#### **BCGOLD CORP.**

(An Exploration Stage Company)

INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED NOVEMBER 30, 2010 AND 2009

(Stated in Canadian Funds)

Unaudited – Prepared by Management

#### NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management and approved by the Board of Directors of the Company. The Company's independent auditor has not performed a review of these interim financial statements.

## BCGold Corp. (An Exploration Stage Company) Interim Balance Sheet

Unaudited – Prepared by Management (Stated in Canadian Funds)

		As at	<i>(Audited)</i> As at
ASSETS	N	ovember 30, 2010	February 28, 2010
Current			
Cash and cash equivalents (Note 8f)	\$	1,693,858	\$ 204,935
Short-term investments (Note 5)		285,000	179,500
Marketable securities (Note 6)		177,500	62,500
Sales tax and other receivables		73,118	32,996
Prepaid expenses		23,015	11,075
		2,252,491	491,006
Property and Equipment		33,688	40,782
Resource Property Costs (Note 7) – Schedule		1,807,089	1,821,589
	\$	4,093,268	\$ 2,353,377
Current Accounts payable and accrued liabilities	\$	96,096	\$ 165,934
SHAREHOLDERS' EQUITY			
Share Capital (Note 8a)		11,693,043	9,496,653
Share Purchase Warrants (Note 8c)		1,053,278	388,934
Contributed Surplus (Note 9)		2,093,001	1,654,305
Accumulated Other Comprehensive Loss – Statement 3		(120,750)	(216,250)
Deficit - Statement 2		(10,721,400)	(9,136,199)
		3,997,172	2,187,443
	\$	4,093,268	\$ 2,353,377

Going Concern (Note 1)
Subsequent Events (Note 12)

ON BEHALF OF THE BOARD:

<u>"Brian Fowler"</u>, Director
<u>"Guy Le Bel"</u>, Director

<sup>-</sup> See Accompanying Notes to the Interim Financial Statements -

## BCGold Corp. (An Exploration Stage Company) Interim Statement of Loss and Deficit

Unaudited – Prepared by Management (Stated in Canadian Funds)

	For the three months ended November 30, 2010	(Restated - Note 3a) For the three months ended November 30, 2009	For the nine months ended November 30, 2010	(Restated – Note 3a) For the nine months ended November 30, 2009
Expenses				
Amortization	\$ 2,365	\$ 3,130	\$ 7,094	\$ 9,390
Conferences and meetings	6,174	2,649	17,487	14,821
Corporate listing and filing fees	2,711	880	11,131	10,799
Generative exploration	86,882	17,626	174,389	29,530
Investor relations	4,874	4,577	22,728	8,860
Office and administration	26,590	24,589	61,244	57,926
Professional fees	12,796	3,016	49,727	21,778
Rent	15,789	10,782	34,624	28,845
Resource property exploration expenses	488,504	281,540	821,831	714,224
Stock-based compensation (Note 8d)	29,144	-	87,432	-
Transfer agent fees	2,314	2,189	14,131	10,910
Wages and consulting fees	101,166	81,282	315,488	250,297
Loss before the undernoted	(779,309)	(432,260)	(1,617,306)	(1,157,380)
Other Income (Expenses)				
Interest and other income	-	24	32,105	7,473
Interest expense	(387)	(19)	-	(1,422)
·	(387)	5	32,105	6,051
Not loss for the period	(770 606)	(422.255)	/1 EOE 201\	(1.151.220)
Net loss for the period	(779,696)	(432,255)	(1,585,201)	(1,151,329)
Deficit - Beginning of Period	(9,941,704)	(8,632,462)	(9,136,199)	(7,913,388)
Deficit - End of Period	\$ (10,721,400)	\$ (9,064,717)	\$ (10,721,400)	\$ (9,064,717)
Basic Loss per Share	\$ (0.01)	\$ (0.01)	\$ (0.03)	\$ (0.03)
Weighted Average Number of Shares Outstanding	73,884,892	46,940,612	63,138,637	38,045,862

<sup>-</sup> See Accompanying Notes to the Interim Financial Statements -

**BCGold Corp.** (An Exploration Stage Company) Statement 3

#### Interim Statement of Comprehensive Loss and Accumulated Other Comprehensive Loss

Unaudited – Prepared by Management (Stated in Canadian Funds)

	For the three months ended November 30, 2010	(Restated – Note 3a) For the three months ended November 30, 2009	For the nine months ended November 30, 2010	(Restated – Note 3a) For the nine months ended November 30, 2009
Net loss for the period before				
comprehensive loss	\$ (779,696)	\$ (432,255)	\$ (1,585,201)	\$ (1,151,329)
Unrealized gain (loss) on marketable securities	104,500	(25,000)	95,500	25,000
Comprehensive loss for the period	\$ (675,196)	\$ (457,255)	\$ (1,489,701)	\$ (1,126,329)

Accumulated Other Comprehensive Loss	For the e months ended vember 30, 2010	(Audited) For the year ended February 28, 2010
Balance, beginning of period Unrealized gain (loss) on marketable securities	\$ (216,250) 95,500	\$ (253,750) 37,500
Balance, end of period	\$ (120,750)	\$ (216,250)

<sup>-</sup> See Accompanying Notes to the Interim Financial Statements -

# BCGold Corp. (An Exploration Stage Company) Interim Statement of Cash Flows

Unaudited – Prepared by Management (Stated in Canadian Funds)

		For the three months ended November 30, 2010		(Restated – Note 3a) For the three months ended November 30, 2009		For the nine months ended November 30, 2010		(Restated – Note 3a) For the nine months ended November 30, 2009
Cash Flows from Operating Activities								
Net loss for the period	\$	(779,696)	\$	(432,255)	\$	(1,585,201)	\$	(1,151,329)
Items not affected by cash:	Ψ	(110,000)	Ψ	(402,200)	Ψ	(1,000,201)	Ψ	(1,101,020)
Stock-based compensation (Note 8d)		29,144		_		87,432		_
Amortization		2,365		3,130		7,094		9,390
		(748,187)		(429,125)		(1,490,675)		(1,141,939)
Change in non-cash working capital:		( -, - ,		( -, -,		( ,,,		( ) , )
Sales tax and other receivables		18,507		12,100		(40,122)		127,293
Prepaid expenses		94,692		6,717		(11,940)		9,041
Accounts payable and accrued liabilities		7,117		(178,737)		(69,840)		(63,730)
		(627,871)		(589,045)		(1,612,577)		(1,069,335)
Cash Flows from Investing Activities  Short-term investments  Purchase of property and equipment, net		250,000		100,000		(105,500) -		65,500 (7,000)
Resource property costs		(10,000)		(50,000)		85,000		(92,500)
		240,000		50,000		(20,500)		(34,000)
Cash Flows from Financing Activities Issuance of share capital and warrants, net		1,147,622		-		3,122,000		1,013,183
Net Increase (Decrease) in Cash and Cash Equivalents		759,751		(539,045)		1,488,923		(90,152)
Cash and Cash Equivalents- Beginning of Period		934,107		1,020,906		204,935		572,013
Cash and Cash Equivalents - End of Period	\$	1,693,858	\$	481,861	\$	1,693,858	\$	481,861
Supplemental Schedule of Non-Cash Investing and Financing Activities	<u> </u>	.,,	<u>. r</u>	,	•	-,,,	<u>. r</u>	,,,,,,
Shares issued for resource properties	\$	30,000	\$	31,000	\$	90,000	\$	31,000
Fair value of warrants issued for property	\$	1,924	\$	5,613	\$	6,782	\$	5,613
Fair value of finder's units issued	\$	-	\$	-,	\$	-	\$	28,615
Fair value of broker's options and warrants issued	\$	-	\$	-	\$	_	\$	27,528
Fair value of shares received – property option payment / marketable securities	\$	-	\$	-	\$	19,500	\$	

<sup>-</sup> See Accompanying Notes to the Interim Financial Statements -

# BCGold Corp. (An Exploration Stage Company) Notes to the Interim Financial Statements For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 1. Nature of Operations and Going Concern

The Company is an exploration stage enterprise focusing on the acquisition, exploration and development of economic gold and other precious and base metal properties. The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has no sources of revenue, and has significant cash requirements to meet its exploration commitments, administrative overhead and maintain its mineral interests. The recoverability of amounts shown for resource properties is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to make scheduled payments under each of its property agreements, the development of these properties and future profitable production or proceeds from the disposition of mineral properties.

While these interim financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future, there are events and conditions that cast significant doubt on the validity of that assumption. The Company has incurred losses since inception and has an accumulated deficit of \$10,721,400 at November 30, 2010. The Company will need to raise sufficient funds in order to finance ongoing exploration and administrative expenses. The Company has no assurance that such financing will be available or be available on favourable terms. Factors that could affect the availability of financing include BCGold's performance (as measured by numerous factors including the progress and results of its various projects), the state of international debt and equity markets, investor perceptions and expectations and the global financial and metals markets. If successful, the Company would obtain additional financing through, but not limited to, the issuance of additional equity.

These interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

#### 2. Comparative Figures

Certain of the comparative figures have been reclassified to conform to the current period's presentation.

### BCGold Corp. (An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 3. Significant Accounting Policies

These interim financial statements have been prepared in accordance with Canadian Generally Accepted Accounting Principles and follow the same accounting policies and methods of their application as the most recent annual financial statements for the year ended February 28, 2010.

#### a) Change in Accounting Policy – Resource Property Costs

During the year ended February 28, 2010, the Company retrospectively changed its accounting policy for exploration expenditures to more appropriately align itself with policies applied by other comparable companies at a similar stage in the mining industry. Prior to the year ended February 28, 2010, the Company capitalized exploration expenditures and acquisition costs to mineral properties held directly or through an investment, and only wrote down capitalized costs when the property was sold, abandoned or if the capitalized costs were not considered to be economically recoverable.

Exploration expenditures are now charged to earnings as they are incurred until the mineral property reaches the development stage. Significant costs related to property acquisitions are capitalized until the viability of the mineral interest is determined. When it has been established that a mineral deposit is commercially mineable and an economic analysis has been completed, the costs subsequently incurred to develop a mine on the property prior to the start of mining operations are capitalized. The impact of this change on the previously reported November 30, 2009 interim financial statements is as follows:

	As Previously	_	
	Reported	Restatement	As Restated
Resource property costs – November 30, 2009 \$	8,681,276	\$ (6,913,687)	\$ 1,767,589
Future income tax liability – November 30, 2009 \$	93,774	\$ (93,774)	\$ -
Future income tax recovery – November 30, 2009 \$	145,546	\$ (145,546)	\$ -
Exploration expenses – November 30, 2009	-	\$ 714,224	\$ 714,224
Loss for the period ended November 30, 2009	291,559	\$ 859,770	\$ 1,151,329
Basic loss per share for the period ended November 30, 2009 \$	(0.01)	\$ (0.02)	\$ (0.03)
Deficit at November 30, 2009 \$	2,244,804	\$ 6,819,913	\$ 9,064,717
Deficit at November 30, 2008 \$	1,839,598	\$ 6,502,972	\$ 8,342,570

As a result of the restatement, the following additional balances were affected for the period ended November 30, 2009: cash flows used from operating activities increased from \$(324,622) to (\$1,069,335); cash flows used from investing activities decreased from (\$804,100) to (\$34,000); and comprehensive loss for the period increased from (\$266,559) to (\$1,126,329).

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 4. Recent Canadian Accounting Pronouncements

Recent Canadian accounting pronouncements that have been issued but are not yet effective, and which may affect the Company's financial reporting are summarized below:

#### a) International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for all publicly listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended February 28, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

#### 5. Short-term Investments

As of November 30, 2010, the Company had invested \$234,500 (February 28, 2010 - \$134,500) into Guaranteed Investment Certificates ("GICs") with a Canadian Financial Institution. These GICs are yielding interest at rates ranging from 0.2% to 1.15% and with maturity dates ranging from 6.5 to 7 months. The Company has also invested a total \$50,500 (February 28, 2010 - \$45,000) into various GICs with a Canadian financial institution as part of a Safe-Keeping Agreement. These funds are being held to the order of the Ministry of Energy Mines and Petroleum Resources. These GICs are yielding interest at rates ranging from 0.2% to 1.15%. All short-term investments have been classified as held-for-trading. A summary of the details above is as follows:

	November 30, 2010	February 28, 2010
Guaranteed Investment Certificates	\$ 234,500	\$ 134,500
Guaranteed Investment Certificates - Safekeeping Agreements	50,500	45,000
Total short-term investments	\$ 285,000	\$ 179,500

#### 6. Marketable Securities

	November	30, 2010	February	28, 2010
	Market Value Cost		Market Value	Coat
Common shares held in public	value	Cost	value	Cost
companies, representing less than a 5% interest in each of those				
companies	\$ 177,500	\$ 298,250	\$ 62,500	\$ 278,750

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 7. Resource Property Costs

Details of the Company's resource property acquisition costs are as follows:

	Minto/Carmacks Copper-Gold Properties (Yukon)	Engineer (B.C.)	Sickle-Sofia (B.C.)	Voigtberg (B.C.)	Gold Hill Property (B.C.)	Total
Balance, February 28, 2009	\$ 571,334	\$ 352,646	\$ 579,165	\$ 140,944	\$ -	\$ 1,644,089
Acquisition Costs - Cash Acquisition Costs - Shares and	62,500	60,000	-	-	-	122,500
Warrants	20,000	24,000	-	11,000	_	55,000
Balance, February 28, 2010	\$ 653,834	\$ 436,646	\$ 579,165	\$ 151,944	\$ -	\$ 1,821,589
Acquisition Costs - Cash Acquisition Costs - Shares and	50,000	-	-	-	10,000	60,000
Warrants	12,000	48,000	-	18,000	12,000	90,000
Option Payment – Cash	(145,000)	-	-	-	-	(145,000)
Option Payment - Shares	(19,500)	-	-	-	-	(19,500)
Balance, November 30, 2010	\$ 551,334	\$ 484,646	\$ 579,165	\$ 169,944	\$ 22,000	\$ 1,807,089

For further detail, please refer to the Schedule of Resource Property Costs following Note 12 to the Financial Statements.

#### a) Minto/Carmacks Copper-Gold Properties, Yukon

On November 1, 2006, the Company entered into an option agreement with a third party and has acquired a 100% interest in several mineral properties in the vicinity of the Minto/Carmacks Copper-Gold Belt by making \$300,000 in cash payments, incurring \$900,000 in exploration expenditures and issuing 1,000,000 units between April 2007 and October 2010.

The 1,000,000 units noted above consist of one common share of BCGold and one-half of one common share purchase warrant. Each whole share purchase warrant will be exercisable to purchase one common share of BCGold for two years following the date of issuance at a price per common share to be determined by taking the weighted average closing price of the common shares of BCGold on the TSX Venture Exchange (or such other stock exchange or quotation system as BCGold's shares may be traded or quoted on) for the twenty consecutive trading days immediately prior to the date of issuance, plus 25% and subject to a floor price of not less than \$0.50. For each scheduled share purchase warrant issuance, half of the warrants will be subject to a 4 month hold period with the other half subject to a 12 month hold period. As at November 30, 2010, 350,000 warrants out of the 500,000 warrants issued have expired without exercise.

A Net Smelter Royalty ("NSR") of 1.75% applies to the holdings of which 1.25% can be purchased for \$1,500,000.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 7. Resource Property Costs - Continued

a) Minto/Carmacks Copper-Gold Properties, Yukon - Continued

#### Toe Property

On March 25, 2010 the Company entered into an Option Agreement with Kestrel Gold Inc. ("Kestrel" formerly Bling Capital Corp.) whereby the Company granted Kestrel the option to acquire up to a 60% interest in the Toe Property ("Property") which is one of several mineral properties the Company holds in the Minto/Carmacks Copper-Gold Belt. Kestrel can earn its 60% interest by making \$250,000 in cash payments (received \$25,000 to date), incurring \$2,000,000 in exploration expenditures of which \$350,000 is required to be spent and must include up to 1,000 metres of diamond drilling on the Property in 2010 (\$350,000 incurred) and issuing 400,000 shares (received to date – 100,000 shares with an initial fair value of \$15,000) of Kestrel to BCGold Corp. over a four year period. Kestrel can earn an additional 10% interest in the Property by completing a feasibility study during the following three years, thereby increasing Kestrel's total interest to 70%. BCGold Corp. was the operator for this drill program and received a 10% operator's fee.

#### Pepper Property

On June 17, 2010, the Company entered into an Option Agreement with Goldbard Capital Corp. ("Goldbard") which was later amended on July 19, 2010 whereby, Goldbard can earn up to a 70% interest in BCGold Corp.'s Pepper Property ("Property"), which is one of several mineral properties the Company holds in the Minto/Carmacks Copper-Gold Belt.

Goldbard can acquire up to a 60% interest in the Property by making \$700,000 in cash payments (received \$120,000 to date), incurring \$2,000,000 in exploration expenditures of which \$350,000 is required to be spent and must include up to 1,000 metres of diamond drilling on the Property in 2011 and issuing 400,000 shares (received to date – 100,000 shares with an initial fair value of \$4,500) of Goldbard to BCGold Corp. over a three year period. Goldbard may then earn an additional 10% interest in the Property by completing a bankable feasibility study, for a total interest of 70%. Currently Goldbard has not met a required exploration commitment and therefore the Company has sent Goldbard a notice of default. Goldbard has since given the Company notice that they intend to allow the option agreement to lapse and therefore the property will be returned to the Company.

#### b) Engineer, BC

On January 16, 2007, the Company entered into an option agreement, which was subsequently amended in 2007, 2009 and January 12, 2010, to acquire up to a 100% interest in the Engineer Mine Property. The Company can acquire a 49% interest by:

- Paying \$125,000 by January 16, 2008 (paid);
- Issuing an aggregate of 250,000 common shares (issued fair value of \$147,500) and 250,000 warrants (issued fair value of \$79,763 expired);
- Making a rental payment of \$30,000 on January 16, 2010 (paid) and thereafter annual rental payments of \$10,000 per year when the mine property is not in production and \$50,000 per year when the mine property is in production. Such rent payments shall cease upon the Company earning a 100% interest in the property or purchasing the surface rights;

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 7. Resource Property Costs – Continued

#### b) Engineer, BC - Continued

- Issuing 1,200,000 common shares of which 400,000 shares will be issued upon approval from the TSX-V (first tranche issued fair value of \$24,000) and 400,000 shares will be released every six months thereafter (second tranche issued fair value of \$48,000) and (third tranche issued fair value of \$44,000);
- Granting a 30% net proceeds interest from the sale of gold from the Double Decker Vein; and
- Either evaluating and completing an underground de-watering program or evaluating and carrying out a drilling program which will drill test a minimum of 2 targets by no later than December 31, 2010 (drill program completed).

Since earning the 49% interest, the Company can earn a further 51% interest in stages as follows:

- An additional 11% interest by issuing \$150,000 of value in shares and 75,000 warrants by January 16, 2011; (issued fair value of \$150,000 for the shares and \$10,500 for the warrants)
- An additional 15% interest by paying \$200,000 or issuing \$200,000 of value in shares and 100,000 warrants by January 16, 2012; and
- An additional 25% interest by paying \$400,000 or issuing \$400,000 of value in shares and 100,000 warrants by January 16, 2013.

After earning the 49% interest, the Company may purchase the remaining interest in the surface rights at fair value subject to a maximum of \$500,000 on the earlier of January 17, 2017 or the date the Company has ceased mining work, as defined in the agreements.

All payments and issuances may be accelerated at the Company's option.

Each share purchase warrant will be exercisable to purchase one common share of the Company for two years following the date of issuance at a price to be determined by taking the weighted average closing price of the common shares for the twenty consecutive trading days immediately prior to the date of issuance, plus 25%.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 7. Resource Property Costs – Continued

#### c) Sickle-Sofia, BC

On September 15, 2006, the Company signed a letter of intent with Stealth Minerals Limited ("Stealth") to earn up to a 75% interest in Stealth's Sickle-Sofia property located in north-central British Columbia. On March 31, 2009, BCGold earned its 51% interest in the Sickle-Sofia property by incurring \$1,000,000 in exploration expenditures and issuing 450,000 shares and 225,000 share purchase warrants (expired).

A portion of the Sickle Sofia property is subject to an underlying 3% NSR held by a third party. The Company can reduce the NSR through various cash payments ranging from \$10,000 to \$15,000 per property or lump sum payments ranging from \$350,000 to \$1,000,000.

Under the terms of the Option Agreement, the Company purchased an aggregate of 2,500,000 common shares (acquired in 2007 and 2008) of Stealth at a price of \$0.20 per share. The fair value of these shares at the date of issuance amounted to \$192,500 (2007 - \$86,250) and was recorded as marketable securities. The premium paid over the fair value was capitalized to resource property costs in the amount of \$157,500 (2007 - \$63,750).

During March 2009, the Company notified Stealth that it will not proceed with the Second and Third Options to earn a 60% and 75% interest respectively, in the Sickle Sofia property.

#### d) Voigtberg, BC

On July 10, 2006, the Company signed a letter of intent with Kaminak Gold Corp. ("Kaminak"), which was subsequently amended on September 11, 2009 and on September 15, 2010, each subsequent amendment in consideration for 100,000 BCGold common shares, to earn a 70% interest in Kaminak's Voigtberg property located in the Iskut River area, Liard Mining Division, British Columbia.

The Company earned a 50% interest in the Voigtberg property by issuing an aggregate of 400,000 units to Kaminak.

Each unit consists of one common share of BCGold and one-half of one common share purchase warrant with each whole warrant being exercisable to purchase one additional common share of BCGold for one year following the date of issuance at a price per common share to be determined by taking the weighted average closing price of the common shares of the Company for the twenty consecutive trading days immediately prior to the date of issuance, plus 25%. As at November 30, 2010, 150,000 warrants out of the 200,000 warrants issued have expired without exercise.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 7. Resource Property Costs - Continued

#### d) Voigtberg, BC - Continued

The Company must also, at its option, incur minimum exploration expenditures over a five year period as follows:

	<u>Amount</u>	<u>Date</u>	<b>Interest Earned</b>
i)	\$ 350,000	to September 15, 2007 (incurred)	0%
ii)	350,000	to September 15, 2008 (incurred)	0%
iii)	300,000	to September 15, 2010 (incurred)	50%
iv)	350,000	to September 15, 2011	0%
v)	 650,000	to September 15, 2012	10%
	\$ 2,000,000		60%

Upon incurring \$1 million in exploration expenditures, the Company earned a 50% interest in the Voigtberg property and upon the issuance of all of the initial and additional units (issued), incurring all of the expenditures as set out above and operating the exploration program, the Company will have earned a 60% interest in the Voigtberg property. The Company may then earn an additional 10% interest in the property by completing a bankable feasibility study, for a total of a 70% interest in the property. A 2% NSR in favour of Hunter Exploration Group exists on the property.

#### e) Gold Hill, BC

On September 30, 2010, the Company entered into an option agreement with Guardsmen Resources Inc. ("Guardsmen"), a private company, to earn a 100% interest in Guardsmen's Gold Hill property. The Company can earn a 100% interest in the Gold Hill property over the next four years by meeting the following contractual commitments:

- Making \$100,000 in staged cash payments (*paid \$10,000*);
- Issuing 100,000 common shares to Guardsmen within 5 days of TSX-V Exchange approval (issued – fair value of \$12,000); and
- Incurring \$500,000 in exploration work on the Gold Hill property.

Guardsmen will retain a 2% Net Smelter Return ("NSR") on the Gold Hill property, which can be reduced to 0.5% by the Company at a cost of \$1,500,000.

**BCGold Corp.** (An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 8. Share Capital

#### a) Details are as follows:

	Common Shares		Amount
Authorized:			
Unlimited number of common voting shares without par value			
Unlimited number of preferred shares			
Issued: Balance – February 28, 2009	31,201,590	\$	8,943,245
Flow-through private placement – July 2009	5,375,000	*	430,000
Non flow-through private placement – August 2009	7,305,000		438,300
Flow-through private placement – August 2009	2,462,500		197,000
Finder's units issued – July 2009	161,250		12,900
Finder's units issued – August 2009	257,250		15,715
Shares issued for resource properties	700,000		55,000
Fair value of share purchase warrants issued	-		(366,782)
Share and share purchase warrant issuance costs	-		(71,975)
Future income taxes on renouncement of flow-through shares (Note 8f)	_		(156,750)
Balance – February 28, 2010	47,462,590	\$	9,496,653
Exercise of warrants (Note 8c)	105,014		12,602
Fair value of warrants exercised (Note 8c)	-		4,528
Exercise of broker's options (Note 8e)	430,000		34,400
Fair value of broker's options exercised (Note 8e)	-		27,528
Shares issued for resource properties (Notes 7a, 7b, 7d and 7e)	800,000		90,000
Flow-through private placement – April 2010 (Note 8b)	4,006,200		400,620
Non flow-through private placement – April 2010 (Note 8b)	10,160,000		812,800
Flow-through private placement – August 2010 (Note 8b)	6,835,000		820,200
Non flow-through private placement – October 2010 (Note 8b)	6,500,000		650,000
Flow-through private placement – October 2010 (Note 8b)	4,700,999		564,120
Fair value of share purchase warrants issued	-		(996,384)
Share and share purchase warrant issuance costs	-		(224,024)
Balance – November 30, 2010	80,999,803	\$	11,693,043

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 8. Share Capital - Continued

#### b) Private Placements

Private Placement October 2010

On October 28, 2010, the Company closed a non-brokered private placement of 4,700,999 flow-through units at a price of \$0.12 per flow-through unit and 6,500,000 non flow-through units at a price of \$0.10 per non flow-through unit for aggregate gross proceeds of \$1,214,120. Each flow-through unit comprises of one flow-through common share and one-half of one non flow-through common share purchase warrant, each whole warrant exercisable to purchase one additional non flow-through common share for a period of two years at \$0.20 per share during year one and \$0.30 per share during year two. Each non flow-through unit comprises of one non flow-through common share and one-half of one non flow-through common share purchase warrant, each whole warrant exercisable to purchase one additional non flow-through common share at \$0.15 per share for a period of one year from the date of issuance. Finder's fees of \$59,702 were paid in cash.

The warrants attached to the flow-through issuance have been valued at \$146,774 based upon the Black-Scholes Method using the following assumptions noted below.

#### **Assumptions**

Risk-free interest rate	1.42%
Expected stock price volatility	204%
Expected dividend yield	0.00%
Expected life of warrants	2 years

In connection with the flow-through private placement, the Company issued 122,520 broker's warrants, each warrant exercisable to purchase one additional non flow-through common share of the Company for a period of two years from the date of issuance at a price of \$0.20 per share in year one and \$0.30 per share in year two. These warrants have been valued at \$10,876 based upon the Black-Scholes Method using the same assumptions noted above. The Company has recorded the fair value of these broker's warrants as share issuance costs.

The warrants attached to the non flow-through issuance have been valued at \$108,458 (\$123,360 net of warrant issuance costs of \$14,902) based upon the Black-Scholes Method using the following assumptions noted below.

#### **Assumptions**

Risk-free interest rate	1.42%
Expected stock price volatility	135%
Expected dividend yield	0.00%
Expected life of warrants	1 year_

In connection with the non flow-through private placement, the Company issued 480,000 broker's warrants, each warrant exercisable to purchase one additional non flow-through common share of the Company for a period of one year from the date of issuance at a price of \$0.15 per share. These warrants have been valued at \$24,172 based upon the Black-Scholes Method using the same assumptions noted above. The Company has recorded the fair value of these broker's warrants as share issuance costs.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 8. Share Capital - Continued

#### b) Private Placements - Continued

#### Private Placement August 2010

On August 19, 2010, the Company closed a non-brokered private placement of 6,835,000 flow-through units at a price of \$0.12 per flow-through unit for aggregate gross proceeds of \$820,200. Each flow-through unit comprises of one flow-through common share and one-half of one non-flow-through common share purchase warrant, each whole warrant exercisable to purchase one additional non flow-through common share for a period of two years from the date of issuance at a price of \$0.20 per share in year one and \$0.30 per share in year two. Finder's fees of \$43,200 were paid in cash.

The warrants attached to this issuance have been valued at \$187,064 (\$198,547 net of warrant issuance costs of \$11,483) based upon the Black-Scholes Method using the following assumptions noted below.

**Assumptions** 

Risk-free interest rate	1.55%
Expected stock price volatility	208%
Expected dividend yield	0.00%
Expected life of warrants	2 years

In connection with the above noted private placement, the Company issued 480,000 broker's warrants, each warrant exercisable to purchase one additional non flow-through common share of the Company for a period of two years from the date of issuance at a price of \$0.20 per share in year one and \$0.30 per share in year two. These warrants have been valued at \$36,934 based upon the Black-Scholes Method using the same assumptions noted above. The Company has recorded the fair value of these broker's warrants as share issuance costs.

#### Private Placement April 2010

On April 30, 2010, the Company closed a non-brokered private placement of 4,006,200 flow-through units at a price of \$0.10 per flow-through unit and 10,160,000 non flow-through units at a price of \$0.08 per non flow-through unit for aggregate gross proceeds of \$1,213,420. Each flow-through unit comprises of one flow-through common share and one-half of one non flow-through common share purchase warrant, each whole warrant exercisable to purchase one additional non flow-through common share at \$0.20 per share for a period of 18 months from the date of issuance. Each non flow-through unit comprises of one non flow-through common share and one-half of one non flow-through common share purchase warrant, each whole warrant exercisable to purchase one additional non flow-through common share at \$0.15 per share for a period of 18 months from the date of issuance. Finder's fees of \$50,630 were paid in cash.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 8. Share Capital - Continued

#### b) Private Placements - Continued

Private Placement April 2010 - Continued

The warrants attached to this issuance have been valued at \$462,194 (\$485,873 net of warrant issuance costs of \$23,679) based upon the Black-Scholes Method using the following assumptions noted below.

**Assumptions** 

7 to camp to one	
Risk-free interest rate	1.63%
Expected stock price volatility	225%
Expected dividend yield	0.00%
Expected life of warrants	1.5 years

In connection with the above noted private placement, the Company issued 560,000 broker's warrants, each warrant exercisable to purchase one additional non flow-through common share of the Company. Of these broker's warrants, 400,000 of them are exercisable at a price of \$0.15 for a period of 18 months from the date of issuance and the remaining 160,000 warrants are exercisable at a price of \$0.20 for a period of 18 months from the date of issuance. These warrants have been valued at \$64,411 based upon the Black-Scholes Method using the same assumptions noted above. The Company has recorded the fair value of these broker's warrants as share issuance costs.

#### c) Share Purchase Warrants

Details of outstanding warrants are as follows:

		Weighted Average
	Number of Warrants	Exercise Price
February 28, 2009	5,890,422	\$0.81
Issued	7,880,500	\$0.14
Expired without exercise	(4,965,422)	\$0.90
Balance February 28, 2010	8,805,500	\$0.16
Issued	17,843,619	\$0.21
Exercised	(105,014)	\$0.12
Expired without exercise	(8,600,486)	\$0.16
Balance November 30, 2010	17,943,619	\$0.21

During the period, 105,014 warrants were exercised for proceeds of \$12,602 (*Note 8a*). The previously determined fair value of these warrants of \$4,528 (*Note 8a*) has been transferred from share purchase warrants to share capital.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 8. Share Capital - Continued

#### c) Share Purchase Warrants - Continued

At November 30, 2010, the following warrants were outstanding:

Expiry Date	Exercise Price	Number of Warrants	Wa	arrant Valuation
September 14, 2011 (Note 7d)	\$0.11	50,000	\$	1,924
October 15, 2011 (Note 7a)	\$0.50	100,000		5,613
October 28, 2011 (Note 8b)	\$0.15	3,730,000		132,630
October 30, 2011 (Note 8b)	\$0.15	5,480,000		371,448
October 30, 2011 (Note 8b)	\$0.20	2,163,100		155,157
July 5, 2012 <i>(Note 7a)</i>	\$0.50	50,000		4,858
August 19, 2012 (Note 8b)	\$0.30	3,897,500		223,998
October 28, 2012 (Note 8b)	\$0.30	2,473,019		157,650
Weighted Average	\$0.21	17,943,619	\$	1,053,278

#### d) Stock Options

The Company has established a stock option plan (the "Plan") for directors, employees, and consultants of the Company. From time to time, shares may be reserved by the Board, in its discretion, for options under the Plan, provided that at the time of the grant, the total number of shares so reserved for issuance by the Board shall not exceed the greater of 10% of the issued and outstanding listed shares (on a non-diluted basis) as at the date of grant. No options shall be granted, without regulatory approval, entitling any single individual to purchase in excess of 5% of the then outstanding shares in the Company in any 12 month period and no more than 2% of the optioned shares may be issued to any one individual in any 12 month period. If the option rights granted under the plan shall expire or terminate for any reason without having been exercised, such optioned shares may be made available for other options to be granted under the plan. The shares so reserved by the Board under the Plan shall be authorized but unissued shares.

The options are non-transferable and will expire, if not exercised, immediately upon dismissal by the Company with cause or 90 days following the date the optionee otherwise ceases to be a director, officer, manager, consultant or employee of the corporation for reasons other than death. In the case of death, the expiry becomes one year after the death of an optionee. Pursuant to the policies of the TSX Venture Exchange ("TSXV"), options granted pursuant to the Plan in excess of 10% of the issued and outstanding common shares at the time of the grant must be subject to vesting.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 8. Share Capital - Continued

#### d) Stock Options - Continued

The associated stock-based compensation expense for options granted during the current and prior periods are as follows:

	# of		Amount of expense recognized or recognizable					ble		
Grant Date	Options Granted	Total Expense		Fiscal 2007		Fiscal 2008		Fiscal 2009		Fiscal 2011
Jun. 5, 2006	520,000	\$ 39,675	\$	39,675	\$	-	\$	-	\$	-
Sep.15, 2006	300,000	102,854		102,854		-		-		-
Jun. 19, 2007	100,000	31,274		-		31,274		-		-
Aug. 22, 2007	812,000	253,941		-		189,143		64,798		-
Oct. 24, 2008	875,000	45,115		-		-		45,115		-
Jan. 11, 2010	1,745,000	116,576		-		-		-		87,432
TOTAL	4,352,000	\$ 589,435	\$	142,529	\$	220,417	\$	109,913	\$	87,432
Weighted average f	air value of opti	ons vested								
during the period			\$	0.17	\$	0.31	\$	0.05	\$	0.05

#### Fiscal year ended February 28, 2010 - Grants

On January 11, 2010, the Company granted 1,745,000 incentive stock options to certain directors, officers, employees and consultants. The options are exercisable at \$0.10 per share and expire on January 11, 2015. These options are subject to vesting criteria such that 25% shall vest every three months from the date of grant (1,308,750 vested – fair value \$87,432). The corresponding stock-based compensation amounted to \$116,576, which was estimated using the Black-Scholes Option Pricing Model with the following assumptions:

**Assumptions** 

Risk-free interest rate	2.73%
Expected stock price volatility	183%
Expected dividend yield	0.00%
Expected life of options	5 years

#### Fiscal year ended February 28, 2009 - Grants

On October 24, 2008, the Company granted 875,000 incentive stock options to certain directors, officers, employees and consultants. The options are exercisable at \$0.20 per share and expire on October 24, 2013. The corresponding stock-based compensation amounted to \$45,115, which was estimated using the Black-Scholes Option Pricing Model with the following assumptions:

**Assumptions** 

Assumptions	
Risk-free interest rate	2.73%
Expected stock price volatility	187%
Expected dividend yield	0.00%
Expected life of options	5 years

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 8. Share Capital - Continued

#### d) Stock Options - Continued

At November 30, 2010, the following options were outstanding:

	Weighted Average		Weighted Average Life
Expiry Date	Exercise Price	Number of Options	Remaining in Years
June 5, 2011	\$0.10	310,000	0.51
September 15, 2011	\$0.45	190,000	0.79
June 19, 2012	\$0.70	100,000	1.55
August 22, 2012	\$0.70	556,000	1.73
October 24, 2013 *	\$0.20	815,000	2.90
January 11, 2015 *	\$0.10	1,645,000	4.12
	\$0.25	3,616,000	2.92

<sup>\*</sup> During the period, 110,000 incentive stock options were cancelled.

#### e) Broker's Options

In connection with the private placement (*Note 8b*) which was completed on August 7, 2009, the Company issued 430,000 broker's options (fair value - \$27,528) and has recorded the fair value of these options as share issuance costs. Each broker's option consists of one non flow-through common share exercisable at a price of \$0.08 per share and one-half of one non-flow through common share purchase warrant, each whole warrant being exercisable into one non flow-through common share at a price of \$0.15 per share. The broker's options are exercisable for a period of one year from the date of issuance. The broker's options have been valued based upon the Black-Scholes Option Pricing Model using the following assumptions noted below.

**Assumptions** 

Risk-free interest rate	1.33%
Expected stock price volatility	255%
Expected dividend yield	0.00%
Expected life of options	1 year

On August 6, 2010, the 430,000 broker's options noted above were exercised for gross proceeds of \$34,400 (*Note 8a*). The fair value of \$27,528 in connection with these options has been transferred from contributed surplus to share capital (*Note 8a*). The 215,000 warrants tied to these options expired without exercise on August 7, 2010.

# BCGold Corp. (An Exploration Stage Company) Notes to the Interim Financial Statements For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 8. Share Capital - Continued

#### f) Flow-Through Shares

#### Period Ended November 30, 2010

During the period ended November 30, 2010, the Company issued 15,542,199 flow-through common shares for total proceeds of \$1,784,940. These funds must be used for qualifying exploration expenditures and will be renounced to the flow-through shareholders effective December 31, 2010. The future income tax liability is estimated to be \$446,235 resulting from the renunciation of these qualifying expenditures and will be recorded in the 2011 fiscal year once the renunciation tax forms are filed. The unspent balance of this flow-through issuance as at November 30, 2010 is \$735,412 which must be spent by December 31, 2011.

#### Fiscal Year Ended February 28, 2010

During the year ended February 28, 2010, the Company issued 7,837,500 flow-through common shares for total proceeds of \$627,000. These funds must be used for qualifying exploration expenditures and have been renounced to the flow-through shareholders effective December 31, 2009. The future income tax liability was estimated to be \$156,750 resulting from the renunciation of these qualifying expenditures and has been recorded in the 2010 fiscal year as the renunciation tax forms were filed on February 5, 2010. As the Company had previously unrecognized tax assets available, the future income tax liability as at February 28, 2010 has been eliminated resulting in a full recovery of \$156,750. The unspent balance of this flow-through issuance as at November 30, 2010 is \$Nil.

#### g) Escrow Shares

As at November 30, 2010, there are no shares held in escrow.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 9. Contributed Surplus

Contributed surplus relates to the recognition of the estimated fair value of stock options vested, the fair value of broker's options issued and the expiry of warrants as follows:

Balance – February 28, 2009	\$ 730,976
Fair value of share purchase warrants expired – March 14, 2009	564,413
Fair value of share purchase warrants expired – April 2, 2009	76,663
Fair value of share purchase warrants expired – September 15, 2009	4,736
Fair value of share purchase warrants expired – October 15, 2009	29,968
Fair value of share purchase warrants expired – November 1, 2009	79,763
Fair value of share purchase warrants expired – December 28, 2009	140,258
Fair value of broker's options issued	27,528
Balance – February 28, 2010	\$ 1,654,305
Fair value of stock options vested – April 12, 2010 (Note 8d)	29,144
Fair value of stock options vested – July 12, 2010 (Note 8d)	29,144
Fair value of stock options vested – October 12, 2010 (Note 8d)	29,144
Fair value of share purchase warrants expired – July 27, 2010	97,985
Fair value of share purchase warrants expired – August 7, 2010	222,370
Fair value of share purchase warrants expired – October 3, 2010	53,727
Fair value of share purchase warrants expired – October 15, 2010	4,710
Fair value of broker's options exercised	(27,528)
Balance – November 30, 2010	\$ 2,093,001

#### 10. Capital Management

In the management of capital, the Company considers shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support exploration and development of mineral properties. The Board of Directors has not established quantitative capital structure criteria management, but will review on a regular basis the capital structure of the Company to ensure its appropriateness to the stage of development of the business.

The Company's objectives when managing capital are:

- To maintain and safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds, to support continued evaluation and maintenance at the Company's existing properties, and to acquire, explore, and develop other precious and base metal deposits.
- To invest cash on hand in highly liquid and highly rated financial instruments with high credit quality issuers, thereby minimizing the risk and loss of principal.
- To obtain the necessary financing to complete exploration and development of its properties, if and when it is required.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 10. Capital Management - Continued

The properties in which the Company currently holds an interest in are in the exploration stage and the Company is dependent on external financing to fund its activities. In order to carry out planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

In order to facilitate the management of capital and development of its mineral properties, the Company prepares annual expenditure budgets, which are updated as necessary and are reviewed and approved by the Company's Board of Directors. In addition, the Company may issue new equity, incur additional debt, option its mineral properties for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of certain assets. When applicable, the Company's investment policy is to hold cash in interest bearing accounts at high credit quality financial institutions to maximize liquidity. In order to maximize ongoing development efforts, the Company does not pay dividends. The Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

There were no changes in the Company's approach to capital management during the period ended November 30, 2010 compared to the year ended February 28, 2010. The Company is not subject to externally imposed capital requirements.

#### 11. Financial Instruments

#### **Fair Value**

The Company designated its cash and cash equivalents and short-term investments as held-for-trading, which are measured at fair value. Sales tax and other receivables have been designated as loans and receivables, which are initially recorded at fair value, net of transaction costs incurred, and subsequently at amortized cost using the effective interest rate method. Marketable securities have been designated as available-for-sale, which are measured at fair value. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

As of November 30, 2010, the Balance Sheet carrying amounts of these financial instruments closely approximate their fair value, and the Company held no derivative instruments.

Fair value estimates are made at the balance sheet date, based on relevant market information and other information about the financial instruments. Fair values are determined directly by reference to published price quotations in an active market, when available, or by using a valuation technique that uses inputs observed from the markets.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 11. Financial Instruments - Continued

The following provides a comparison of carrying and fair value amounts of each classification of financial instruments as at November 30, 2010:

	No	vember 30, 2010	February 28, 2010
Held-for-trading	\$	1,978,858	\$ 384,435
Loans and receivables	\$	73,118	\$ 32,996
Available-for-sale	\$	177,500	\$ 62,500
Other financial liabilities	\$	96,096	\$ 165,934

During the fiscal year ended February 28, 2010, the Company adopted the fair value hierarchy that classifies financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate fair value. The financial instruments from the above schedule, which are covered by the new hierarchy disclosures, are cash and cash equivalents and short-term investments. These are both classified as Level 2 – direct or indirect observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates.

#### **Financial Risk Management**

The Company's activities expose it to a variety of financial risks including credit risk and liquidity risk.

#### Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and accounts receivable. The Company deposits its cash and cash equivalents with high credit quality major Canadian financial institutions as determined by ratings agencies, with original maturities of less than 90 days. The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the maximum exposure to credit risk.

#### Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As of November 30, 2010, the Company had a cash balance of \$1,693,858 (February 28, 2010 - \$204,935) and short-term investments of \$285,000 (February 28, 2010 - \$179,500) to settle current liabilities of \$96,096 (February 28, 2010 - \$165,934). The Company also had flow-through commitments of \$735,412 (February 28, 2010 - \$31,128). Further information relating to liquidity risk is disclosed in Note1.

(An Exploration Stage Company)

#### **Notes to the Interim Financial Statements**

For the nine months ended November 30, 2010 and 2009

Unaudited – Prepared by Management (Stated in Canadian Funds)

#### 12. Subsequent Events

- a) On January 11, 2011, the Company issued at total of 1,960,000 incentive stock options to certain directors, officers, employees and consultants. Each option will be exercisable to purchase one common share of the Company at an exercise price of \$0.15 per share. The options will vest at three-month intervals, over one year, in four equal tranches and will expire in five years from the date of issuance.
- **b)** Subsequent to the period end, the Company has sold certain of its marketable securities resulting in an approximate gain of \$100,000.
- c) Other subsequent events have been disclosed elsewhere in the body of the notes to these interim financial statements.

BCGold Corp.
(An Exploration Stage Company)

### Schedule of Resource Property Costs (Stated in Canadian Funds) (Unaudited – Prepared In

(Unaudited – Prepared by Management)
For the nine months ended November 30, 2010

(Audited)
For the year ended
February 28, 2010

Mineral Interests		November 30, 2010			February 28, 2010		
Minto Carmacks, Copper-Gold Properties, Vision   Acquisition costs - cash / option payment   Acquisition costs - cash   Acquisition c				Total			Total
Properties, Yukon	Mineral Interests						
warrants/ option payment         (7,500)         - (7,500)         20,000         - 20,000           Claims and staking         - 21,621         21,621         - 20,090         20,090           Analytical and sampling         - 531,329         531,329         - 391,093         391,093           Geological consulting         - 157,397         157,397         - 374,853         374,853           Government assistance         - (121,330)         (121,330)         - (87,000)         (87,000)           Kestrel Funds Used / Cash Calls         - (311,818)         (311,818)         (311,818)	Properties, Yukon Acquisition costs – cash / option payment	\$ (95,000)	\$ -	\$ (95,000)	\$ 62,500	\$ -	\$ 62,500
Claims and staking		(7,500)	-	(7,500)	20,000	-	20,000
Fieldwork	Claims and staking	-	-	-	-	(2,682)	(2,682)
Ceological consulting   157,397   157,397   374,853   374,853   Government assistance   121,330   (121,330)   (121,330)   (87,000)	Analytical and sampling	-	21,621	21,621	-	20,090	20,090
Constribution   Constributio	Fieldwork	-	531,329	531,329	-	391,093	391,093
Kestrel Funds Used / Cash Calls         (102,500)         277,199         174,699         82,500         696,354         778,854           Engineer Mine, British Columbia         Acquisition costs - cash         -         -         60,000         -         60,000           Acquisition costs - shares         48,000         -         48,000         24,000         -         40,000           Claims and staking         600         600         -         -         -         -           Fieldwork         -         260,931         260,931         -         27,542         27,542           Geological consulting         -         152,226         152,226         -         55,998         55,998           Sickle-Sofia, British Columbia         -         <	Geological consulting	-	157,397	157,397	-	374,853	374,853
102,500   277,199   174,699   82,500   696,354   778,854	Government assistance	-	(121,330)	(121,330)	-	(87,000)	(87,000)
Acquisition costs - cash	Kestrel Funds Used / Cash Calls		(311,818)	(311,818)	-	-	-
Acquisition costs - cash         -         -         -         60,000         -         60,000           Acquisition costs - shares         48,000         -         48,000         24,000         -         24,000           Claims and staking         -         60         600         -         -         -         -           Analytical and sampling         -         7,862         7,862         7,862         -         -         -         -           Fieldwork         -         260,931         260,931         -         27,542<		(102,500)	277,199	174,699	82,500	696,354	778,854
Acquisition costs – shares         48,000         -         48,000         24,000         -         24,000           Claims and staking         -         600         600         -         -         -           Analytical and sampling         -         7,862         7,862         -         -         -           Fieldwork         -         260,931         260,931         -         27,542         27,542           Geological consulting         -         152,226         152,226         -         55,998         55,998           Sickle-Sofia, British Columbia           Claims and staking         -         -         -         -         2,780         2,780           Geological consulting         -         -         -         -         5,047         5,047           Geological consulting         -         -         -         -         7,827         7,827           Voigtberg, British Columbia           Acquisition costs - shares and warrants         18,000         -         18,000         11,000         -         11,000           Analytical and sampling         -         5,773         5,773         5,773         -         -         -         -	Engineer Mine, British Columbia						
Claims and staking         -         600         600         -         -         -           Analytical and sampling         -         7,862         7,862         -         -         -           Fieldwork         -         260,931         260,931         -         27,542         27,542           Geological consulting         -         152,226         -         55,998         55,998           Sickle-Sofia, British Columbia           Claims and staking         -         -         -         -         2,780         2,780           Geological consulting         -         -         -         -         5,047         5,047           Geological consulting         -         -         -         -         7,827         7,827           Voigiberg, British Columbia           Acquisition costs - shares and warrants         18,000         -         18,000         11,000         -         11,000           Analytical and sampling         -         5,773         5,773         -         -         -         -           Fieldwork         -         27,599         27,599         -         -         -         -           Geological consulting <td>Acquisition costs - cash</td> <td>-</td> <td>-</td> <td>-</td> <td>60,000</td> <td>-</td> <td>60,000</td>	Acquisition costs - cash	-	-	-	60,000	-	60,000
Analytical and sampling         -         7,862         7,862         - <t< td=""><td>Acquisition costs – shares</td><td>48,000</td><td>-</td><td>48,000</td><td>24,000</td><td>-</td><td>24,000</td></t<>	Acquisition costs – shares	48,000	-	48,000	24,000	-	24,000
Fieldwork	Claims and staking	-	600	600	-	-	-
Geological consulting         152,226         152,226         - 55,998         55,998           Sickle-Sofia, British Columbia         48,000         421,619         469,619         84,000         83,540         167,540           Claims and staking	Analytical and sampling	-	7,862	7,862	-	-	-
Align   Alig	Fieldwork	-	260,931	260,931	-	27,542	27,542
Sickle-Sofia, British Columbia           Claims and staking         -         -         -         2,780         2,780           Geological consulting         -         -         -         5,047         5,047           Voigtberg, British Columbia           Acquisition costs – shares and warrants         18,000         -         18,000         11,000         -         11,000           Analytical and sampling         -         5,773         5,773         -         -         -         -           Geological consulting         -         27,599         27,599         -	Geological consulting		152,226	152,226		55,998	55,998
Claims and staking         -         -         -         -         2,780         2,780           Geological consulting         -         -         -         -         5,047         5,047           Volgtberg, British Columbia           Acquisition costs - shares and warrants         18,000         -         18,000         11,000         -         11,000           Analytical and sampling         -         5,773         5,773         -         -         -         -           Fieldwork         -         27,599         27,599         -         -         -         -           Geological consulting         -         29,966         29,966         -         2,034         2,034           Government assistance         -		48,000	421,619	469,619	84,000	83,540	167,540
Geological consulting         -         -         -         -         5,047         5,047           Voigtberg, British Columbia           Acquisition costs - shares and warrants         18,000         -         18,000         11,000         -         11,000           Analytical and sampling         -         5,773         5,773         -         -         -           Fieldwork         -         27,599         27,599         -         -         -         -           Geological consulting         -         29,966         29,966         -         2,034         2,034           Government assistance         -         -         -         -         -         -         -         -           Acquisition costs - sash         18,000         63,338         81,338         11,000         (44,118)         (33,118)           Other Properties, British Columbia           Acquisition costs - cash         10,000         -         10,000         - <td>Sickle-Sofia, British Columbia</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Sickle-Sofia, British Columbia						
Voigtberg, British Columbia         18,000         -         18,000         11,000         -         11,000           Analytical and sampling         -         5,773         5,773         -         -         -           Fieldwork         -         27,599         27,599         -         -         -           Geological consulting         -         29,966         29,966         -         2,034         2,034           Government assistance         -         -         -         -         -         -         -         -           Other Properties, British Columbia         18,000         63,338         81,338         11,000         (44,118)         (33,118)           Other Properties, British Columbia         Acquisition costs - cash         10,000         -	Claims and staking	-	-	-	-	2,780	2,780
Voigtberg, British Columbia           Acquisition costs – shares and warrants         18,000         -         18,000         11,000         -         11,000           Analytical and sampling         -         5,773         5,773         -         -         -         -           Fieldwork         -         27,599         27,599         - <t< td=""><td rowspan="2">Geological consulting</td><td></td><td>-</td><td>-</td><td>-</td><td>5,047</td><td>5,047</td></t<>	Geological consulting		-	-	-	5,047	5,047
Acquisition costs - shares and warrants   18,000   -   18,000   11,000   -   11,000			-	-	-	7,827	7,827
Analytical and sampling         -         5,773         5,773         -         -         -           Fieldwork         -         27,599         27,599         -         -         -         -           Geological consulting         -         29,966         29,966         -         2,034         2,034           Government assistance         -         -         -         -         (46,152)         (46,152)           Other Properties, British Columbia           Acquisition costs - cash         10,000         -         10,000         -         -         -         -         -           Acquisition costs - shares         12,000         -         12,000         - <td>Acquisition costs – shares and</td> <td>18.000</td> <td>-</td> <td>18.000</td> <td>11.000</td> <td>-</td> <td>11.000</td>	Acquisition costs – shares and	18.000	-	18.000	11.000	-	11.000
Fieldwork         -         27,599         27,599         -	Analytical and sampling	-	5.773	ŕ	-	_	-
Geological consulting         -         29,966         29,966         -         2,034         2,034           Government assistance         -         -         -         -         -         (46,152)         (46,152)           18,000         63,338         81,338         11,000         (44,118)         (33,118)           Other Properties, British Columbia           Acquisition costs - cash         10,000         -         10,000         - </td <td>, ,</td> <td>-</td> <td>•</td> <td>ŕ</td> <td>-</td> <td>-</td> <td>-</td>	, ,	-	•	ŕ	-	-	-
Government assistance         -         -         -         -         (46,152)         (46,152)           Other Properties, British Columbia           Acquisition costs - cash         10,000         -         10,000         -         -         -         -           Acquisition costs - shares         12,000         -         12,000         -         -         -         -           Claims and staking         -         6,161         6,161         -         2,353         2,353           Analytical and sampling         -         40,232         40,232         -         1,283         1,283           Fieldwork         -         3,193         3,193         -         4,450         4,450           Geological and consulting         -         10,089         10,089         -         18,196         18,196           Resource Costs for the Period         (14,500)         821,831         807,331         177,500         769,885         947,385           Cumulative Costs, Beginning of the Period         1,821,589         6,969,348         8,790,937         1,644,089         6,199,463         7,843,552	Geological consulting	-			-	2,034	2,034
Other Properties, British Columbia         18,000         63,338         81,338         11,000         (44,118)         (33,118)           Acquisition costs - cash         10,000         -         10,000         -         -         -         -           Acquisition costs - shares         12,000         -         12,000         -         -         -         -           Claims and staking         -         6,161         6,161         -         2,353         2,353           Analytical and sampling         -         40,232         40,232         -         1,283         1,283           Fieldwork         -         3,193         3,193         -         4,450         4,450           Geological and consulting         -         10,089         10,089         -         18,196         18,196           Resource Costs for the Period         (14,500)         821,831         807,331         177,500         769,885         947,385           Cumulative Costs, Beginning of the Period         1,821,589         6,969,348         8,790,937         1,644,089         6,199,463         7,843,552	Government assistance	-	-	· -	-	(46,152)	
Acquisition costs - cash       10,000       -       10,000       -       -       -       -       -         Acquisition costs - shares       12,000       -       12,000       -		18,000	63,338	81,338	11,000	(44,118)	(33,118)
Acquisition costs – shares         12,000         -         12,000         -	Other Properties, British Columbia						,
Claims and staking         -         6,161         6,161         -         2,353         2,353           Analytical and sampling         -         40,232         40,232         -         1,283         1,283           Fieldwork         -         3,193         -         4,450         4,450           Geological and consulting         -         10,089         10,089         -         18,196         18,196           22,000         59,675         81,675         -         26,282         26,282           Resource Costs for the Period         (14,500)         821,831         807,331         177,500         769,885         947,385           Cumulative Costs, Beginning of the Period         1,821,589         6,969,348         8,790,937         1,644,089         6,199,463         7,843,552	Acquisition costs - cash	10,000	-	10,000	-	-	-
Analytical and sampling       -       40,232       40,232       -       1,283       1,283         Fieldwork       -       3,193       -       4,450       4,450         Geological and consulting       -       10,089       10,089       -       18,196       18,196         22,000       59,675       81,675       -       26,282       26,282         Resource Costs for the Period       (14,500)       821,831       807,331       177,500       769,885       947,385         Cumulative Costs, Beginning of the Period       1,821,589       6,969,348       8,790,937       1,644,089       6,199,463       7,843,552	Acquisition costs – shares	12,000	-	12,000	-	-	-
Fieldwork         -         3,193         3,193         -         4,450         4,450           Geological and consulting         -         10,089         10,089         -         18,196         18,196           22,000         59,675         81,675         -         26,282         26,282           Resource Costs for the Period         (14,500)         821,831         807,331         177,500         769,885         947,385           Cumulative Costs, Beginning of the Period         1,821,589         6,969,348         8,790,937         1,644,089         6,199,463         7,843,552	Claims and staking	-	6,161	6,161	-	2,353	2,353
Geological and consulting         -         10,089         10,089         -         18,196         18,196           22,000         59,675         81,675         -         26,282         26,282           Resource Costs for the Period         (14,500)         821,831         807,331         177,500         769,885         947,385           Cumulative Costs, Beginning of the Period         1,821,589         6,969,348         8,790,937         1,644,089         6,199,463         7,843,552	Analytical and sampling	-	40,232	40,232	-	1,283	1,283
Resource Costs for the Period         (14,500)         821,831         807,331         177,500         769,885         947,385           Cumulative Costs, Beginning of the Period         1,821,589         6,969,348         8,790,937         1,644,089         6,199,463         7,843,552	Fieldwork	-			-	4,450	4,450
Resource Costs for the Period         (14,500)         821,831         807,331         177,500         769,885         947,385           Cumulative Costs, Beginning of the Period         1,821,589         6,969,348         8,790,937         1,644,089         6,199,463         7,843,552	Geological and consulting		10,089	10,089	-	18,196	18,196
Cumulative Costs, Beginning of the Period 1,821,589 6,969,348 <b>8,790,937</b> 1,644,089 6,199,463 7,843,552		22,000	59,675	81,675	-	26,282	26,282
Cumulative Costs, Beginning of the Period 1,821,589 6,969,348 <b>8,790,937</b> 1,644,089 6,199,463 7,843,552	Resource Costs for the Period	(14 500)	821 821	807 331	177 500	760 995	947 395
		, ,					
	Cumulative Costs, End of the Period	\$ 1,807,089	\$ 7,791,179	\$ 9,598,268	\$ 1,821,589	\$ 6,969,348	\$ 8,790,937