

## FORM 51-102F3

### MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

Klondike Gold Corp. (the "Company")  
Suite 3123 – 595 Burrard Street  
Vancouver, British Columbia, V7X 1J1

**Item 2 Date of Material Change**

September 16, 2014

**Item 3 News Release**

The Company issued a news release through FSC wire, a division of Filing Services Canada Inc., on September 16, 2014.

**Item 4 Summary of Material Change**

The Company acquired all of the outstanding shares of 46799 Yukon Inc., a private company, in consideration for the issuance of an aggregate of 6,435,000 common shares of the Company at a deemed price of \$0.20 per share.

**Item 5 Full Description of Material Change**

The Company acquired all of the outstanding shares of 46799 Yukon Inc., a private company, in consideration for the issuance of an aggregate of 6,435,000 common shares of the Company at a deemed price of \$0.20 per share. As a result of the acquisition the Company now holds an undivided 100% interest in the Indian River Property subject to an existing third party 5% royalty on production of gold or other minerals.

Pursuant to this transaction, Fiore Financial Corporation, a company owned and controlled by Frank Giustra, acquired ownership and control of 2,964,500 shares at a deemed price of \$0.20 per share, representing 15.35% of the issued and outstanding common shares of the Company. As a result of this acquisition of securities, Fiore Financial Corporation, a company owned and controlled by Frank Giustra, and Frank Giustra personally will hold in aggregate, 3,209,750 common shares of the Company, representing 16.62% of the current issued and outstanding shares.

Pursuant to this transaction, 451178 BC Ltd., a company owned and controlled by Roberto Aquilini, acquired 2,839,500 shares at a deemed price of \$0.20 per share, representing 14.71% of the current issued and outstanding common shares of the Company. As a result of this acquisition of securities, 451178 BC Ltd. and Trisec Securities Inc., both companies owned and controlled by Mr. Aquilini, will hold in aggregate, 2,839,500 common shares of the Company, representing 14.71% of the current

issued and outstanding shares of the Company and would own 3,102,000 common shares, representing 15.85% on a partially diluted basis, assuming exercise of the 262,500 warrants held by Trisec Securities Inc.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable. This report is not being filed on a confidential basis.

**Item 7 Omitted Information**

Not applicable. No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and this report:

Jeremy Crichton, Chief Financial Officer  
Telephone: 604.609.6126

**Item 9 Date of Report**

September 16, 2014