

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

March 27, 2014

Item 3 News Release

The press release was disseminated on March 27, 2014 through Stockwatch.

Item 4 Summary of Material Change

Vancouver, British Columbia, March 27, 2014 (TSX-V: BCG) – BCGold Corp. ("BCGold" or the "Company") announces that further to its news release of February 18, 2014, it intends to complete a non-brokered private placement financing (the "Offering") for proceeds of up to \$500,000 by the issuance of up to 10 million units through a combination of non-flow-through units ("NFT Units") priced at \$0.05 per NFT Unit and flow-through units ("FT Units") priced at \$0.05 per FT Unit.

Each NFT Unit comprises one common share and one common share purchase warrant. Each NFT warrant entitles the holder to purchase one additional non-flow-through common share at a price of \$0.10 per share for up to five years after the date of issuance. Each FT Unit comprises one flow-through or one BC super flow-through common share and one common share purchase warrant. Each FT warrant entitles the holder to purchase one additional non-flow-through common share at a price of \$0.10 per share for up to five years after the date of issuance. All warrants are subject to an accelerated expiry date, which comes into effect when the trading price of the Company's shares closes at or above \$0.15 per share for twenty consecutive trading days in the period commencing four months after the date of issuance. In such an event the Company will give expiry acceleration notice ("Notice") to the warrant holders and the expiry date of the warrants will be 30 days from the date of Notice. The TSX Venture Exchange has granted an extension to the deadline for filing final documentation to April 30, 2014.

The Units have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Units in any jurisdiction in which such offer, solicitation or sale would be unlawful. Any public offering of securities to be made in the United States must be made by means of a prospectus containing detailed information about the Company and management, as well as financial statements.

The Offering is subject to TSX Venture Exchange approval and all securities are subject to a four month hold period. Finder's fees will be payable in connection with the private placement, in accordance with the policies of the TSX Venture Exchange.

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

April 4, 2014

For Immediate Release

Not for distribution to US wire services or for dissemination in the US

**BCGOLD CORP. ANNOUNCES
CHANGE TO NON-BROKERED FINANCING**

Vancouver, British Columbia, March 27, 2014 (TSX-V: BCG) – BCGold Corp. ("BCGold" or the "Company") announces that further to its news release of February 18, 2014, it intends to complete a non-brokered private placement financing (the "Offering") for proceeds of up to \$500,000 by the issuance of up to 10 million units through a combination of non-flow-through units ("NFT Units") priced at \$0.05 per NFT Unit and flow-through units ("FT Units") priced at \$0.05 per FT Unit.

Each NFT Unit comprises one common share and one common share purchase warrant. Each NFT warrant entitles the holder to purchase one additional non-flow-through common share at a price of \$0.10 per share for up to five years after the date of issuance. Each FT Unit comprises one flow-through or one BC super flow-through common share and one common share purchase warrant. Each FT warrant entitles the holder to purchase one additional non-flow-through common share at a price of \$0.10 per share for up to five years after the date of issuance. All warrants are subject to an accelerated expiry date, which comes into effect when the trading price of the Company's shares closes at or above \$0.15 per share for twenty consecutive trading days in the period commencing four months after the date of issuance. In such an event the Company will give expiry acceleration notice ("Notice") to the warrant holders and the expiry date of the warrants will be 30 days from the date of Notice. The TSX Venture Exchange has granted an extension to the deadline for filing final documentation to April 30, 2014.

The Units have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Units in any jurisdiction in which such offer, solicitation or sale would be unlawful. Any public offering of securities to be made in the United States must be made by means of a prospectus containing detailed information about the Company and management, as well as financial statements.

The Offering is subject to TSX Venture Exchange approval and all securities are subject to a four month hold period. Finder's fees will be payable in connection with the private placement, in accordance with the policies of the TSX Venture Exchange.

Use of Proceeds

Proceeds will be used for generative exploration, continued marketing of the Company's extensive property portfolio and for general working capital purposes.

About BCGold

BCGold 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. The Company employs the prospect generator business model, acquiring and developing conceptual, early and mid-stage exploration opportunities. The Company grooms and vends these opportunities to worthy partners for further advancement. BCGold has generated 27 early to mid-stage gold and copper-gold properties in British Columbia and Yukon.

BCGold's primary asset is the 100% owned, historic high-grade gold Engineer Mine property, where the Company has recently consolidated its land position by acquiring key claims believed to partially overlay the source area for the Engineer Mine gold mineralizing system. The Company's strategy at Engineer Mine is to define an economic epithermal gold deposit by way of earn-in by a worthy exploration partner.

On behalf of the Board of Directors,

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

For further information please contact:

Brian P. Fowler
President & CEO
Tel: 604-697-2401
Email: bcgir@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.

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.