

**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**

February 25, 2026

**Item 3 News Release**

The Company issued a news release through ACCESS Newswire on February 26, 2026.

**Item 4 Summary of Material Change**

The Company has closed a non-brokered private placement financing, raising \$3,086,959.

**Item 5 Full Description of Material Change**

See attached news release.

**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:

Brenda Nowak, Chief Financial Officer  
Telephone: 604.609.6136

**Item 9 Date of Report**

February 26, 2026



February 26, 2026

Vancouver, British Columbia, Canada

## **Klondike Gold Closes \$3,086,959 Non-brokered Financing to Expand 2026 Drill Programs**

**Klondike Gold Corp. (TSX.V: KG; FRA: LBDP; OTC: KDKGF) (“Klondike Gold” or the “Company”)** is pleased to announce that the Company has closed a non-brokered private placement financing, raising \$3,086,959 (the “**Private Placement**”).

Peter Tallman, President and CEO of Klondike Gold comments *“We are energized with the growing support from our strategic investors providing funding for aggressive plans to expedite the resource expansion and development within our Klondike District Gold Project. The financing announced today, in conjunction with this season’s forecast royalty payments from the Montana Creek Placer Mine, will enable us to more than double our seasonal average drilling meterage and fund work. The Company’s ‘first ever’ NI43-101 mineral resources only included drilling completed to the end of 2021. Klondike Gold has since completed 137 drill holes for 19,137 meters drilled (through 2025) targeting step-outs of known mineralized areas. Our now fully funded plans in 2026 include a further 8,000 meters of drilling targeting step-outs to mineralized zones.*

*The objective of this years’ focussed drill program will culminate in early 2027 with a planned update of NI43-101 mineral resources from drilling through 2026 drill within our Lone Star and Stander deposits and potentially including new discoveries as well.”*

Upon closing the Private Placement, the Company issued 20,579,729 units at a price of \$0.15 per unit, with each unit comprised of one common share and one common share purchase warrant. The 20,579,729 warrants issued have an exercise strike price of \$0.20 per share for a period of 2 years (February 25, 2028).

All securities issued in connection with the Private Placement are subject to a four month and one day statutory hold period expiring on June 26, 2026, in accordance with applicable securities laws and the policies of the TSX Venture Exchange.

Four insiders of the Company participated in the Private Placement and acquired an aggregate of 990,000 units. The purchases by these insiders constitute “related party transactions” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The issuances are exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as they are distributions of securities for cash and the fair market value of the units issued to, and the consideration paid by, the insiders did

not exceed 25% of the Company's market capitalization. No new insiders were created, nor any change of control occurred, as a result of closing the Private Placement.

The Company intends to use the proceeds from the Private Placement to continue exploration and development of the Company's Yukon properties, as well as for general working capital.

#### **ABOUT KLONDIKE GOLD CORP.**

Klondike Gold is a Vancouver based gold exploration company advancing its 100%-owned Klondike District Gold Project located at Dawson City, Yukon, one of the top mining jurisdictions in the world. The Klondike District Gold Project targets gold associated with district scale orogenic faults along the 55-kilometer length of the famous Klondike Goldfields placer district. Multi-kilometer gold mineralization has been identified at both the Lone Star Zone and Stander Zone, among other targets. The Company has identified a Mineral Resource Estimate of 469,000 Indicated and 112,000 Inferred gold ounces<sup>[1]</sup>, a milestone first for the Klondike District. The Company is focused on exploration and development of its 727 square kilometer property accessible by scheduled airline and government-maintained roads located on the outskirts of Dawson City, Yukon, within the Tr'ondëk Hwëch'in First Nation traditional territory.

#### **ON BEHALF OF KLONDIKE GOLD CORP.**

"Peter Tallman"

Peter Tallman  
President and CEO

#### **FOR FURTHER INFORMATION:**

Telephone: (604) 609-6110

E-mail: [info@klondikegoldcorp.com](mailto:info@klondikegoldcorp.com)

Website: [www.klondikegoldcorp.com](http://www.klondikegoldcorp.com)

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*Certain statements contained in this news release constitute "forward-looking statements". When used in this document, the words "anticipated", "expect", "estimated", "forecast", "planned", and similar expressions are intended to identify forward-looking statements or information. These statements are based on current expectations of management, however, they are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from the forward-looking statements in this news release. Readers are cautioned not to place undue reliance on these statements. Klondike Gold does not undertake any obligation to revise or update any forward-looking statements as a result of new information, future events or otherwise after the date hereof, except as required by securities laws.*

*Forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things,*

*market volatility; the state of the financial markets for the Company's securities; fluctuations in commodity prices and changes in the Company's business plans. In making the forward looking statements in this news release, the Company has applied several material assumptions that the Company believes are reasonable, including without limitation, that the Company will continue with its stated business objectives and its ability to raise additional capital to proceed. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. The Company seeks safe harbor.*

*For more information on the Company, investors should review the Company's continuous disclosure filings that are available at [www.sedarplus.ca](http://www.sedarplus.ca).*

[\[1\]](#) The Mineral Resource Estimate for the Klondike District Property was prepared by Marc Jutras, P.Eng., M.A.Sc., Principal, Ginto Consulting Inc., an independent Qualified Person in accordance with the requirements of NI 43-101. The technical report supporting the Mineral Resource Estimate entitled "NI 43-101 Technical Report on the Klondike District Gold Project, Yukon Territory, Canada" has been filed on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) effective November 10, 2022. Refer to news release of December 16, 2022.