Management's Discussion & Analysis for the year ended February 29, 2012

Dated: June 27, 2012

BCGOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

Set out below is a review of the activities, results of operations and financial condition of BCGold Corp. (referred to herein together as the "Company" or "BCGold") for the year ended February 29, 2012. The following information should be read in conjunction with the audited financial statements of BCGold and the notes thereto for the year ended February 29, 2012. This MD&A for the year ended February 29, 2012 reflects the Company's adoption of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A is prepared as of June 27, 2012. ***All dollar amounts are stated in Canadian Dollars.***

The Company is a reporting issuer in the Provinces of British Columbia, Alberta, and Ontario in Canada and is listed on the TSX Venture Exchange in Canada under the symbol BCG.

Additional information related to the Company is available on SEDAR at www.sedar.com.

Overall Performance

Highlights of the Company's activities during year ended February 29, 2012 and up to June 27, 2012:

Exploration Activities

- BCGold continued to advance the Engineer Mine Property and the surrounding Gold Hill Property. The Company successfully mined 350 tonnes of bulk sample material from underground workings and an additional 50 tonnes from surface trenching, both from the Engineer Mine Property. Approximately 246 tonnes of this material was processed on site using the gravity separation mill, which yielded 962 dry kg gold-rich concentrate.
- The 246.1 tonne composite bulk sample returned an average calculated mining grade of 16.9 g/t Au (0.5 oz/ton). Subset bulk sample 505-3B (68.9 tonnes) returned a calculated mining grade of 44.6 g/t Au (1.3 oz/ton),
- Bulk sample calculated mining grades were on average 850% higher than previous channel sample grade estimates,
- The 969 dry kg of concentrate returned a weighted average grade of 2,193.1 g/t Au (64.0 oz/ton) for an estimated 68.3 oz of contained gold,
- A 63 kg run-of-mine ("ROM") sample and a 4 kg table concentrate sample were shipped to Gekko Systems Pty Ltd. ("Gekko") for gravity and leach amenability metallurgy test-work. Gekko was able to achieve up to 71.4% Au and 67.8% Ag recoveries in lab test-work using only gravity separation method. Gold and silver recoveries from concentrate were up to 98% and 90%, respectively, by intensive leaching.
- BCGold completed a 600 line-kilometre, helicopter-borne Time-Domain Electromagnetic / Magnetic (TDEM) geophysics survey covering the Engineer Mine and surrounding Gold Hill properties to assist in geological mapping and delineating major structures such as Shear Zones "A" and "B".
- Surface trenching successfully exposed a 20 metre length of the Double Decker Vein. The vein at surface is quite narrow, ranging from 10 to 40 centimetres in width, but channel sampling confirmed the vein can run "bonanza" grade gold. BCGold geologists

removed a one metre length of the Double Decker Vein for assay analysis that returned 979 g/t gold (28.6 oz/t Au).

- On January 18th, 2012 BCGold vested an additional 15% interest in the Engineer Mine Property bringing its ownership in the property to 75%
- On May 25th, 2011 BCGold filed an NI 43-101 Technical Report for the Engineer Mine on SEDAR. The report, completed by Snowden Mining Industry Consultants Ltd. ("Snowden"), provides Mineral Resource estimate details in addition to the previously reported Inferred Mineral Resource estimate of 41,000 tonnes grading 19.0 g/t Au at a 5 g/t Au cut-off (see press release March 4, 2011).
- On January 9th, 2012, BCGold signed an option agreement with Mr. Robert Stirling to acquire a 100% interest in the Off-White Gold property located in the Central Yukon. The property is an early-stage gold discovery where Mr. Stirling mined 455 ounces of placer gold along the banks of the Stewart River and subsequently staked 4,500 ha of quartz claims over presumably the bedrock source of the gold.

Financing Activities

- The Company completed a non-brokered private placement of 10,053,663 flow-through units at a price of $0.12 per flow-through unit and 2,660,000 non flow-through units at a price of $0.10 per non flow-through unit for aggregate gross proceeds of $1,472,440.

- The Company completed a non-brokered private placement of 634,000 flow-through units at a price of $0.12 per flow-through unit and 500,000 non flow-through units at a price of $0.10 per non flow-through unit for aggregate gross proceeds of $126,080.

Corporate Activities

- The Company appointed Mr. Wes Roberts, M.Sc., MBA, P.Eng., to the Board of Directors as part of the company's corporate development strategy as it moves towards production at the Engineer Mine.

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Significant Exploration Properties

Below is a table summarizing the Company's current interest held and any remaining required or optional commitments on each of its exploration properties. Please refer to Note 9 of the Company's audited financial statements for the year ended February 29, 2012 for further disclosure on the Company's properties.

	Current Interest Held	Remaining Required Commitments	Optional Commitments
Minto/Carmacks Copper-Gold Properties, Yukon	100%	None	None
Engineer Mine, British Columbia	75%	$10,000 annual rental payment ($50,000 if mine is in production)	$400,000 cash or $400,000 of value in shares and 100,000 warrants by January 16, 2013 **(100% interest)**
Sickle-Sofia, British Columbia	51%	None	None
Voigtberg, British Columbia	50%	None	None
Gold Hill, British Columbia	25%	None	$110,000 in staged cash payments by September 30, 2014 ($35,000 incurred) plus incurring $500,000 in exploration expenditures by September 30, 2014 ($213,985 incurred) **(100% interest)**
Off-White Gold Property, Yukon	0%	None	2,850,000 shares in staged issuances by December 31, 2015 plus incurring $600,000 in exploration expenditures by December 31, 2015 ($9,111 incurred) **(100% interest)**
South Quesnel Properties, British Columbia	100%	None	None

Engineer Mine Property, Atlin, British Columbia

On January 16, 2007, the Company entered into an option agreement to acquire up to a 100% interest in the Engineer Mine property, situated 32 kilometres west of Atlin, British Columbia and 140 kilometres south of Whitehorse, Yukon *(for full details of the agreement terms see financial statements for the year ended February 29, 2012)*. BCGold Corp. currently holds a 75% interest in the Engineer Mine property and has spent in excess of $3.7 million in exploration on the property since acquisition.

The Engineer Mine was a high-grade gold-silver producer with peak production in the mid-1920s which ceased commercial operation in the early 1930s. More than 560 kilograms (approximately 18,000 ounces) of gold and 278 kilograms (approximately 8,940 ounces) of silver were officially produced at realized grades exceeding 39 g/t gold and 20 g/t silver, respectively, from high-grade epithermal quartz-carbonate veins on six of eight mine levels.

There are more than 25 known veins on the property and only four have undergone limited production and exploration to date. All veins remain open at depth and little exploration has been conducted deeper than 200 metres below surface. In addition to high-grade gold in the epithermal veins, exploration potential also exists for a bulk tonnage, gold resource associated with the Shear Zone "A" and Shear Zone "B" hydrothermal breccia systems. Shear Zone "A" was partially drill tested by BCGold Corp. in 2008 *(see news release dated December 2, 2008)*. Mineralization in both Shear Zones "A" and "B" remain open along strike and at depth.

Mineral Resource Estimate

Underground diamond drilling conducted by the Company in 2010 demonstrated that the high-grade gold system at Engineer Mine remains open at depth and that high-grade gold shoots are predictable and more or less continuous *(see news release dated December 1, 2010)*. The results of BCGold Corp.'s 2010 drill programs substantiate, for the first time, the gold and silver grades of historic chip and channel samples from Engineer Mine.

The Company engaged Snowden Mining Industry Consultants Ltd. ("Snowden") to estimate a National Instrument 43-101 compliant resource estimate. Snowden reported that Engineer and Double Decker veins have an Inferred Mineral Resource of 41,000 tonnes grading 19.0 g/t Au for 25,000 ounces of contained gold at a 5 g/t cut-off. In their technical report, Snowden commented that historic mining, which was based on visual identification of ore, occurred at an elevated cut–off of approximately 25 g/t Au. At this cut–off, Snowden reports the Inferred Mineral Resource estimate is 14,000 tonnes grading 52.5 g/t gold for 23,600 contained ounces of gold.

Snowden concludes that the Engineer Mine property represents an advanced exploration and resource development project. Snowden recommended that BCGold Corp. continue to advance the Engineer Mine property with a two–phase, $10.2 million exploration and development program with the following objectives:

- Acquire bulk samples of the Double Decker and Engineer veins to determine sampling and metallurgical characteristics,
- Evaluate mining techniques to optimise head grade,
- Partially dewater the mine to assess lower mine workings,
- Evaluate and optimise the 30 tonne per day gravity separation mill circuit,
- Investigate the exploration potential of Shear Zone "A" as a bulk tonnage target,
- Conduct a property–wide exploration program covering the Engineer Mine property and the adjoining Gold Hill property.

2011 Test-Mining and Test-Milling Bulk Sample Program

In 2011, BCGold Corp. continued to advance the Engineer Mine property and the adjacent Gold Hill property by undertaking in excess of $1,000,000 in exploration and development work. The Company successfully mined 350 tonnes of bulk sample material from underground workings and an additional 50 tonnes from surface trenching. Approximately 246 tonnes of this material was processed on site using the gravity separation mill, which yielded 962 dry kg gold-rich concentrate. A 63 kg run-of-mine ("ROM") sample and a 4 kg table concentrate sample were shipped to Gekko Systems Pty Ltd. ("Gekko") for gravity and leach amenability metallurgy test-work. Highlights of the 2011 work program include:

- The 246.1 tonne composite bulk sample returned an average calculated mining grade of 16.9 g/t Au (0.5 oz/ton). Subset bulk sample 505-3B (68.9 tonnes) returned a calculated mining grade of 44.6 g/t Au (1.3 oz/ton),

- Bulk sample calculated mining grades were on average 850% higher than previous channel sample grade estimates,
- 969 dry kg of concentrate returned a weighted average grade of 2,193.1 g/t Au (64.0 oz/ton) for an estimated 68.3 oz of contained gold,
- Preliminary test-milling averaged 51.3% gold recovery using the current on-site gravity separation mill,
- Gekko was able to achieve up to 71.4% Au and 67.8% Ag recoveries in lab test-work using only gravity separation method. Gold and silver recoveries from concentrate were up to 98% and 90%, respectively, by intensive leaching.

Near Term Production Potential

The Engineer Mine property offers excellent potential for near-term, small-scale gold production from existing underground headings on the formerly producing Engineer, Double Decker and Boulder veins. The Company believes that the underground drill results, the National Instrument 43-101 resource estimate, and the bulk sampling results provide the impetus to continue exploring and developing the Engineer Mine property. BCGold Corp. holds a valid permit to dewater the lower levels of the mine which can be renewed on an annual basis. Dewatering the lower levels of the mine would provide access to the Inferred Mineral Resource area; allowing for geological mapping, sampling, bulk sampling and test mining. A fully operational and permitted 30 tonne per day gravity separation mill at the mine allows the Company to process bulk sample material immediately and on site.

Gold Hill Property Option

In September, 2010 the Company consolidated its land position around Engineer Mine by signing an option agreement with Guardsmen Resources Inc. ("Guardsmen") to acquire a 100% interest in the Gold Hill property, situated adjacent and partially surrounding the Engineer Mine property. The Gold Hill property consists of 5 mineral claims (2,104 hectares), which include the Happy Sullivan high-grade gold epithermal prospect and a 2.2 kilometre-long segment of the highly prospective Shear Zone "B" structure. In July 2011, BCGold Corp. conducted a property-wide SkyTEM airborne geophysics survey which was utilized in a mapping, and prospecting survey on the Gold Hill property. The mapping/prospecting was completed in September 2011. Results will be followed up in the summer of 2012.

Minto/Carmacks Copper-Gold Properties, Central Yukon

BCGold Corp. owns 100% of 16 Minto/Carmacks Copper-Gold properties which are strategically situated in the Minto/Carmacks Copper-Gold Belt, a rapidly emerging, significant high-grade copper-gold district centered some 220 kilometres northwest of Whitehorse, Yukon. The properties are located proximal and adjacent to Capstone Mining Corp.'s Minto Mine, currently in production, and Copper North Mining Corp.'s Carmacks Copper Project, which is in the advanced permitting stage. All of the Company's properties were staked over areas with certain geological, geochemical and geophysical characteristics known to indicate near surface, high-grade copper-gold mineralization in the district.

BCGold Corp. has incurred over $3.8 million in exploration expenditures since acquiring the properties. As a result, the Company has discovered seven significant copper zones and has advanced seven properties with "Minto-type" exploration targets to the drill-ready stage. The most significant discovery is located on the WS Property, immediately south of Copper North Mining Corp.'s Carmacks Copper Project, where BCGold Corp.'s drill hole WS08-09B intersected 2 near-surface copper sulphide horizons over 63.1 metres that averaged 0.17% Cu (containing 23.6 m averaging 0.34% Cu). This hole targeted a weak copper MMI™ anomaly coincident with a pronounced, 2 kilometre long linear Induced Polarization ("IP") geophysical anomaly. Additional drilling is warranted.

BCGold Corp. is encouraged by the exploration results to date and is currently seeking a Joint Venture partner to continue advancing the projects.

<u>Voigtberg Property, British Columbia</u>

BCGold Corp. owns 50% of the Voigtberg property which is situated in the Galore Creek Camp in north-western British Columbia. The exploration target is a bulk tonnage "porphyry system" that can host gold, copper and other base metals. On September 21, 2010, BCGold Corp. announced an amendment to the Voigtberg Property option agreement, entered into on August 18, 2006 with Kaminak Gold Corp *(For terms of this option agreement see news releases dated September 15, 2006 and September 21, 2010)*.

BCGold Corp. has incurred in excess of $1,000,000 in eligible expenditures on the Voigtberg property to date by conducting geological mapping, sampling, soil geochemical and airborne geophysical surveys, and limited diamond drill programs in 2006, 2007 and 2010. This amount has been offset by $128,208 in British Columbia Mineral Exploration Tax Credits ("METC") that the Company received. The Company's past exploration focus at Voigtberg was the "Gold Zone," a northeast elongated area measuring 400 by 650 metres coincident with a > 300 parts per billion (ppb) gold in soil anomaly and an induced polarization (IP) chargeability high.

In 2006 BCGold Corp. drill-hole VGT06-05 returned a near-surface intercept of 51.15 metres grading 1.03 g/t gold, including 18.17 metres grading 1.87 g/t gold. Step-out drill hole VGT07-10, 75 metres to the east, intersected 76.40 metres grading 0.40 g/t gold. The Gold Zone is believed to represent a gold-rich halo located on the periphery of a porphyry copper-molybdenum system. It has been partially defined by six drill holes over a strike length of 300 metres and remains open along strike and at depth.

In September, 2010 the Company conducted a $100,000 geological mapping, sampling and prospecting program on the Voigtberg property. The work program entailed geological mapping, sampling and prospecting, which focused on a number of geophysical and geochemical copper, gold and molybdenum anomalies defined by previous work. This work program vested the Company's 50% interest in the property. Plans for 2012 include seeking a major partner or partners to advance the Voigtberg property.

<u>Sickle-Sofia Property, British Columbia</u>

BCGold Corp. owns a 51% interest in the Sickle-Sofia Property, in the Toodoggone District in North-Central British Columbia north of the recently decommissioned Kemess South Mine, with project partner Stealth Minerals Ltd. owning the remaining 49%.

The Toodoggone District has excellent mineral exploration potential; it hosts a number of developed and undeveloped epithermal gold-silver and porphyry copper-gold deposits, including AuRico Gold's 50,000 tonne per day Kemess South mine.

In 2007 BCGold Corp. completed a $1.3 million, 1,500 metre exploration drilling and geophysical program on the Sickle-Sofia property, resulting in a new porphyry copper-gold discovery at the Sofia Zone. Drill-hole BCG07-01 intersected 47.0 metres that averaged 0.13% copper and 0.08 g/t gold. Drill-hole BCG07-03 was drilled 2.6 kilometres to the south and intersected significant low-grade, high-sulphidation gold mineralization at the Alexandra Zone. The Company received $329,730 in METC with respect to the Sickle-Sofia property.

BCGold Corp believes the potential exists for a bulk tonnage, copper-gold resource at Sickle-Sofia and is seeking a major partner to advance the project.

Generative Exploration, British Columbia and Yukon

A significant component of BCGold Corp.'s generative exploration strategy was to screen the releases of Geoscience BC QUEST-South geophysical and geochemical data files and aggressively stake open watersheds with anomalous silt sample values and geophysical signatures. The data reviewed by the Company pertain to a recently commissioned airborne gravity geophysical survey of B.C.'s southern interior and the re-analysis of some 9,000 archived and new infill regional geochemical samples.

Geoscience BC's QUEST-South Project was initiated to attract mineral exploration to an under-explored region of the Quesnel Terrane. The region has excellent potential for copper and gold porphyry deposits, but is covered by extensive blankets of post mineralization Tertiary volcanic flows and glacial sand and gravel deposits.

In late summer of 2010 through the spring of 2011, the Company staked nine properties in the South Quesnel region of Central B.C. targeting blind porphyry copper-gold deposits. In the fall of 2010, BCGold Corp. conducted grid-scale MMI soil surveys on seven of the properties. Several copper and gold soil anomalies were defined on a number of properties that the Company plans to follow-up with additional work in 2012.

As part of the BCGold's generative exploration efforts in the Yukon, the Company signed an option agreement to acquire a 100% interest in the 4,500 ha Off-White Gold property in Central Yukon. The Company plans to conduct an expansive soil geochemical and prospecting program in 2012 to further delineate the bedrock source of placer gold mined by the property vendor, Mr. Robert Stirling.

The Bonaparte, Caribou, and Bridge Lake properties in B.C as well as the WWest property in the Yukon were allowed to lapse due to unfavourable results.

The Company continues to evaluate new potential property acquisitions in B.C. as well as the Yukon, and will maintain the strategy of conducting preliminary exploration on numerous properties and filtering out properties that do not return expected results.

Outlook

The Company expects to continue with an aggressive exploration effort at the Engineer Mine property and surrounding Gold Hill property option. The Company will also continue its efforts to seek a major partner or partners to advance the Minto/Carmacks Copper-Gold properties, the Voigtberg property and the Sickle-Sofia property. Generative copper-gold exploration efforts in both B.C. and Yukon will also be continued.

Brian P. Fowler, President and Chief Executive Officer of BCGold Corp., a member of the Professional Engineers and Geoscientists of British Columbia ("APEGBC") and a Qualified Person as defined by National Instrument 43-101 *Standards of Disclosure for Mineral Projects,* is responsible for the preparation of, and has verified, the technical information in this MD&A.

INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

Effective January 1, 2011 Canadian publicly listed entities were required to prepare their financial statements in accordance with IFRS. Due to the requirement to present comparative financial information, the Company's effective transition date is March 1, 2010. The year ended February 29, 2012 is the Company's first annual reporting period under IFRS.

The Company's IFRS conversion process identified four phases: scoping and planning, detailed assessment, implementation and post-implementation. The Company has now completed its IFRS conversion project through implementation. Post-implementation will continue throughout future periods.

The following outlines the Company's IFRS transitional impact and the on-going impact of IFRS on its financial results.

The notes to the audited financial statements for the year ended February 29, 2012 provides more detail on the Company's key pre-2011 Canadian GAAP to IFRS differences, its accounting policy decisions under IFRS 1, First-Time Adoption of IFRS, mandatory and optional exemptions for significant or potentially significant areas that have had an impact on its financial statements on transition to IFRS or may have an impact in future periods.

Transitional Financial Impact

As a result of the policy choices the Company has selected and the changes it was required to make under IFRS, the Company has made adjustments in its equity as at March 1, 2010, however the net effect of these adjustments was $nil. The table below outlines adjustments to the Company's equity upon adoption of IFRS on March 1, 2010 and at February 28, 2011 for comparative purposes, all of which are outlined in the notes to the audited financial statements for the year ended February 29, 2012.

	As at March 1, 2010	As at February 28, 2011
Equity under Canadian GAAP	**$ 2,187,443**	**$ 3,280,942**
Share capital	291,794	601,041
Share-based payments reserve	33,618	29,474
Deficit	(325,412)	(630,515)
Equity under IFRS	**$ 2,187,443**	**$ 3,280,942**

A reconciliation of the Company's net loss and comprehensive loss under Canadian GAAP and IFRS for the year ended February 28, 2011 is provided below.

Net Loss and Comprehensive Loss Impact

As a result of the policy choices the Company has selected and the changes it was required to make under IFRS, the Company has recorded an increase of $305,103 in its net loss and comprehensive loss for the year ended February 28, 2011.

The following is a summary of the adjustments to the net loss and comprehensive loss for the year ended February 28, 2011 under IFRS, all of which are outlined in the notes to the audited financial statements for the year ended February 29, 2012.

	Year Ended February 28, 2011
Net loss under Canadian GAAP	**$ (2,070,469)**
Share-based compensation	4,144
Deferred income tax recovery	(309,247)
Net loss under IFRS	**$ (2,375,572)**

	Year Ended February 28, 2011
Comprehensive loss under Canadian GAAP	**$ (2,022,469)**
Share-based compensation	4,144
Deferred income tax recovery	(309,247)
Comprehensive loss under IFRS	**$ (2,327,572)**

Cash Flow Impact

There was no significant impact to the Company's cash flows as a result of its transition from Canadian GAAP to IFRS.

Financial Statement Presentation Changes

The transition to IFRS has resulted in some financial statement presentation changes in the Company's financial statements. The following is a summary of the most significant change to the Company's statement of financial position. The statement of loss and comprehensive loss did not have any significant changes.

Statement of Financial Position

- The Company now presents the fair value attributable to warrants and stock options granted and vested under one account labeled "Share-based Payments Reserve". Under Canadian GAAP, the fair value attributable to warrants was presented in its own account labeled "Share Purchase Warrants" and stock options granted and vested were presented under the account labeled "Contributed Surplus".

Control Activities

For all changes to policies and procedures that have been identified, the effectiveness of internal controls over financial reporting and disclosure controls and procedures has been assessed and any changes have been implemented. In addition, controls over the IFRS changeover process have been implemented, as necessary. The Company has identified and implemented the required accounting process changes that resulted from the application of IFRS accounting policies and these changes were not significant. The Company has completed the design, implementation and documentation of internal controls over the accounting process changes resulting from the application of IFRS accounting policies and applied its existing control framework to the IFRS changeover process. All accounting policy changes and transitional financial position impacts were subject to review by senior management and the Audit Committee of the Board of Directors.

Business Activities and Key Performance Measures

The Company has assessed the impact of the IFRS transition project on its key ratios. The transition did not significantly impact its key ratios.

Information Technology and Systems

The IFRS transition project did not have a significant impact on its information systems for the convergence periods. The Company also does not expect significant changes in the post-convergence periods.

Post-Implementation

The post-implementation phase will involve continuous monitoring of changes in IFRS in future periods. The Company has noted that the standard-setting bodies that determine IFRS have significant ongoing projects that could impact the IFRS accounting policies that the Company has selected. In particular, the Company expects that there may be additional new or revised IFRSs or IFRICs in relation to consolidation, joint ventures, financial instruments, hedge accounting, discontinued operations, leases, employee benefits, revenue recognition and stripping costs in the production phase of a surface mine. The Company has also noted that the IASB is currently working on an extractive industries project, which could significantly impact the Company's financial statements primarily in the areas of capitalization of exploration and evaluation costs and disclosures. The Company has processes in place to ensure that the potential changes are monitored and evaluated. The impact of any new IFRSs and IFRIC Interpretations will be evaluated as they are drafted and published.

Significant Accounting Policies

As a result of the Company's transition from Canadian GAAP to IFRS, the accounting policies set out below have been adopted for the year ended February 29, 2012 and have been applied consistently in preparing the opening IFRS statement of financial position at March 1, 2010 and to all periods presented in the Company's audited financial statements.

a) Use of Judgments and Estimates

The preparation of financial statements requires management to make estimates that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Significant areas requiring the use of estimates and assumptions relate to the review of carrying values and determination of impairment charges of non-current assets; valuation of share-based payments; recoverability of deferred income tax assets; provisions for closure and reclamation and determination of carrying values of derivative financial liabilities among others. Actual results could differ from those estimates. The effect on the financial statements of such changes in estimates in future periods could be material. Please see Note 4 of the annual audited financial statements for the year ended February 29, 2012.

b) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less.

c) Short-term Investments

The Company classifies all its investments with maturities greater than three months to one year as short-term investments.

d) Exploration and Evaluation Assets

Exploration and evaluation expenses are 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 and will be depreciated against production following commencement of commercial production, or written off if the property is sold, allowed to lapse or abandoned. From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Because the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as exploration and evaluation assets or recoveries when the payments are made or received.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge titles to all of its properties are in good standing.

e) Restoration Provision

The Company records a liability based on the best estimate of costs for restoration activities that the Company is legally or constructively required to remediate and recognizes the liability when those obligations result from the acquisition, construction, development or normal operations of assets. Restoration provisions are measured at the present value of the expected expenditures required to settle the obligation using a pre-tax discount rate reflecting the time value of money and risks specific to the liability. The liability is increased for the passage of time and adjusted for changes to the current market-based risk-free discount rate, and the amount of or timing of the underlying cash flows needed to settle the obligation. The associated restoration costs are capitalized as part of the carrying amount of the related property, plant and equipment and amortized on a systematic basis over the expected useful life of the asset. As at February 29, 2012, the calculation of any possible asset retirement obligation is not considered determinable.

f) Impairment of Non-Current Assets

Non-current assets are evaluated at each reporting period by management for indicators that the carrying value is impaired and may not be recoverable. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash generating unit (CGU), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in income to the extent that the carrying amount exceeds the recoverable amount.

In calculating the recoverable amount, the Company uses discounted cash flow techniques to determine fair value when it is not possible to determine fair value either by quotes from an active market or a binding sales agreement. The determination of discounted cash flows is dependent on a number of factors, including future metal prices, the amount of reserves, the cost of bringing the project into production, production schedules, production costs, sustaining capital expenditures, and site closure, restoration and environmental rehabilitation costs. Additionally, the reviews take into account factors such as political, social and legal and environmental regulations. These factors may change due to changing economic conditions or the accuracy of certain assumptions and, hence, affect the recoverable amount. The Company uses its best efforts to fully understand all of the aforementioned to make an informed decision based upon historical and current facts surrounding the projects. Discounted cash flow techniques often require management to make estimates and assumptions concerning reserves and expected future production revenues and expenses.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash-generating unit in prior periods. A reversal of an impairment loss is recognized immediately in the statement of loss and comprehensive loss.

Management estimates of mineral prices, recoverable reserves, and operating, capital and restoration costs are subject to certain risks and uncertainties that may affect the recoverability of mineral interests. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its projects.

g) Comprehensive Income (Loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders equity and includes items that would not normally be included in net earnings such as unrealized gains or losses on available-for-sale investments. Other comprehensive income (loss) includes the holding gains and losses from available-for-sale securities which are not included in net income (loss) until realized.

h) Marketable Securities

Marketable securities consisting of common shares of public companies are classified as available-for-sale and are reported at market value. At the end of each reporting period, management determines if there has been a change in the market value of each individual security and records an adjustment to market value, with the offsetting debit or credit to other comprehensive income (loss).

i) Property and Equipment

Property and equipment is recorded at cost less accumulated depreciation and net accumulated impairment losses. The Company provides for depreciation using the declining balance method at rates designed to amortize the cost of the property and equipment over its estimated useful life. The annual depreciation rates are as follows:

Computer equipment	30 %
Computer software	100 %
Office furniture and equipment	20 %
Project field equipment	20 %

j) Income Taxes

The Company uses the balance sheet method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax assets also result from unused loss carry forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

k) Share-based Payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and consultants. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The offset to the recorded cost is to share-based payments reserve. Consideration received on the exercise of stock options is recorded as share capital and the related share-based payments reserve is transferred to share capital. Where awards are forfeited because non-market based vesting conditions are not satisfied, the expense previously recognized is proportionately reversed in the period the forfeiture occurs.

l) Share Capital

The Company records in share capital proceeds from share issuances, net of issue costs and any tax effects. The fair value of common shares issued as consideration for mineral properties is based on the trading price of those shares on the TSX.V on the date of the agreement to issue shares as determined by the Board of Directors. Stock options and other equity instruments issued as purchase consideration in non-monetary transactions are recorded at fair value determined by management using the Black-Scholes option pricing model. Proceeds from unit placements are allocated between shares and warrants issued according to their relative fair value.

m) Loss per Share

Loss per share is computed by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the period. Under this method, the weighted average number of common shares used to calculate the dilutive effect in the statement of loss and comprehensive loss assumes that the proceeds that could be obtained upon exercise of options, warrants and similar instruments would be used to purchase common shares at the average market price during the period. In periods where a net loss is incurred, basic and diluted loss per share is the same as the effect of outstanding stock options and warrants would be anti-dilutive.

n) Flow-Through Shares

Under Canadian income tax legislation, a company is permitted to issue flow-through shares whereby the Company agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. For accounting purposes, the proceeds from the issuance of these shares are allocated between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the quoted price of the existing shares and the amount the investor pays for the shares. A liability is recognized in other liabilities for this difference. The liability is reduced and the reduction of premium liability is recorded in deferred tax recovery as eligible expenditures are incurred.

o) Mineral Exploration Tax Credits ("METC")

The Company recognizes METC amounts when the Company's METC application is approved by the relevant jurisdiction or when the amount to be received can be reasonably estimated and collection is reasonably assured.

p) Financial Instruments

(i) Financial Assets

The Company classifies its financial assets in the following categories: fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

<u>Financial Assets at Fair Value Through Profit or Loss</u>

Financial assets at fair value through profit or loss are initially recognized at fair value with changes in fair value recorded through income. Short-term investments are included in this category of financial assets.

<u>Loans and Receivables</u>

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date. Loans and receivables are carried at amortized cost less any impairment. Cash and cash equivalents, other receivables and reclamation bonds have been classified under this category.

<u>Available-For-Sale</u>

Available-for-sale ("AFS") financial assets are non-derivatives that are either designated as available-for-sale or not classified in any of the other financial asset categories. Changes in the fair value of AFS financial assets are recognized as other comprehensive income (loss) and classified as a component of equity. When the assets are sold or an impairment write-down is required, the accumulated fair value adjustments recognized in equity are included in the statement of loss. AFS assets include marketable securities which consist of investments in equities of other entities.

(ii) Financial Liabilities

The Company classifies its financial liabilities in the following categories: borrowings and other financial liabilities and derivative financial liabilities.

<u>Borrowings and Other Financial Liabilities</u>

Borrowings and other financial liabilities are non-derivatives and are recognized initially at fair value, net of transactions costs incurred and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the statement of loss over the period to maturity using the effective interest method. Borrowings and other financial liabilities are classified as current or non-current based on their maturity date. Accounts payable and accrued liabilities have been classified under this category.

Derivative Financial Liabilities

Derivative financial liabilities are initially recognized at their fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair value at each reporting period with changes in the fair value recognized in profit or loss. There are no financial liabilities classified under this category.

q) Impairment of Financial Assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset (other than a financial asset classified as fair value through profit or loss) is impaired.

The criteria used to determine if there is objective evidence of an impairment loss includes:

- significant financial difficulty of the obligor;
- delinquencies in interest or principal payments; and
- it becomes probable that the borrower will enter bankruptcy or other financial reorganization.

For equity securities, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired.

If such evidence exists, the Company recognizes an impairment loss, as follows:

(i) Financial assets carried at amortized cost: The loss is the difference between the amortized cost of the loan or receivable and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account.

(ii) Available-for-sale financial assets: The impairment loss is the difference between the original cost of the asset and its fair value at the measurement date, less any impairment losses previously recognized in the statement of income. This amount represents the loss in accumulated other comprehensive income that is reclassified to net income.

Impairment losses on financial assets carried at amortized cost and available-for-sale debt instruments are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized. Impairment losses on available-for-sale equity instruments are not reversed.

r) Accounting Standards and Amendments Issued But Not Yet Adopted

Financial Instruments

In November 2009, the IASB issued IFRS 9, Financial Instruments, which addresses the classification and measurement of financial assets as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. Requirements for financial liabilities were added in October 2010. IFRS 9 must be applied starting January 1, 2015, with early adoption permitted. The Company has not early adopted IFRS 9 and is currently assessing the expected impact of this standard on its financial statements.

Fair Value Measurement

In May 2011, the IASB issued IFRS 13, Fair Value Measurement. This standard defines fair value, sets out a single IFRS framework for measuring fair value and outlines disclosure requirements about fair value measurements. IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement, not an entity-specific measurement so assumptions that market participants would use should be applied in measuring fair value.

IFRS 13 is effective for annual periods on or after January 1, 2013, with earlier application permitted. This IFRS is to be applied prospectively as of the beginning of the annual period in which it is initially applied and the disclosure requirements do not need to be applied in comparative periods before initial application. The Company has not early adopted IFRS 13 and is currently assessing the expected impact of this standard on its financial statements.

Critical Accounting Estimates and Judgments

Impairment of Exploration and Evaluation Assets

Impairment of exploration and evaluation assets occurs when the assets are deemed to have circumstance indicating likelihood that carrying amounts exceed recoverable amounts. As the Company has no cash generating units, a recoverable amount can only be calculated from estimated sales value less costs of sales.

Restoration Provision

Provisions for reclamation and closure represent the Company's estimate of the present value of the estimated future cost of reclamation. The provision is highly sensitive to estimation uncertainty and it involves multiple estimates including the current estimated cost to rehabilitate sites, future inflation rates, factors applied to account for future estimation error, estimates of future risk free rates and estimates of the time until reclamation is implemented. Inflation rates have been derived from Bank of Canada targets. Risk free interest rates are derived from long-term Government of Canada bond rates. Time to reclamation implementation is based on the Company's estimate of potential life of mine using internal or independent reports.

Share-Based Payments

Share-based compensation calculations are based on estimates of several variables including future exercise dates, future interest rates and future volatility of the Company's share price. See Note 11d of the annual audited financial statements for the year ended February 29, 2012 for a discussion of the factors used in the current year.

Deferred Income Taxes

Deferred income tax asset carrying amounts depend on estimates of future taxable income and the likelihood of the reversal of timing differences. Where reversals are expected, estimates of future tax rates will be used in the calculation of deferred tax asset carrying amounts. Potential tax assets of $2,065,482 (Note 17 of the annual audited financial statements for the year ended February 29, 2012) were deemed not to be recoverable at the current year end.

Selected Annual Financial Information

The table below sets forth selected financial data relating to the Company for the years ended February 29, 2012, February 28, 2011 and February 28, 2010. The fiscal year ended February 28, 2010 has been presented in accordance with Canadian GAAP prior to its transition to IFRS and was not required to be restated.

	IFRS		Canadian GAAP
Year Ended	**February 29, 2012**	**February 28, 2011**	**February 28, 2010**
Current assets	$ 1,139,796	$ 1,831,445	$ 446,006
Exploration and evaluation assets	$ 1,736,924	$ 1,439,924	$ 1,821,589
Property and equipment	$ 37,086	$ 31,324	$ 40,782
Total assets	$ 3,062,424	$ 3,374,011	$ 2,353,377
Liabilities	$ 64,661	$ 93,069	$ 165,934
Total revenue	Nil	Nil	Nil
Net loss	$(2,333,402)	$(2,375,572)	$(1,222,811)
Comprehensive loss	$(2,349,402)	$(2,327,572)	$(1,185,311)
Basic and diluted loss per share	$ (0.03)	$ (0.04)	$ (0.03)
Weighted Avg. shares	89,690,080	67,745,500	40,299,850

Results of Operations

As BCGold Corp. is in the exploration phase and its properties are in the early stages of exploration and none of the Company's properties are in production. Therefore, exploration and evaluation expenses and administrative expenses relating to the operation of the Company's business are being expensed as incurred. Consequently the Company's net loss is not a meaningful indicator of its performance or potential.

The key performance driver for the Company is the acquisition and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Company increases its chances of finding and developing an economic deposit.

At this time, the Company is not anticipating profit from operations. Until such time as the Company is able to realize profits from the production and marketing of commodities from its mineral interest, the Company will report an annual deficit and will rely on its ability to obtain equity or debt financing to fund on-going operations.

Additional financing is required for additional exploration and administration costs. Due to the inherent nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities, as well as its share of obligations relating to mineral properties.

Capitalized acquisition costs and cumulative exploration and evaluation expenses incurred on the Company's properties to February 29, 2012 were as follows:

	Acquisition Costs	Exploration Expenditures	**Total Expenditures February 29, 2012**
Minto/Carmacks Copper-Gold Properties, Yukon	$ 551,334	$ 3,872,870	**$ 4,424,204**
Engineer, British Columbia	906,263	2,864,323	**3,770,586**
Voigtberg, British Columbia *	169,944	880,062	**1,050,006**
Gold Hill, British Columbia	47,000	213,985	**260,985**
Other Properties, British Columbia and Yukon	62,383	1,201,481	**1,263,864**
	$ 1,736,924	$ 9,032,721	**$ 10,796,645**

** As of February 29, 2012, the Company incurred $1,016,898 in exploration and evaluation on its Voigtberg property. This amount has been offset by $136,836 in BC METC ("British Columbia Mineral Exploration Tax Credit").*

For the year ended February 29, 2012 compared to the year ended February 28, 2011

The net loss for the year ended February 29, 2012 was $2,333,402 or $(0.03) per share as compared to the net loss for the year ended February 28, 2011 of $2,375,572 or $(0.04) per share. Operating expenses for the year ended February 29, 2012 totalled $2,346,777 (February 28, 2011 - $2,069,886) an increase of $276,891. Individual items contributing to the net loss and comprehensive loss for the years ended February 29, 2012 and February 28, 2011 were as follows:

- Exploration and evaluation expenses of $1,166,232 (February 28, 2011 - $1,187,283) resulting from exploration expenditures incurred by the Company on its Minto/Carmacks Copper-Gold properties, Engineer Mine Property, Sickle-Sofia Property and its Voigtberg Property which totalled $1,081,515 and exploration expenditures incurred in its attempt to identify outside potential projects/properties which merit further exploration totalling $84,717. The decrease in exploration and evaluation expenses was result of the Company spending less of its resources on identifying potential projects/properties and therefore incurring fewer costs.

- Office expenses of $84,863 (February 28, 2011 - $69,207) resulting from various head office expenditures incurred during the day-to-day operations of the Company. The increase in office expenses was a result of an increase in office supplies and telecommunication costs. The Company moved offices during the prior fiscal year and is now incurring more overhead costs.

- Professional fees of $38,450 (February 28, 2011 - $71,873), for the ongoing legal and accounting fees incurred in the day-to-day operations of the Company. The decrease in professional fees is due to the fact that the Company incurred less legal fees in connection with maintaining property agreements and other day-to-day corporate matters.

- Share-based compensation expense of $346,043 (February 28, 2011 - $143,772), resulting from the fair value assigned to options granted and vested during the year. The increase in share-based compensation expense is due to the fact that 3,787,500 options vested during the year in relation to the January 11, 2011 and October 28, 2011 stock option grants therefore the fair value assigned to these options has been recognized in the statement of loss and deficit.

- Wages and consulting fees of $541,226 (February 28, 2011 - $447,818). The increase in wages and consulting fees is due to the Company hiring Mr. Darren O'Brien as the Company's VP of Exploration.

Other operating costs during the year ended February 29, 2012 totalled $169,963 (February 28, 2011 - $149,933) representing 7% (February 28, 2011 – 7%) of total operating expenses including corporate listing and filing fees, depreciation, investor relations, rent and travel.

Finance expenses for the year ended February 29, 2012 amounted to $2,475 (February 28, 2011 – finance income of $31,649) which consisted of interest and other income and interest expense.

Non-operating expenses for the year ended February 29, 2012 amounted to $Nil (February 28, 2011 - $474,035). Non-operating expenses in the prior year consisted of a combination of a gain on sale of marketable securities which was offset by a write-down of exploration and evaluation assets in respect to the Company's Sickle-Sofia property which was written down for accounting purposes.

Fourth Quarter Results

The net loss for the three months ended February 29, 2012 was $337,697 or $(0.00) per share as compared to the net loss for the three months ended February 28, 2011 of $802,941 or $(0.01) per share. Operating expenses for the three months ended February 29, 2012 totalled $352,242 (February 28, 2011 - $465,150) a decrease of $112,908. Individual items contributing to the net loss and comprehensive loss for the years ended February 29, 2012 and February 28, 2011 were as follows:

- Exploration and evaluation expenses of $110,388 (February 28, 2011 - $191,063) resulting from exploration expenditures incurred by the Company on its Minto/Carmacks Copper-Gold properties, Engineer Mine Property, Sickle-Sofia Property and its Voigtberg Property which totalled $102,045 and exploration expenditures incurred in its attempt to identify outside potential projects/properties which merit further exploration totalling $8,343. The decrease in exploration and evaluation expenses was result of the Company spending less of its resources on identifying potential projects/properties and therefore incurring fewer costs.

- Office expenses of $24,012 (February 28, 2011 - $7,963) resulting from various head office expenditures incurred during the day-to-day operations of the Company. The increase in office expenses was a result of an increase in office supplies and telecommunication costs. The Company moved offices during the prior fiscal year and is now incurring more overhead costs.

- Professional fees of $27,090 (February 28, 2011 - $22,146), for the ongoing legal and accounting fees incurred in the day-to-day operations of the Company. The increase in professional fees is due to the fact that the Company incurred more legal fees in connection with maintaining property agreements and other day-to-day corporate matters.

- Share-based compensation expense of $16,570 (February 28, 2011 - $68,910), resulting from the fair value assigned to options vested during the period. The decrease in share-based compensation expense is due to the fact that the fair value assigned to options vested during the current period was less than the fair value of options vested in the prior period.

- Wages and consulting fees of $131,361 (February 28, 2011 - $132,330). The decrease in wages and consulting fees is immaterial.

Other operating costs during the three months February 29, 2012 totalled $42,821 (February 28, 2011 - $42,738) representing 12% (February 28, 2011 – 9%) of total operating expenses including corporate listing and filing fees and depreciation.

Finance and non-operating expenses for the three months ended February 29, 2012 amounted to $1,305 (February 28, 2011 – $474,491) which consisted of interest and other income, interest expense, gain on sale of marketable securities and a write-down of exploration and evaluation assets. The Company also recognized a deferred income tax recovery of $15,850 during the three months ended February 29, 2012 (February 28, 2011 - $136,700).

Summary of Quarterly Results

The following table summarizes selected financial data reported by the Company for the three months ended February 29, 2012 and the previous seven quarters in Canadian dollars.

	February 29, 2012 $	**November 30, 2011 $**	**August 31, 2011 $**	**May 31, 2011 $**	**February 28, 2011 $**	**November 30, 2010 $**	**August 31, 2010 $**	**May 31, 2010 $**
Net loss	(337,697)	(766,255)	(869,021)	(360,429)	(802,941)	(761,525)	(576,886)	(234,220)
Basic and diluted loss per share	(0.00)	(0.01)	(0.01)	(0.00)	(0.01)	(0.01)	(0.01)	(0.00)
Total assets	3,062,424	3,136,087	3,718,349	3,105,173	3,374,011	4,093,268	3,554,581	3,315,946
Exploration and evaluation assets	1,736,924	1,464,924	1,439,924	1,439,924	1,439,924	1,807,089	1,767,089	1,761,589
Revenues	-	-	-	-	-	-	-	-
Equity	2,997,763	3,082,090	3,588,855	3,007,062	3,280,942	3,997,172	3,465,602	3,159,949

Liquidity and Capital Resources

As of February 29, 2012 the Company had $994,498 in cash and cash equivalents and short-term investments. As at the date of this MD&A, the Company has approximately $700,000 in cash and cash equivalents and short-term investments. The Company does not have any cash flow from operations due to the fact that it is an exploration stage company therefore financings have been the sole source of funds in the past few years.

Short term investments are invested in highly liquid, low risk, interest bearing instruments with maturities extending anywhere from 4 to 12 months. The surplus funds are invested only with approved commercial banks.

At February 29, 2012 the Company had working capital of $1,075,135. In the opinion of management this working capital is sufficient to support the Company's general administrative and corporate operating requirements and exploration activities on an ongoing basis for the next 3 to 4 months and should the Company wish to continue fieldwork on its exploration projects in 2012, further financing will be required and the Company will likely have to go to the market to achieve this.

Given volatility in equity markets, global uncertainty in economic conditions, cost pressures and results of exploration activities, management constantly reviews expenditures and exploration programs and equity markets such that the Company has sufficient liquidity to support its growth strategy.

During the year ended February 29, 2012, the main operating expenditures, which include the company's exploration activities, amounted to $1,983,941. Of this amount, administrative costs were $817,709 and the balance was for exploration activities.

Liquidity Outlook

The Company's cash position is highly dependent on the ability to raise cash through financings and the expenditures on its exploration programs. Capital expenditures are not expected to have any material impact on liquidity.

As results of exploration programs are determined and other opportunities become available to the Company, management may complete an external financing as required.

The outlook is based on the Company's current financial position and is subject to change if opportunities become available based on current exploration program results and/or external opportunities.

At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales, from the exercise of convertible securities and from optioning its resource properties. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes that there will be risks involved which may be beyond its control.

Going Concern

The annual audited 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 $14,170,585 at February 29, 2012. 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 the Company's performance, 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.

The annual audited financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

Strategy and Risk Management

Further exploration activities are dependent on the Company obtaining financing to meet its planned exploration activities for 2012 and beyond. Management believes that it will be able to raise additional capital in order to meet both its planned exploration activities and its administrative expenditures. Although management has been successful in the past when raising additional financing, there can be no assurance they will be successful in the future.

Exploration Stage Company

The Company is engaged in the business of acquiring, exploring and developing mineral properties with the expectation of locating economic deposits of minerals. All of the properties are without proven ore deposits and there is no assurance that the Company's exploration programs will result in proven ore deposits, nor can there be any assurance that economic deposits can be commercially mined. As a consequence, any forward-looking information is subject to known and unknown risks and uncertainties as follows, but not limited thereto:

- Exploration and development of mining properties is highly speculative in nature and involves a high degree of risk.
- Timing delays in exploration and development and delays in funding may result in delays and postponement of projects.
- Many competitors are in the business, some of which have greater financial, technical and other resources than the Company.
- Mining involves many hazards and risks in the field such as unexpected rock formations, seismic activity, cave-ins, adverse weather conditions, unstable political conditions and many other conditions.
- Lack of assurance that: the Company will be able to obtain all necessary permits and approvals to conduct its affairs or that future tax, environmental or other legislation will not cause additional expenses, delays or postponements.
- Operations of the Company are subject to environmental regulation, a breach of which may result in imposition of enforcement actions. Environmental hazards may exist on current properties which are presently unknown to the Company and regulations and laws change over time.
- World prices for metals can be unstable and unpredictable and may materially affect the Company's operations, as well as economic conditions which may change the demand for minerals.
- The securities markets worldwide can experience high price and volume volatility.
- The Company is dependent on the services of several key individuals, the loss of which could significantly affect operations.
- There is potential for officers and directors of the Company to have conflicts of interest with other entities.
- Uncertainties as to the development and implementation of future technologies.

- Changes in accounting policies and methods may affect how the financial condition of the Company is reported.

- Breaches of contracts, such as property agreements, could result in significant loss.

Dividends

BCGold Corp. has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of BCGold Corp. and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of the Company deem relevant.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Proposed Transactions

At the present time, there are no proposed transactions that are required to be disclosed other than those disclosed under the section entitled "Subsequent Events" within this MD&A.

Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning BCGold Corp.'s general and administrative expenses and exploration and evaluation assets and expenditures is provided in the Company's Statement of Loss and Deficit and Statement of Financial Position contained in its Audited Financial Statements for the year ended February 29, 2012, available on BCGold Corp.'s website at www.bcgoldcorp.com or on its SEDAR site page accessed through www.sedar.com.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as at February 29, 2012 or as at the date hereof.

Transactions with Related Parties

Details of transactions between the Company and related parties are disclosed below:

a) Trading Transactions

The Company's related parties consist of its President and Chief Executive Officer, a company owned by the Vice President of Exploration of the Company and a company owned by the Chief Financial Officer of the Company. The nature of transactions and relationships is as follows:

	Nature of Transactions
President and CEO	Management
O'Brien Geological Consulting Inc.	Management
Larry M. Okada Inc.	Management

The Company incurred fees and expenses in the normal course of operations in connection with its President and CEO, and companies owned by key management. Details are as follows:

	Note	February 29, 2012	February 28, 2011
Management fees	(i)	**$ 405,000**	$ 257,583
Total Amount Included in Wages and Consulting Fees	(ii)	**$ 405,000**	$ 257,583

(i) During the year ended February 29, 2012, the Company paid $175,000 (February 28, 2011 - $173,333) to its President and Chief Executive Officer for consulting services. The Company paid fees to a private company controlled by its Vice President of Exploration for consulting services. The total amount paid during the year ended February 29, 2012 was $170,000 (February 28, 2011 - $21,250). The Company also paid fees to a private company controlled by its Chief Financial Officer for consulting services. The total amount paid during the year ended February 29, 2012 was $60,000 (February 28, 2011 - $63,000).

(ii) Amounts due to related parties are unsecured, non-interest bearing and due on demand.

Included in accounts payable and accrued liabilities at February 29, 2012 is $17,279 (February 28, 2011 - $16,213 and March 1, 2010 - $Nil) owing to the Company's Vice President of Exploration and $Nil (February 28, 2011 - $5,662 and March 1, 2010 - $5,385) owing to the Company's Chief Financial Officer.

b) Compensation of Key Management Personnel

The remuneration of directors and other members of key management personnel during the years ended February 29, 2012 and February 28, 2011 were as follows:

	Note	February 29, 2012	February 28, 2011
Management fees	(i)	**$ 405,000**	$ 257,583
Share-based compensation	(ii)	**214,075**	36,579
		$ 619,075	$ 294,162

(i) Management fees include the management fees disclosed in Note (a) above.

(ii) Share-based compensation is the fair value of options granted and vested to key management personnel.

Key management personnel were not paid post-employment benefits, termination benefits or other long-term benefits during the years ended February 29, 2012 and February 28, 2011.

Outstanding Share Data

BCGold Corp.'s authorized capital is unlimited common shares without par value. As at June 27, 2012, the following common shares, stock options and share purchase warrants were outstanding:

	# of Shares	Exercise Price	Expiry Date
Issued and Outstanding Common Shares at June 27, 2012	98,702,729		
Share Purchase Warrants	50,000	$0.50	July 5, 2012
	3,897,500	$0.30	August 19, 2012
	1,342,000	$0.20	August 31, 2012
	5,038,831	$0.30	August 31, 2012
	250,000	$0.20	September 28, 2012
	317,000	$0.30	September 28, 2012
	2,473,019	$0.30	October 28, 2012
	75,000	$0.14	January 16, 2013
	100,000	$0.12	January 16, 2014
Stock Options	446,000	$0.70	August 22, 2012
	755,000	$0.20	October 24, 2013
	1,645,000	$0.10	January 11, 2015
	1,960,000	$0.15	January 11, 2016
	2,000,000	$0.10	October 28, 2016
Broker's Options	333,333	$0.12	August 31, 2012
	166,667	$0.30	August 31, 2012
Fully Diluted at June 27, 2012	**119,552,079**		

Financial Instruments

Fair Value

The Company has classified its cash and cash equivalents, other receivables and reclamation bonds as loans and receivables and short-term investments as fair value through profit or loss. Marketable securities have been classified as available-for-sale and accounts payable and accrued liabilities are classified as borrowings and other financial liabilities.

The Company classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Short-term investments and marketable securities have been classified under level 1 of the hierarchy.

The following provides a comparison of carrying values of each classification of financial instruments as at February 29, 2012, February 28, 2011 and March 1, 2010:

		February 29, 2012		February 28, 2011		March 1, 2010
Loans and receivables	**$**	**1,077,778**	$	1,518,282	$	282,931
Fair value through profit or loss	**$**	**34,500**	$	234,500	$	134,500
Available-for-sale	**$**	**99,000**	$	115,000	$	62,500
Borrowings and other financial liabilities	**$**	**64,661**	$	93,069	$	165,934

Financial Risk Management

The Company's activities expose it to a variety of financial risks including credit risk, liquidity risk, interest rate risk and market price 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, short-term investments and other receivables. BCGold deposits its cash and cash equivalents with high credit quality major Canadian financial institutions as determined by ratings agencies. 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 February 29, 2012, the Company had a cash balance of $959,998 (February 28, 2011 - $1,419,320) and short-term investments of $34,500 (February 28, 2011 - $234,500) to settle current liabilities of $64,661 (February 28, 2011 - $93,069).

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash and cash equivalents, short-term investments and reclamation bonds include deposits which are at variable interest rates. For the year ended February 29, 2012, a plus or minus 0.5% change in market interest rates would affect the Company's interest earned on cash and cash equivalents and short-term investments by approximately $5,000.

Market Price Risks

The only significant market price risks to which the Company is exposed to is interest rate risk and price volatility on its marketable securities. The Company's bank account earns interest at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. The Company's future interest income is exposed to changes in short-term rates.

Management of Capital

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.

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 year ended February 29, 2012 compared to the year ended February 28, 2011. The Company is not subject to externally imposed capital requirements.

Recent Developments and Outlook

The Company expects to obtain financing in the future primarily through further equity financing, as well as through joint venturing and/or optioning out its properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interest in its resource properties.

Subsequent Events

a) Subsequent to the year ended, the Company entered into a letter agreement with Pacific-Link Capital Inc. ("Pacific-Link") whereby Pacific-Link can earn up to a 70% interest in the Company's 100% controlled Toe Property in the Yukon.

Pacific-Link can earn a 60% interest in the Toe Property over a four year period by making \$255,000 in cash payments, incurring \$1,900,000 in exploration expenditures and issuing 400,000 common shares of Pacific-Link to the Company. Pacific-Link can earn an additional 10% interest in the Toe Property by completing a feasibility study.

The Toe Property is subject to a 2.5% NSR held by the Company and a third party.

This transaction is subject to regulatory approval and to a definitive agreement being entered into by Pacific-Link and BCGold.

b) On June 20, 2012, the Company received \$107,648 from the sale of gold concentrate which was derived from the Company's bulk sampling program at the Engineer Mine property in 2011.

Corporate Governance

The Board of Directors of BCGold Corp. comprises of four directors, three of whom are considered to be independent.

Management's Responsibility for the Financial Statements

The preparation and presentation of the accompanying financial statements, MD&A and all financial information in the financial statements are the responsibility of management and have been approved by the Audit Committee of the Board of Directors. The financial statements have been prepared in accordance with IFRS. Financial statements, by nature are not precise since they include amounts based upon estimates and judgments. When alternative treatments exist, management has chosen those it deems to be the most appropriate in the circumstances.

Management, under the supervision of and with the participation of the CEO and the CFO, have a process in place to evaluate disclosure controls and procedures and internal control over financial reporting as required by Canadian securities regulations. The CEO and CFO will certify the annual filings with the CSA as required in Canada by National Instrument ("NI") 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings). The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Audit Committee which is independent from management. The Audit Committee is appointed by the Board of Directors and reviews the financial statements and MD&A; considers the report of the external auditors; assesses the adequacy of management's assessment over internal controls described below; examines and approves the fees and expenses for the audit services; and recommends the independent auditors to the Board for the appointment by the shareholders. The independent auditors have full and free access to the Audit Committee and meet with it to discuss their audit work, our internal control over financial reporting and financial reporting matters. The Audit Committee reports its findings to the Board of Directors for consideration when approving the financial statements for issuance to the shareholders and also management's report on Internal Control over Financial

Reporting. Management is responsible for establishing and maintaining adequate internal control over financial reporting.

Controls and Procedures

In connection with Exemption Orders issued in November 2007 and revised in December 2008 by each of the securities commissions across Canada, the CEO and CFO of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under NI 52-109, the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Disclosure Controls and Procedures

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with IFRS.

TSX-V listed companies are not required to provide representations in the annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in NI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a TSX-V issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Cautionary Statement on Forward-Looking Information

The Company's annual audited financial statements for the year ended February 29, 2012 and this accompanying MD&A contain certain statements that may be deemed "forward-looking statements." All statements in this document, other than statements of historical fact, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential," "interprets," and similar expressions, or that events or conditions "will," "would," "may," "could," or "should" occur. Forward-looking statements in this document include statements regarding future exploration programs, joint venture partner participation, liquidity and effects of accounting policy changes, risks and uncertainties relating to the interpretation of drill results and the estimation of mineral resources, the geology, grade and continuity of mineral deposits, the possibility that future exploration and development results will not be consistent with the Company's expectations, accidents, equipment breakdowns, title matters and surface access, labour disputes, the potential for delays in exploration activities, the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, failure to obtain adequate financing on a timely basis and other risks and uncertainties. In addition, forward-looking statements are based on various assumptions including, without limitation, the expectations and beliefs of management, the assumed long-term price of gold, that the Company will receive required permits and access to surface rights, that the Company can access financing, appropriate equipment and sufficient labour and that the political environment within Canada and the Province of British Columbia will continue to support the development of environmentally safe mining projects. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements.

Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change except as required by law.

Approval

The Board of Directors of BCGold Corp. have approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Additional Information

Additional Information relating to BCGold Corp. is on SEDAR at www.sedar.com or by contacting:

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Attention: Brian Fowler, President and Chief Executive Officer

/s/ "Brian Fowler"
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/s/ "Larry Okada"
Larry Okada
Chief Financial Officer