

The securities offered under this Offering Document under the Listed Issuer Financing Exemption (the "Offering Document") have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

**Offering Document under the Listed Issuer Financing Exemption  
March 14, 2023**



**KLONDIKE GOLD CORP  
(the "Company" or the "Issuer")**

**PART 1            SUMMARY OF OFFERING**

**What are we offering?**

<b>Offering:</b>	Units ("Units") of the Issuer, with each Unit being comprised of one common share of the Issuer (each, a "Common Share") and one common share purchase warrant (each, a "Warrant"). Each Warrant will be exercisable to acquire an additional Common Share at an exercise price of \$0.20 per Common Share for a period of 24 months from the date of issuance. (the "Offering")
<b>Offering Price:</b>	\$0.105 per Unit
<b>Offering Amount:</b>	A minimum of 9,523,809 Units (the "Minimum Offering") and a maximum of 14,285,714 Units (the "Maximum Offering"), for minimum gross proceeds of \$1,000,000 and maximum gross proceeds of \$1,500,000
<b>Closing date:</b>	Closing of the Offering is expected to be completed in one or more tranches with the first tranche expected to close on or about March 23, 2023 and the final tranche expected to close no later than April 28, 2023
<b>Exchanges:</b>	The Company's Common Shares are listed on the TSX Venture Exchange ("TSXV") under the symbol "KG", the OTCQB trading platform in the United States under the trading symbol "KDKGF" and on the Frankfurt Stock Exchange under the trading symbol "LBDP".
<b>Last Closing Price:</b>	On March 13, 2023 the last trading day prior to the date of this Offering Document, the closing price of the Common Shares on the TSXV was \$0.14.

**No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. The offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.**

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 - Prospectus Exemptions (the "Listed Issuer Financing Exemption"). In connection with the Offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed;**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$10,000,000;**
- **The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

#### **CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION**

This Offering Document contains "forward-looking statements" or "forward-looking information" within the meaning of applicable Canadian securities legislation. Such statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or its mineral project, or industry results, to be materially different from any future results, expectations, performance or achievements expressed or implied by such forward-looking statements or information. Such statements can be identified by the use of words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict" and other similar terminology, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved although not all forward-looking statements contain such identifying words. These statements reflect the Company's current expectations regarding future events, performance and results based on information currently available and speak only as of the date of this Offering Document. In making such statements or providing such information, the Company has made assumptions regarding, among other things: (i) the accuracy of the estimation of mineral resources; (ii) that exploration activities and studies will provide results that support anticipated development and extraction activities; (iii) that studies of estimated mine life and production rates at its mineral projects will provide results that support anticipated development and extraction activities; (iv) that the Company will be able to obtain additional financing on satisfactory terms, including financing necessary to advance the development of its projects; (v) that infrastructure anticipated to be developed or operated by third parties, including electrical generation and transmission capacity, will be developed and/or operated as currently anticipated; (vi) that laws, rules and regulations are fairly and impartially

observed and enforced; (vii) that the market prices for gold and silver remain at levels that justify development and/or operation of any mineral project; (viii) general economic conditions; (ix) that labour disputes, surface rights disputes, access to property, flooding, ground instability, fire, failure of plant, equipment or processes to operate as anticipated and other risks of the mining industry will not be encountered; (x) competitive conditions in the mining industry; (xi) title to mineral properties; (xii) changes in laws, rules and regulations applicable to the Company; and (viii) that the Company will be able to obtain, maintain, renew or extend required permits. All other assumptions contained in this Offering Document constitute forward-looking information.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indicators of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities, including potentially arbitrary action; the failure of parties to contracts with the Company to perform as agreed; social or labour unrest; changes in commodity prices; effects of the COVID-19 pandemic; unexpected changes in the cost of mining consumables; and the failure of exploration programs or current or future economic studies to deliver anticipated results or results that would justify and support continued exploration, studies, development or operations. New risks may emerge from time to time and the importance of current factors may change from time to time and it is not possible for the Company to predict all such factors, changes in such factors and to assess in advance the impact of such factor on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements contained in this Offering Document.

Information concerning the interpretation of drill results also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. This offering document also contains references to estimates of mineral resources. The estimation of mineral resources is inherently uncertain and involves subjective judgments about many relevant factors. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The accuracy of any such estimates of mineral resources is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation (including estimated future production from the anticipated tonnages and grades that will be mined and the estimated level of recovery that will be realized), which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that may ultimately prove to be inaccurate. Mineral resource estimates may have to be re-estimated based on, among other things: (i) fluctuations in gold, silver, or other mineral prices; (ii) results of drilling; (iii) results of metallurgical testing and other studies; (iv) proposed mining operations, including dilution; (v) the evaluation of mine plans subsequent to the date of any estimates; and (vi) the possible failure to receive required permits, approvals and licences.

Although the forward-looking statements contained in this offering document are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. The Company's actual results could differ materially from those anticipated in these forward-looking statements, as a result of, amongst others, those factors noted above. Accordingly, readers should not place undue reliance on forward-looking information. These forward-looking statements are made as of the date of this offering document and are expressly qualified in their entirety by this cautionary statement. Subject to applicable Canadian

securities laws, the Company assumes no obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of this Offering Document.

## **CURRENCY AND MINERAL RESOURCE ESTIMATES**

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this Offering Document refer to Canadian dollars, which is the Company's functional currency.

All references to "mineral resources" included in this offering document are calculated in accordance with the standards set by the Canadian Institute of Mining & Metallurgy Definition Standards and disclosed in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"). Actual recoveries of mineral products may differ from mineral resources as reported due to inherent uncertainties in acceptable estimating techniques. In particular, "indicated" and "inferred" mineral resources have a great amount of uncertainty as to their existence and economic and legal feasibility. It cannot be assumed that all or any part of an "indicated" or "inferred" mineral resource will ever be upgraded to a higher category of resource.

## **PART 2 SUMMARY DESCRIPTION OF BUSINESS**

### ***What is our Business?***

The Company is a mineral exploration company focused on exploration and development of its Yukon gold projects covering 727 square kilometers of hard rock and 24 square kilometers of placer claims located approximately 20 km south of Dawson City, Yukon. The Yukon gold projects are accessible by government maintained roads 20 km south of Dawson City, Yukon within the Tr'ondëk Hwëch'in First Nation traditional territory.

### ***Recent Developments***

On March 1, 2022 the Company reported results of 2021 Phase 3 diamond drilling at its Klondike District Property, located in the Dawson Mining District, Yukon, Canada.

Highlights from Phase 3 Stander Zone drilling include:

- 3.36 g/t Au over 21.34 meters from 32.0 meters to 53.34 meters within 1.55 g/t Au over 48 meters from 32.0 meters to 80.0 meters in EC21-424
- 1.57 g/t Au over 26.0 meters from 70.0 meters to 96.0 meters within 0.61 g/t Au over 73.14 meters from 22.86 meters to 96.0 meters in EC21-425
- Gold intersections in EC21-424 and EC21-425 are the furthest southeast to date at the Stander Zone, which remains open in all directions.

On March 24, 2022 the Company report results of 2021 Phase 4 diamond drilling at its Klondike District Property, located in the Dawson Mining District, Yukon, Canada. Phase 4 tested for mineralization associated with graphitic thrust faults over a 4 km strike length along Eldorado Creek including at the Gay Gulch gold showing.

Highlights from Phase 4 drilling along Eldorado Creek include:

- 1,464 g/t Ag (47.1 oz/t Ag) over 3.52 meters from 77.25 meters in EC21-436

- 30.97 g/t Au over 0.5 meters from 40.0 meters in EC21-439 at Gay Gulch Showing

On April 25, 2022, the Company filed a Technical Report dated with an effective date of January 30, 2022, entitled “Independent Technical Report for the Klondike District Gold Project, Yukon, Canada”. The Technical Report was prepared in accordance with the National Instrument 43-101 Standards of Disclosure for Mineral Projects and is available for review under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company’s website at [www.klondikegoldcorp.com](http://www.klondikegoldcorp.com). This milestone Technical Report maps unit lithologies and locates major thrust faults for the first time since gold was discovered in 1896 in the Klondike. The fault network is a necessary requirement for orogenic gold deposits and the primary focus of orogenic gold exploration and development.

In June 2022 the Company also established multi-year partnerships with Canadian and U.S. academic and research institutions including University of Ottawa, University of Toronto, Dalhousie University, Colorado School of Mines, and Center for Advanced Earth Resource Models with funding grants from National Science and Engineering Research Council (Canada) and National Science Foundation (U.S.). Research efforts are documenting controls to orogenic gold deposits in the Klondike as a direct aid to exploration targeting.

On October 27, 2022 the Company reported the completion of its 2022 work program. The Company completed approximately 6,000 meters of drilling in a total of 47 drill holes of which 35 holes explored areas adjacent known mineralization at the Gay Gulch showing (11 holes) and Stander Zone (24 holes) with the remainder (12 holes) testing new regional targets. Mapping discoveries of gold-bearing quartz breccia veining in outcrop at Gay Gulch and positive identification of three deep crustal thrust faults in proximity to known gold occurrences (such as Lone Star Zone) continue to provide evidence the Klondike District area is highly prospective for significant orogenic gold deposits. Exploration continues to affirm multiple local sources of bedrock gold mineralization which explain placer deposits exploited historically within the Klondike District.

On November 10, 2022 the Company completed first ever Mineral Resource NI 43-101 Technical Report (filed on SEDAR December 16, 2022 and on the Company’s website at [www.klondikegoldcorp.com](http://www.klondikegoldcorp.com)), documenting pit-constrained bedrock gold mineralization comprising a total Indicated Mineral Resource of 469,000 ounces of gold and a total Inferred Mineral Resource of 112,000 ounces of gold on the near-surface Lone Star and Stander Deposits. The initial Mineral Resource Estimate is based upon drilling results from 2014 through 2021 field seasons. The pit-constrained Mineral Resource Estimate is summarized below in Table 1.

Table 1: Pit-Constrained Mineral Resource Estimate at a 0.2 g/t Au Cut-Off – Effective November 10, 2022 – Lone Star and Stander Deposits

Classification	Deposit	Tonnage Tonnes	Average Au Grade g/t	Au Content oz.
Indicated	Lone Star	19,535,528	0.643	403,857
	Stander	2,049,741	0.987	65,044
	<b>Total</b>	<b>21,585,269</b>	<b>0.676</b>	<b>468,901</b>
Inferred	Lone Star	6,156,522	0.503	99,562
	Stander	304,821	1.265	12,397
	<b>Total</b>	<b>6,461,343</b>	<b>0.539</b>	<b>111,959</b>

**Notes:**

1. *The effective date for the Mineral Resource Estimate is November 10, 2022. The initial 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.sedar.com](http://www.sedar.com) effective November 10, 2022. Refer to news release of December 16, 2022.*
2. *Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues.*
3. *The Canadian Institute of Mining Metallurgy and Petroleum (CIM) definitions were followed for classification of Mineral Resources. The quantity and grade of reported inferred Mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred Mineral Resources as an indicated Mineral Resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured Mineral Resource category.*
4. *Mineral Resources are reported at a cut-off grade of 0.2 g/t Au, using a gold price of US\$1,700/ounces and a CAD/USD exchange rate of 0.75.*

On January 12, 2023, the Company announced main objectives for the 2023 Exploration Program. The First objective is to work towards doubling the recent Mineral Resource Estimate to greater than 1M oz Au. The second objective is to identify and outline new discoveries that can be converted to additional mineral resources. One area based on positive 2022 visual results is at the new Gay Gulch Zone where visible gold was discovered and extensive silicification was identified by exploratory drilling. Follow-up drilling in 2023 is anticipated. The second area involves more detailed exploration of the large underexplored southeast end of the Klondike District Property. Recent mapping, plus positive

geophysical, LIDAR, soil sampling, and prospecting results have identified a number of new high priority targets.

On January 24, 2023, the Company completed a non-brokered private placement raising an aggregate of \$352,400 of which \$24,900 were flow-through funds.

On February 16, 2023 the Company entered into a Property Acquisition Agreement with C2C Gold Corp. ("C2C") for the purchase, by Klondike Gold of a 100% interest in C2C's "Quartz" and "Sulphur" properties comprised of 689 mining claims covering 143 square kilometers located in the Dawson mining district, Yukon, Canada (the "Property Acquisition Agreement"). Under the terms of the Property Acquisition Agreement, the Company issued to C2C 1,000,000 common shares and granted C2C a 1% net smelter returns royalty ("NSR Royalty") in respect of C2C's Quartz and Sulphur properties, of which Klondike Gold may purchase one-half of the NSR Royalty (being a 0.5% NSR Royalty) from C2C for cash in the amount of \$500,000 at any time. The Quartz and Sulphur properties each have underlying 2% NSR Royalty obligations where Klondike Gold has the right to purchase one-half (or 1%) of each NSR Royalty for one million dollars (\$1,000,000) cash and has a right of first refusal to purchase the remaining 1%. Upon completion of this transaction, Klondike Gold will have expanded its Klondike District Property land position covering the prospective Klondike goldfields with direct ownership of a total of 3,913 quartz claims (increased from 3,078) in one contiguous district-encompassing property covering a 727 square kilometer area (increased from 585), expanding the property area by 27%. The transaction completed on February 17, 2023.

On February 21, 2023 the Company announced a surface outcrop discovery of high-grade gold-silver in quartz veining at the Gay Gulch Showing on the Klondike District Property.

On February 27, 2023, the Company reported report gold assay results from eleven diamond drill holes at the Gay Gulch Showing on the Klondike District Property.

Highlights from Gay Gulch Showing drilling include:

- Gold mineralization has been intersected by drilling over a 300-meter lateral distance. The mineralized zone is interpreted to begin at surface with a shallow southeast-directed plunge and remains open.
- 0.43 g/t Au over 32.7 meters in EC22-467 from 65.1 meters to 97.8 meters at 210° azimuth.
- 0.42 g/t Au over 34.5 meters in EC22-468 from 38.0 meters to 72.5 meters at 290° azimuth.
- 0.60 g/t Au over 27.85 meters in EC22-477 from 23.0 meters to 50.85 meters at 290° azimuth.
- Drilling intersected extensive silicification in graphite schist adjacent the schist-graphite fault associated with a modelled anticlinal fold hinge.
- The recently reported high grade quartz vein sampled in outcrop came from the schist-graphite fault contact exposed at surface which assayed 4,064 g/t Au with 1,149 g/t Ag (refer to news release of February 21, 2023).

## **MATERIAL FACTS**

As of the date of this disclosure document, to the best of the knowledge of the directors and senior officers of the Company, there are no person(s) or companies who beneficially own, or control or direct, directly

or indirectly, common shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Company other than:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding
Frank Giustra	15,856,803 <sup>(1)</sup>	10.43%

<sup>(1)</sup> 6,260,778 of these shares are held through Fiore Financial Corporation, a company owned and controlled by Frank Giustra; 1,774,478 of these shares are held through The Giustra Foundation (formerly The Radcliffe Foundation), a charitable organization controlled by Frank Giustra; and 7,821,547 shares are held personally by Frank Giustra.

There are no other material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Issuer in the 12 months preceding the date of this Offering Document.

Concurrent with the Offering, the Company is selling, on a non-brokered private placement basis, up to 17,391,304 flow-through units at \$0.115 per flow-through unit, with each flow-through unit consisting of one common share of the Company that qualifies as a "flow-through share" as defined under the Income Tax Act (Canada) and one warrant exercisable at \$0.20 for a period for 24 months from the date of issuance, for additional aggregate gross proceeds of up to \$2,000,000 (the "**Concurrent Flow-Through Placement**").

The Company has engaged Eventus Capital Corp. as a finder in connection with this Offering and the Concurrent Flow-Through Placement.

The securities issued in connection with the Concurrent Flow-Through Placement will be subject to a statutory hold period of four months and one day in accordance with applicable Canadian securities laws. Closing of the Concurrent Flow-Through Placement is expected to occur on or about April 28, 2023. Completion of the Offering is not conditional upon the completion of the Concurrent Flow-Through Placement or vice versa.

The Issuer expects that a portion of the Concurrent Flow-Through Placement will be considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101") as a result of the participation by certain insiders of the Issuer. The Issuer intends to rely on Sections 5.5(a) and 5.7(1)(a) of MI 61-101 for exemptions from the requirements to obtain a formal valuation and minority shareholder approval, respectively, because the fair market value of the expected aggregate insider participation in the Concurrent Flow-Through Placement will be below 25% of the Issuer's market capitalization for purposes of MI 61-101. There can be no assurance that the Issuer will be successful in raising the maximum amount under the Offering or raising funds under the Concurrent Flow-Through Placement.



## BUSINESS OBJECTIVES AND MILESTONES

### What are the business objectives that we expect to accomplish using the available funds?

The business objective of the Company is to ensure that at a minimum, the Company will have positive working capital for a period of 12 months following the distribution and for the Company to maintain its operations at the Klondike District Gold Project. The Company's primary business objectives over the next 12 months is to maintain its mineral property interests in good standing (at a minimum) and advance exploration of the Klondike District Gold Project in the Yukon. The extent to which the Company is able to advance exploration of the project depends on the extent to which it is able to obtain subsequent financing.

### PART 3 USE OF AVAILABLE FUNDS

#### *What will our available funds be upon the closing of the Offering?*

The Company's expected availability of funds following closing of the Minimum Offering is \$930,000. The expected availability of funds from the Maximum Offering together with proceeds raised from the Concurrent Flow-Through Placement is expected to be approximately \$2,810,000.

		<b>Assuming the Minimum Offering</b>	<b>Assuming the Maximum Offering</b>
A	Amount to be raised by this offering	\$1,000,000	\$1,500,000
B	Selling commissions and fees	\$60,000	\$90,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$10,000	\$10,000
D	Net proceeds of offering: D = A - (B+C)	\$930,000	\$1,400,000
E	Working capital as at most recent month end:	\$Nil	\$Nil
F	Additional net sources of funding <sup>(1)</sup>	\$0	\$1,410,000
<b>G</b>	<b>Total available funds:</b> <b>G = D+E+F</b>	<b>\$930,000</b>	<b>\$2,810,000</b>

<sup>(1)</sup> Assumes completion of Concurrent Flow-Through Placement less selling commissions.

#### *How will we use the available funds?*

The available funds will be used for general working capital purposes and advancement of the Company's Yukon Properties

The Company intends to use the net proceeds from this Offering together with the Concurrent Flow-Through Placement for general working capital purposes and to fund further exploration, mineral resource expansion and drilling field activities on Klondike District Gold Project for the 2023 exploration program, where the work is expected to be completed by February 2024:

<b><u>Intended Use of Available Funds (listed in order of Priority)</u></b>	<b><u>Assuming the Minimum Offering</u></b>	<b><u>Assuming the Maximum Offering and completion of the Concurrent Flow- Through Placement</u></b>
Corporate administration, salaries and benefits, professional fees, office	\$615,000	\$615,000
Insurance & Property Tax	\$36,000	\$36,000
Filing and listing fees, transfer agent, shareholder mailings	\$48,000	\$48,000
Klondike District Gold Project exploration <sup>(1)</sup>	\$141,000	\$2,000,000
General corporate purposes and expenses	\$90,000	\$90,000
Unallocated working capital	\$Nil	\$21,000
<b>Total:</b>	<b>\$930,000</b>	<b>\$2,810,000</b>

<sup>(1)</sup> *The funds are being raised to ensure that at a minimum, the Company will have positive working capital for a period of 12 months following the distribution and so that the Company can maintain its operations and mineral property interests. The proceeds from the Maximum Offering will be spent on further budgeted exploration of the Klondike District Gold Project.*

The Issuer's most recent interim financial statements for the period ended November 30, 2022 included a going-concern note, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is extending its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

The Issuer believes that the Offering together with the Concurrent Flow-Through Placement will lead to the removal of the going concern note on the Issuer's upcoming annual financial statements.

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives. The Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow until profitable commercial production at one or more of its properties is achieved. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods.

**How have we used the other funds we have raised in the past 12 months?**

Between December 30, 2022 and January 24, 2023, the Issuer completed a non-brokered private placement in two tranches raising an aggregate of \$352,400 of which \$24,900 was flow-through funds. Proceeds from non-brokered private placement were used for general working capital purposes and exploration and development of the Company's Yukon properties.

**PART 4 FEES AND COMMISSIONS****Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?**

Finder	The Company has engaged Eventus Capital Corp as a finder ("Finder") in connection with this Offering as of the date of this Offering Document
Compensation Type:	A cash fee and finder warrants, subject to receipt of any approval required by the TSXV
Cash Fee:	The Finder will receive a cash fee equal to 6% of the gross proceeds of the Offering
Finders Warrants	The Finder will be issued warrants to purchase such number of Common Shares equal to 6% of the number of units sold under the Offering and under the Concurrent Flow-Through Placement to subscribers introduced by the Finder. The finder warrants will be priced at \$0.20 per Common Share exercisable for a period 24 months from the date of issuance.

***Does the Agent have a conflict of interest?***

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to the Finder, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*. Eventus Capital Corp is engaged as a Finder in connection with this Offering as of the date of this Offering Document.

**PART 5 PURCHASER'S RIGHTS****Rights of Action in the Event of a Misrepresentation**

**If there is a misrepresentation in this Offering Document, you have a right:**

- a) to rescind your purchase of these securities with the Company; or
- b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

**These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the Offered securities.**

**If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.**

**You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.**

## **PART 6          ADDITIONAL INFORMATION**

### ***Where can you find more information about us?***

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

For further information regarding Klondike Gold Corp, visit our website at: <https://klondikegoldcorp.com>.

## **CERTIFICATE**

This Offering Document, together with any document filed under Canadian securities legislation on or after March 14, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

## **KLONDIKE GOLD CORP**

“Peter Tallman”

Peter Tallman  
President, Chief Executive Officer and Director

“Jasvir Kaloti”

Jasvir Kaloti  
Chief Financial Officer & Corporate Secretary