

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:

February 2, 2015.

3. News Release:

A news release was disseminated on February 2, 2015 and was subsequently filed on SEDAR.

4. Summary of Material Change:

Bama Gold Corp. (TSX Venture: BMA) (the "Company") announced that at the Company's recent annual and special general meeting (the "Meeting") held on December 22, 2014, the shareholders were asked to consider and approve a resolution to amend the Company's Articles to include advance notice provisions relating to the nomination of individuals for election of directors and to permit share consolidations on the basis of directors approval alone without the need for shareholders' approval.

5. Full Description of Material Change:

Bama Gold Corp. (TSX Venture: BMA) (the "Company") announced that at the Company's recent annual and special general meeting (the "Meeting") held on December 22, 2014, the shareholders were asked to consider and approve a resolution to amend the Company's Articles to include advance notice provisions relating to the nomination of individuals for election of directors and to permit share consolidations on the basis of directors approval alone without the need for shareholders' approval.

The purpose of the Advance Notice Provision is to provide shareholders, directors and management of the Company with direction on the procedure for a shareholder's nomination of directors. The Advance Notice Provision is the framework by which the Company seeks to fix a deadline by which holders of record of common shares of the Company must submit nominations for director to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

It was resolved by the shareholders at the Meeting, to adopt the amendment of the Company's

Articles to include the Advance Notice Provision and to permit share consolidations with directors' approval only. The Company confirms that it will be making an application to the TSX Venture Exchange for its approval to alter the Articles in the next few days.

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:**

February 2, 2015

BAMA GOLD CORP.

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