognized as having historically the most productive placer claims, per area, some of which still continue to produce today. Underlying these rich placer operations are Klondike Gold Corp.'s hard-rock claims. Significantly most of the placer gold being mined on Eldorado and Upper Bonanza originated from sources on the Lone Star Ridge which was the centre of Richard's attention for many years. Thanks to his efforts this property is now in the hands of Klondike Gold Corp. The Company appreciates Richard's foresight and historic support and wishes him all the best in his future endeavours.

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 17th day of May, 2013.