

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 – December 11, 2013.

Item 3. News Release – News Release issued December 11, 2013, at Vancouver, BC.

Item 4. Summary of Material Change – Klondike Gold Corp. (TSX.V:KG) (“Klondike”) announces that it has signed a Letter of Intent (“LOI”) with Medgold Resources Corp. (“Medgold”) for the acquisition by Medgold of 100% of Klondike’s Portuguese assets comprised of five gold exploration permits covering 604 square kilometers located in northern Portugal. The terms of the acquisition are subject to approval by the TSX Venture Exchange.

Item 5. Full Description of Material Change – Klondike Gold Corp. (TSX.V:KG) (“Klondike”) announces that it has signed a Letter of Intent (“LOI”) with Medgold Resources Corp. (“Medgold”) for the acquisition by Medgold of 100% of Klondike’s Portuguese assets comprised of five gold exploration permits covering 604 square kilometers located in northern Portugal. The terms of the acquisition are subject to approval by the TSX Venture Exchange.

The Portugal project combine five exploration licences (Balazar, Valongo, Legares, Castelo do Paiva and Ponte de Barca), with four covering the majority of the Valongo geological belt and gold occurrences, plus Ponte de Barca which covers orogenic gold occurrences, collectively located in the north of Portugal.

The terms for the acquisition of Klondike’s Portuguese assets are as follows:

- Payment of \$10,000 in cash to Klondike upon signing of the LOI.
- Medgold will have up to 45 days to complete due diligence and if satisfactory will make a payment of \$40,000 in cash and \$100,000 in Medgold shares, and complete the acquisition.
- A final payment in 12 months of \$100,000 in cash and \$250,000 in cash or shares (to be decided by Medgold).
- On closing of the purchase, Klondike will retain a 2.0% NSR, which will be re-purchasable for \$1.0 million per percentage point.

Dan James, President of Medgold, said, “By significantly increasing our exploration portfolio, this acquisition underpins our objective to become a leading gold explorer and developer in Western Europe. Our land-holding in Portugal now covers over 1,000 sq km of highly prospective ground.”

Peter Tallman, President and CEO of Klondike states “This divestiture focuses Klondike on its substantial core Canadian assets while continuing participation in Portuguese exploration through equity participation in Medgold. Medgold has an established focus and demonstrated expertise in exploration of Portugal and Spain.”

The Company confirms it has received \$500,000 in loans from various investors to cover immediate operating expenses and help restructure the company.

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** – Peter Tallman, 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 11th day of December, 2013.