

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name & Address of Company

BCGold Corp. (the “Company”)
Suite 1400 – 625 Howe St.
Vancouver, British Columbia
V6C 2T6

Item 2. Date of Material Change

July 27, 2010

Item 3. News Release

A press release dated July 27, 2010 was issued to the British Columbia, Alberta and Ontario Securities Commissions, the TSX Venture Exchange and through the facilities of Marketwire via Canadian Timely Disclosure.

Item 4. Summary of Material Change

The Company announced that it intends to complete a non-brokered private placement financing for proceeds of up to \$1,060,000 by issuance of up to 2.5 million non-flow-through units (“NFT Units”) priced at \$0.10 per NFT Unit and up to 6.75 million flow-through units (“FT Units”) priced at \$0.12 per FT Unit.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

Please refer to the press release of the Company disseminated on July 27, 2010, attached hereto.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

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

Brian P. Fowler, President
Phone: 604-646-1589
Email: bfowler@bcgoldcorp.com

Item 9. Date of Report

July 27, 2010



BCGOLD CORP. (TSX-V: BCG)
Suite 1400, 625 Howe Street, Vancouver, BC V6C 2T6
Telephone: (604) 646-1589 Fax: (604) 642-2411
www.bcgoldcorp.com

For Immediate Release

**BCGOLD CORP. ANNOUNCES \$1.1 MILLION
NON-BROKERED PRIVATE PLACEMENT**

Vancouver, British Columbia, July 27, 2010 (TSX-V: BCG) – BCGold Corp. (or the “Company”) announces that it intends to complete a non-brokered private placement financing for proceeds of up to \$1,060,000 by issuance of up to 2.5 million non-flow-through units (“NFT Units”) priced at \$0.10 per NFT Unit and up to 6.75 million flow-through units (“FT Units”) priced at \$0.12 per FT Unit.

Each NFT Unit consists of one common share and one-half of a common share purchase warrant. Each whole such warrant will entitle the holder to purchase one additional non-flow-through common share of the Company at a price of \$0.15 per share for up to one year after the date of issuance.

Each FT Unit consists of one flow-through common share and one-half of a common share purchase warrant. Each whole such warrant will entitle the holder to purchase one additional non-flow-through common share of the Company at a price of \$0.20 per share for up to one year after the date of issuance and at a price of \$0.30 per share for up to two years after the date of issuance.

The Company intends to use the proceeds of this private placement to conduct a Phase II diamond drill program on the Company’s Engineer Mine Property (B.C.) and to conduct a 1,000 metre diamond drill program on the Company’s 100% owned WS Property (Yukon). In addition, the Company intends to use portions of the proceeds for generative copper-gold exploration in B.C. and Yukon and for general working capital purposes.

Finder's fees may be payable in connection with this private placement. This transaction is subject to regulatory approval and all units issued will be subject to a four-month hold period from the date of issuance.

About BCGold Corp.

BCGold Corp. (TSX-V: BCG) is a Vancouver-based junior resource company focused on copper and gold exploration in under-explored historic and emerging mining districts in British Columbia and Yukon. BCGold Corp. acquires and develops conceptual, early and mid-stage, exploration opportunities and advances them towards resource development by using internal expertise, engaging preferred joint venture partners, and creating strategic alliances with major exploration and mining companies. Currently, institutional investors hold 28% of the Company’s outstanding shares and Kinross Gold Corporation holds 13%.

On behalf of the Board of Directors,

Brian P. Fowler, P. Geo.
President & CEO

For further information, please contact:

Investor Relations
Tel: 604-646-1589
Email: info@bcgoldcorp.com

Neither 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.



BCGOLD CORP. (TSX-V: BCG)

Suite 1400, 625 Howe Street, Vancouver, BC V6C 2T6

Telephone: (604) 646-1589 Fax: (604) 642-2411

www.bcgoldcorp.com

Some statements in this news release contain forward-looking information. These statements include, but are not limited to, statements with respect to future payments, expenditures and unit issuances and exploration, development and production activities. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the statements. Such factors include, among others, the timing of future payments, expenditures and unit issuances and the timing and success of future exploration, development and production activities.