

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

BCGold Corp.
Suite 520, 800 West Pender Street
Vancouver, BC V6C 2V6

Item 2 Dates of Material Change

December 5, 2012

Item 3 News Release

The press release was disseminated on December 5, 2012 through Stockwatch.

Item 4 Summary of Material Change

Vancouver, British Columbia, December 5, 2012 (TSX-V: BCG) – BCGold Corp. (or the “Company”) has revised the terms of its previously announced private placement. Pursuant to the revised terms, the company will issue up to 4.6 million Units at a price of \$.075 per Unit for gross proceeds of up to \$350,000. Each Unit will comprise one common share and one warrant. Each whole warrant will entitle the holder thereof to acquire one common share at a price of \$.10 for a period of 2 years after the date of closing.

This private placement is subject to TSX Venture Exchange approval and all securities are subject to a four-month hold period. It is anticipated that officers and directors of the Company will participate in this offering. Finder’s fees will be payable in connection with the private placement, in accordance with the policies of the TSX Venture Exchange.

Proceeds from this financing will be used for in-house scoping studies, continued metallurgical studies, and for general working capital purposes. The Company will also continue attempts to source up to \$5 million in capital for continued development, bulk-sampling and on-site milling of high-grade gold material at the Company’s 100% owned Engineer Mine Property, either by way of a convertible debenture, forward gold sale, or royalty agreement.

Item 5 Full Description of Material Change

See attached press release for details.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Brian Fowler, President & CEO

Tel: 604.681.2626

Item 9

Date of Report

December 14, 2012

For Immediate Release

**BCGOLD CORP. REVISES
PRIVATE PLACEMENT**

Not for distribution to United States wire services or for dissemination in the United States

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About BCGold Corp.

BCGold Corp. (TSX-V: BCG) is focused on exploration and development of its 100%-owned historic Engineer Mine and adjoining Gold Hill properties, situated in northwestern British Columbia. Since 2007 the Company has incurred approximately \$3.5 million in expenditures to demonstrate the exploration upside and near term mining potential of these properties. BCGold Corp. is unique in that it exposes investors to the prospect of discoveries while being positioned to offset exploration costs by monetizing / forward selling gold concentrate recovered from on-site processing of high-grade gold bulk samples at Engineer Mine.

BCGold Corp. has generated 27 early to mid-stage gold and copper-gold properties in British Columbia and Yukon that it will continue to advance by sourcing preferred joint venture partners.

On behalf of the Board of Directors,

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

For further information please contact:

Marla Lede
Manager, Corporate Communications
Tel: 604-697-2412
Email: bcgir@bcgoldcorp.com

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Some statements in this news release contain forward-looking information or forward-looking statements. These statements include, but are not limited to, statements with respect to future expenditures 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 and completion of contemplated financings, the actual use of proceeds, receipt of regulatory approvals and the timing and success of future exploration, development and production activities. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise except as otherwise required by applicable securities legislation.