

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:

June 27, 2014.

3. News Release:

A news release was disseminated on June 27, 2014 and was subsequently filed on SEDAR.

4. Summary of Material Change:

Bama Gold Corp. (TSX Venture: BMA) (the "Company") is pleased to report that the first tranche of the private placement announced May 22, 2014 has closed effective June 27, 2014. The Company issued 16,500,000 Units at \$0.05 for proceeds of \$825,000. Each Unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the company for a period of 18 months from the closing date at a price of \$0.10 per common share. Bama expects to close the final tranche of the private placement on or prior to July 15, 2014.

5. Full Description of Material Change:

Bama Gold Corp. (TSX Venture: BMA) (the "Company") is pleased to report that the first tranche of the private placement announced May 22, 2014 has closed effective June 27, 2014. The Company issued 16,500,000 Units at \$0.05 for proceeds of \$825,000. Each Unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the company for a period of 18 months from the closing date at a price of \$0.10 per common share. Bama expects to close the final tranche of the private placement on or prior to July 15, 2014.

The proceeds from the private placement have been added to the Company's working capital.

Shares acquired by the places, and any shares acquired pursuant to the exercise of warrants, 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.

The board of directors continues to consider the consolidation mandate approved by

shareholders to restructure the share capital of the Company at a ratio of up to 10 current shares to 1 one new 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:**

June 27, 2014

BAMA GOLD CORP.

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