

**FORM 51-102F3**

**Material Change Report**

**1. Name and Address of Company:**

Bama Gold Corp.  
P.O. Box 10322, Pacific Centre  
Suite 1450 – 701 West Georgia Street  
Vancouver, BC V7Y 1G5

(the "Company")

**2. Date of Material Change:**

May 7, 2015.

**3. News Release:**

A news release was disseminated on May 7, 2015 and was subsequently filed on SEDAR.

**4. Summary of Material Change:**

Bama Gold Corp. (TSX Venture: BMA) (the "Company") announced it has entered into a letter agreement with Pacific Cascade Minerals Inc. ("PCV") whereby PCV may acquire a 60% interest in the Company's Turner Lake Project in Nunavut, Canada (the "Option"). PCV can exercise the Option once it has paid \$20,000 to Bama in three payments prior to September 30, 2015, and once it has incurred a total of US\$20,000 in Exploration and Development expenditures prior to May 1, 2016.

The Company also announced a non-brokered private placement and the grant of stock options.

**5. Full Description of Material Change:**

Bama Gold Corp. (TSX Venture: BMA) (the "Company") announced it has entered into a letter agreement with Pacific Cascade Minerals Inc. ("PCV") whereby PCV may acquire a 60% interest in the Company's Turner Lake Project in Nunavut, Canada (the "Option"). PCV can exercise the Option once it has paid \$20,000 to Bama in three payments prior to September 30, 2015, and once it has incurred a total of US\$20,000 in Exploration and Development expenditures prior to May 1, 2016.

A previous agreement between the Company and another party to acquire Turner Lake has expired.

*Private Placement*

The Company has arranged a non-brokered private placement of up to 4,000,000 shares of the Company at a price of \$0.05 per share, for gross proceeds of approximately \$200,000.

Closing of the placement is anticipated to occur on or before June 15, 2015 and is subject to receipt of applicable regulatory approvals including approval of the TSX Venture Exchange. Securities issued under the placement will be subject to a four month hold period which will expire four months from the date of closing. A Finder's Fee may be paid in connection with the placement.

Shares acquired by the placees, are subject to a hold period of four months plus one day from the date of closing of the private placement in accordance with applicable Canadian securities legislation.

*Options Granted*

The Company has granted incentive stock options to eligible individuals for the purchase of up to 500,000 common shares in the capital of the Company pursuant to the Company's stock option plan. All of the options are exercisable for a period of five years at an exercise price of \$0.06 per share.

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 Continuous Disclosure Obligations:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Douglas Ford, CFO  
Telephone: (604) 689-7422

9. **Date of Report:**

May 7, 2015

**BAMA GOLD CORP.**

By: "Douglas Ford"  
Chief Financial Officer  
(Official Capacity)  
Douglas Ford  
(Please print here name of individual whose  
signature appears above.)