

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:

August 29, 2014.

3. News Release:

A news release was disseminated on August 29, 2014 and was subsequently filed on SEDAR.

4. Summary of Material Change:

Bama Gold Corp. reported that the final tranche of the private placement announced May 22, 2014 has closed effective August 29, 2014. The Company issued 1,500,000 Units at \$0.05 for proceeds of \$75,000. 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.

5. Full Description of Material Change:

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The aggregate proceeds of the two closings totaled \$900,000 in gross proceeds. 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:**

August 29, 2014

BAMA GOLD CORP.

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