



**MANAGEMENT DISCUSSION AND  
ANALYSIS**

**For the Three-Month Period Ended  
May 31, 2015**

**As at July 30, 2015**

## BCGOLD CORP.

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

#### INTRODUCTION

The following interim management's discussion and analysis (MD&A) of the Company has been prepared as of July 30, 2015. This MD&A should be read in conjunction with the unaudited condensed interim financial statements of BCGold Corp. and the notes thereto for the three-month period ended May 31, 2015, which have been prepared using accounting policies consistent with International Accounting Standard ("IAS") 34 Interim Financial Reporting as issued by the International Standards Board. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable. Additional information on BCGold Corp is available by accessing the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website: [www.bcgoldcorp.com](http://www.bcgoldcorp.com). Readers of this MD&A are cautioned that information and statements derived from the Company's financial statements do not necessarily reflect the future financial performance of the Company. Statements in this MD&A that are not historical based facts are forward looking statements which are made subject to cautionary language on page 27 and involve known and unknown risks and uncertainties. Actual results could vary considerably from these statements. Readers are again cautioned not to put undue reliance on forward looking statements.

#### EXPLORATION HIGHLIGHTS

Highlights of the Company's activities during the three months ended May 31, 2015 and up to July 30, 2015:

- On April 13, 2015 BCGold announced that it had received a final research report on the mineralogy of the bonanza-grade gold veins at its 100% owned historic Engineer Mine property from Dr. Leo J. Millonig, a postdoctoral fellow working with Earth Science professors Dr. Lee Groat (University of British Columbia) and Dr. Robert Linnen (University of Western Ontario). Dr. Millonig's report is the culmination of a \$75,000 Mitacs-Accelerate research internship program, partially funded and previously announced by BCGold (July 9, 2012).

The objective of Mr. Millonig's research is to elucidate the origin of the Engineer veins; his report focuses specifically on their mineralogy, texture and isotopic make-up. The findings confirm and expand upon previous observations. For the first time BCGold geologists have a fundamental framework and constraints for high-grade gold deposition at Engineer Mine.

In his report, Dr. Millonig states that “the occurrence of platy (bladed) calcite, in conjunction with K-feldspar, is regarded as indicative of boiling of the hydrothermal fluid. Since boiling is regarded as the dominant process for ore precipitation in the Engineer and Double Decker Veins, constraining the depth limits of platy calcite should shed some light on the extent of the bonanza gold zone. For example, in the Broadlands-Ohaaki and Kawerau geothermal systems, New Zealand, platy calcite is restricted to within 300 m above the zone where fluids begin to boil (Tulloch, 1982; in Simmons and Christenson, 1994).”

“In the investigated samples at Engineer Mine, platy calcite was observed between the 8 level (592 m el.) and 5 level (684 m el.). This, however, does not constraint the lower limits of the occurrence of platy calcite due to a lack of samples from deeper mine levels. ***This suggests that the lower limit of the bonanza zone, i.e. the boiling horizon, has not been reached yet, and that the lower, less developed mine levels are likely to contain high-grade ore.*** This conclusion is supported by visible gold observed by the author on the 7th mine level (627 m el.), and results of geochemical assays from that level (BCGold Corp., 2012). In addition, BCGold drill hole BCGE10-01 intersected banded and brecciated, vuggy quartz veins containing electrum / V-illite, 21 m below 8 Level (~570 m el.) on the DD Vein which averaged 22.32 g/t Au over 0.96 m confirming historic samples from workings on the 8th mine level.”

The results of this study have important implications to the exploration potential for additional bonanza-grade gold veins and breccia-hosted bulk-tonnage gold at Engineer Mine. The Company is reviewing Dr. Millonig’s results and is formulating plans, subject to financing, to drill test the recently defined, possible intrusive core of the Engineer Mine epithermal gold system. Dr. Millonig is preparing two additional papers to be published in scientific journals.

- On July 10, 2015, the Company announced that it has sold its 100% owned Rainbow Property, situated 3 kilometres south of Thompson Creek Metals Company Inc.’s (or “TCMC”) Mt. Milligan copper-gold mine, to Terrane Metals Corp. (or “TMC”), a 100% owned subsidiary of TCMC.

BCGold has sold the 926 hectare Rainbow Property to TMC for \$35,000. The Company retains a 2.5% NSR on the Rainbow Property, which may be purchased by TMC at any time for \$250,000.

The Rainbow Property is an early-stage copper-gold property that was acquired through BCGold’s generative efforts in 2006. Over the years, BCGold has advanced the property through a series of prospecting, soil-geochemical and geological mapping and sampling programs. A number of unexplained copper-gold and copper-in-soil anomalies have been defined by this work.

- On July 23<sup>rd</sup>, 2015, BCGold signed a second option agreement amendment with Blind Creek Resources Ltd., extending option terms on the Blind Creek property by a period of 1 year, in consideration for 100,000 common share warrants. The Blind Creek property is strategically situated adjacent to the core crown grant claims at the Company’s 100% owned Engineer Mine Property.

## 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 8 of the Company's financial statements for the year ended February 28, 2015 for further disclosure on the Company's properties.

	<b>Current Interest Held</b>	<b>Remaining Required Commitments</b>	<b>Optional Commitments</b>
Minto/Carmacks Copper-Gold Properties, Yukon	100%	None	None
Engineer Mine, British Columbia	100% of mineral rights	None	None
Blind Creek Property - British Columbia	0%	BCGold may earn 100% interest in the claims through the issuance of 1.25 million BCGold common shares, staged cash payments of \$225,000 over four years and incurrence of \$400,000 in exploration expenditures over a 4 year period, beginning August 19, 2016. (See table below)	

	<b>Cash</b>	<b>Shares</b>	<b>Work Commitment</b>	<b>Vested Interest</b>
Signing	-	250,000 (issued)	-	-
August 19, 2016	\$10,000	250,000	\$100,000	0%
August 19, 2017	\$15,000	250,000	\$100,000	51%
August 19, 2018	\$50,000	250,000	\$100,000	75%
August 19, 2019	\$150,000	250,000	\$100,000	100%
<b>Totals</b>	<b>\$225,000</b>	<b>1,250,000</b>	<b>\$400,000</b>	<b>100%</b>

	<b>Current Interest Held</b>	<b>Remaining Required Commitments</b>	<b>Optional Commitments</b>
Voigtberg, British Columbia	100%	BCGold will issue one million units, consisting of one share and one warrant (shares issued subsequent to year end) and must facilitate \$1.2 million in exploration expenditures on the Voigtberg property over a three-year period, beginning April 22, 2014. If BCGold fails to achieve this, Kaminak will have a one-time opportunity to acquire BCGold's entire interest in the property for \$50,000. BCGold expects to meet the \$1.2 million expenditure requirement by way of earn-in costs from a suitable third party.	None
Gold Hill, British Columbia	50%	None	\$110,000 in staged cash payments by September 30, 2015 (\$60,000 paid) plus incurring \$500,000 in exploration expenditures by September 30, 2016 (\$313,711 incurred as of February 28, 2015) (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 details of the agreement terms see financial statements for the years ended February 28, 2013 and February 29, 2012*). Since that time, BCGold Corp. has methodically invested in excess of \$4.0 million in acquisition, development, bulk sampling, on-site milling and exploration for high-grade and bulk tonnage gold on the property. On September 25, 2012, BCGold announced it had vested its final 25% interest and acquired 100% ownership of the Engineer Mine property from Engineer Mining Corp. ("EMC").

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, primarily from 2 high-grade quartz-carbonate veins on six of eight mine levels. There are more than 25 gold-bearing veins known to exist on the property and seven are exposed in the historic underground workings. In addition to high-grade gold in the quartz-carbonate veins, exploration potential also exists for a +1 million ounce, bulk tonnage, gold resource associated with the Shear Zone "A", Shear Zone "B" and Happy Sullivan hydrothermal breccia systems.

Engineer Mine has a number of unique characteristics (i.e. gold-vanadium-mica association) similar to a select few giant epithermal gold deposits, such as Porgera (+10M oz), the Emperor Mine in Fiji (+7M oz) and Cripple Creek in Colorado (+24M oz). The property is only now undergoing modern day exploration. At Engineer Mine, BCGold has defined a number of near-surface, hydrothermal breccia, shear and quartz stockwork targets affiliated with an untested intrusive stock and 1 km long alteration selvage, situated immediately south of the existing mine workings. Shear Zone A, the most promising target was drilled by BCGold over a 400 metre strike length in 2008, up to the then property boundary, where drill hole BCGE08-07 intersected 35 metres averaging 0.45 g/t gold in a broad zone of hydrothermal breccias defined by drilling over a 400 metre strike length. (*see news release dated December 2, 2008*).

In September 2010, the Company increased its land position around the Engineer Mine by signing an option agreement with Guardsmen Resources Inc. ("Guardsmen") to acquire a 100% interest in the surrounding Gold Hill property. The Gold Hill property consists of 5 mineral claims (2,104 hectares), which include the Happy Sullivan high-grade gold 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, 600 line-km, SkyTEM airborne geophysics survey which was utilized in a mapping, and prospecting survey on the Engineer and Gold Hill properties.

The SkyTEM airborne geophysical magnetic and EM survey defined a 250 m diameter magnetic high anomaly flanked by a 500 m long, resistivity high associated with Shear Zone A, extending south and off the existing Engineer Mine Property. This geophysical response corresponds to MMI (Mobile Metal Ion) gold and arsenic-in-soil anomalies and supports the premise for a causative, near-surface intrusion and alteration envelope associated with the Engineer Mine gold mineralizing system. These features are located immediately south and east of the historic mine workings, with Shear A and B and silica caps Hub A and Hub B radiating outwards from the magnetic high; they have not been drill tested because until recently, BCGold did not hold all of the overlaying mineral claims.

On August 19, 2013, the Company further consolidated its land position around the Engineer Mine by signing an option agreement with Blind Creek Resources Ltd. ("Blind Creek") to acquire a 100% interest in nine mineral claims bordering the Engineer Mine and Gold Hill properties. These key mineral claims overlay the southern portion of the above mentioned geophysical anomalies, believed to represent the intrusive centre of the Engineer Mine mineralizing system, in addition to 6 km of untested, additional Shear Zone "A" structure. In essence, BCGold has now consolidated land holdings over the entire Engineer Mine Camp with 3,537 hectares of contiguous mineral claims and crown grants under its control.

BCGold is seeking \$1 million in exploration funding to drill test 4 bulk tonnage gold targets (8 holes; 2,400 metres) and to conduct a soil sampling survey and trenching program of the Happy Sullivan mineralized trend.

#### 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 continuous (*see news release dated December 1, 2010*). 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. At a 25 g/t cut-off, the Inferred Mineral Resource totals 14,000 tonnes grading 52.5 g/t Au, for 23,600 ounces of contained gold.

**Engineer Mine Inferred\* Mineral Resource Estimate**

Cut-Off	Category	Vein	Tonnes	Au (g/t)	Contained Au (oz)
<b>5 g/t Au</b>	Inferred	Engineer	30,800	20.6	20,400
	Inferred	Double Decker	10,100	13.1	4,400
	<b>Total</b>		<b>41,000</b>	<b>19.0</b>	<b>25,000</b>
<b>25 g/t Au</b>	Inferred	Engineer	10,400	60	20,100
	Inferred	Double Decker	3,600	30	3,500
	<b>Total</b>		<b>14,000</b>	<b>52.5</b>	<b>23,600</b>

(\*) Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability

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 due to the high nugget effect of the gold mineralization,
- Two bulk samples with the highest gold grades (45.0 g/t and 14.5 g/t gold) were obtained outside the currently defined inferred mineral resource,
- Gekko was able to achieve up to 71.4% Au and 67.8% Ag recoveries in lab test-work using only gravity separation methods. Gold and silver recoveries from concentrate were up to 98% and 90%, respectively, by intensive leaching,
- Approximately 0.8 dry metric tonnes of concentrate produced while test milling the bulk sample was sold to SiPi Metals Corp. for \$107,648 (Net). SiPi determined the concentrate contained 2,177.5 grams (70.0 oz) of gold of which 2,112.2 grams (67.9 oz) were recoverable and payable to BCGold.



### Exploration and Development Program

In 2012, BCGold conducted a \$550,000 exploration and development program at the Engineer Mine Property and the surrounding Gold Hill Property. The Company successfully dewatered 6 and 7 Level of the mine, which have been submerged since the mine closed in 1928, to access the down plunge extent of the 505-3 and 505-5 gold shoots hosted within the Engineer Vein. BCGold geologists surveyed, mapped, and collected 190 panel samples along the length of the vein for 74 m on 6 Level and 173 m on 7 Level. See news release dated November 15, 2012 for reported results.

BCGold also conducted MMI soil orientation surveys over Shear Zone "A", Shear Zone "B", and Happy Sullivan surface showings. The Company was able to define new MMI gold-in-soil anomalies and prove the effectiveness of MMI sampling as a cost-effective means to define bulk-tonnage gold targets for follow up exploration. See news releases dated January 8, 2013 for reported results. BCGold plans to expand and infill the MMI soil sampling program to further define shear zone-hosted, bulk tonnage drill targets.

### Near Term Production Potential

The Engineer Mine property offers excellent potential to generate cash flow from continued bulk sampling and on-site milling, as a precursor to 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 valid permits to mine up to 4,000 tonnes of bulk sample material and dewater the lower levels of the mine. 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 to produce a marketable gold-rich concentrate.

BCGold Corp. continues to seek a qualified investor and partner to invest up to \$2.0 million into the Engineer Mine Project, by way of a secured convertible debt, equity, gold royalty or streaming arrangement (or combination thereof), over a 3 year period, for the mining and on-site milling of up to 15,000 tonnes of bulk sample material and the production of up to 10,500 ounces of gold in concentrate. The \$2 million investment will be used to upgrade underground infrastructure, install an ore conveyance system, upgrade and house the on-site gravity separation mill, provide for a portable on-site assay laboratory and provide for mining, milling and the production of up to 60 tonnes of gold concentrate by the end of 2015, which will be shipped off-site for refinement.

On May 15, 2013, the Company did not make a required payment of \$300,000 under the terms of the Letter Agreement with EMC dated September 20, 2012, to acquire certain equipment and the mill. These assets are currently situated on the Company's Engineer Mine property and the title to these assets has been returned to the vendors. The Company is currently unable to properly assess the final outcome of this matter.

### **Minto/Carmacks Copper-Gold Properties, Central Yukon**

BCGold Corp. owns 100% of 10 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 mine permitting stage. All of the Company's properties were staked by Shawn Ryan at the time when Sherwood Copper and Western Copper Corp. were both conducting feasibility studies over the Minto and Carmacks Copper projects, respectively, over areas with similar geological, geochemical and geophysical characteristics known to indicate near surface, high-grade copper-gold mineralization in the district.

BCGold Corp. has incurred approximately over \$4.0 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. This potential target warrants further drilling.

The WS Property holds significant exploration and strategic value, as it demonstrably overlays the south strike extension of Copper North's Carmacks deposits. Additionally, On October 14, 2014, Copper North announced the engagement of JDS Energy and Mining Inc. and Beijing General Research Institute of Mining and Metallurgy to undertake a new feasibility study for the Carmacks copper-gold-silver project. Copper North believes there is opportunity to significantly reduce capital and operating costs through a re-engineered development plan that includes recovery of copper using vat leaching and the addition of gold and silver recovery. Metallurgical testwork is progressing to confirm the optimal leach design and operating parameters. This work is expected to be complete by year-end, establishing the base for the new feasibility study which is targeted for completion in third quarter 2015. BCGold maintains that the WS Property holds excellent potential for a stand-alone copper-gold deposit discovery, and as such, also represents a potentially important "compliment resource" for any commercial copper mining operation at Copper North's Carmacks property. BCGold has a long term and excellent working relationship with Copper

North and its parent company, Western Copper Corporation. In August 2008, BCGold entered into a strategic exploration agreement with Western Copper Corporation, now Western Copper and Gold Corp. Under the terms of this agreement, BCGold was provided select proprietary drill hole and geophysical survey data from the Carmacks copper-gold deposits. In return for this information, BCGold conducted an orientation mobile metal ion (MMI™) geochemical survey over the Carmacks copper-gold deposits, which trend onto BCGold's WS Property. BCGold also provided Western Copper with a technical report documenting the results and interpretations of the orientation MMI™ soil sampling survey.

The information acquired through this agreement provided BCGold the advantage of being able to calibrate its extensive WS Property MMI™ and I.P. survey results and more effectively identify “Carmacks-style” copper-gold mineralization and drill targets. Access to this data effectively lead up to BCGold’s discovery of Copper North’s Zone 14 southern extension, 1 km to the north, where BCGold drill hole WS08-09B intersected 63.1 metres of near-surface copper averaging 0.17% copper, including 23.6 metres averaging 0.36% copper. The Company will continue to monitor Copper North’s feasibility study and exploration results.

On August 10, 2012, BCGold entered into a Letter Agreement with Kaiyue International Inc. (“Kaiyue”) whereby Kaiyue can earn up to a 70% interest in BCGold’s 100%-owned Toe Property, Yukon. Under the terms of the agreement, Kaiyue has the option to acquire a 60% interest in the Toe Property by making \$255,000 in cash payments, \$1,900,000 in exploration expenditures and issuing 400,000 shares of Kaiyue to BCGold over a four year period. Kaiyue may earn an additional 10% in the property by completing a feasibility study. In September, 2013, Kaiyue commenced an exploration program consisting of VLF geophysics and biogeochemical sampling on the Toe Property with BCGold being the operator. Kaiyue is committed to a \$200,000 exploration program during the first option period.

On October 31, 2013, the Company and Kaiyue amended the definitive agreement dated October 15, 2012. The Company agreed to postpone all of Kaiyue’s obligations, which were due on October 15, 2013, for a further six months in consideration for 100,000 common shares of Kaiyue (received – fair value of \$9,000). Under these new terms, Kaiyue had until April 15, 2014 to provide BCGold with a \$25,000 cash payment, 100,000 common shares of Kaiyue and incur \$200,000 in exploration expenditures. On December 10, 2014, these requirements were postponed until May 31, 2015, by a further extension to the option agreement in consideration for Kaiyue’s assistance in securing additional financing and searching for cooperation opportunities for BCGold. This resulted in a \$30,000 tranche in BCGold’s private placement announced on February 25, 2015.

Kaiyue is in default of their obligations and the Company has notified Kaiyue of such.

During the year ended February 28, 2015, out of the original 16 Minto / Carmacks Copper Gold properties, six properties with the acquisition costs of \$200,534 were allowed to lapse (disposed of). Loss from the disposal was \$200,534 (February 28, 2014 – Nil).

Of the remaining ten properties, BCGold Corp. remains encouraged by the exploration results to date, and is currently seeking additional joint venture partners to advance the properties.

### **Voigtberg Property, British Columbia**

BCGold Corp. owns 100% of the Voigtberg property, situated in the prolific Galore Creek Camp in north-western British Columbia. The property is only 4 km from road access and 15 km from BC Hydro’s new northwest power transmission line. The exploration target is a bulk tonnage “porphyry system” that can host gold, copper and molybdenum.

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

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geophysical surveys, and diamond drill programs in 2006, 2007 and 2010. 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. BCGold Corp. is seeking a major partner to advance the Voigtberg property.

In August, 2013 Caracle Ventures, on behalf of BCGold, conducted a small reconnaissance program on the Voigtberg property for assessment work purposes. Caracle Creek concluded that overall, the mineralized zones of the North, Gold, Moly and Gossan zones comprise an area of 2500 x 1200 m of continuously mineralized volcanic and intrusive rocks containing low grade disseminated Au and lesser Cu., peripheral to a Cu-Au porphyry system. The Gossan Zone contains more pervasive albeit high-level (epithermal) clay alteration, suggesting that a "core" to the system, if it exists, occurs below this zone to depth.

On April 22, 2014 the Company signed a letter agreement with joint venture partner Kaminak Gold Corp. ("Kaminak") to obtain 100% interest in the Voigtberg porphyry copper-gold property, situated in the heart of the prolific Golden Triangle district in north western British Columbia, by acquiring Kaminak's 50% interest in the property.

The Company issued Kaminak one million units, with \$50,000 fair value being assigned to the shares and \$39,670 fair value being assigned to the warrants, of the Company's securities in exchange for Kaminak's 50% interest in the Voigtberg property. Each "unit" consists of one common share and one share purchase warrant. Each warrant entitles Kaminak to acquire one additional common share at a price of \$0.10 for up to three years. All securities are subject to a four month hold period after the date of issuance.

The Company also agreed to facilitate \$1.2 million in exploration expenditures on the Voigtberg property over a three-year period. If the Company fails to achieve this, Kaminak will have a one-time opportunity to acquire the Company's entire interest in the property for \$50,000.

### **Other Properties - Rainbow, British Columbia**

The Rainbow property is located 65 kilometres west of the community of Mackenzie, British Columbia and 3 kilometres south of Thompson Creek Metals Company Inc.'s (or "TCMC") Mt. Milligan copper-gold mine, to Terrane Metals Corp. (or "TMC"), a 100% owned subsidiary of TCMC. The property covers a number of potentially mineralized extensional faults with associated east-northeast conductors as delineated by airborne surveys. The property is prospective for both epithermal gold and copper-gold porphyry mineralization.

The property is an early-stage copper-gold property that was acquired through BCGold's generative efforts in 2006. Over the years, BCGold has advanced the property through a

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series of prospecting, soil-geochemical and geological mapping and sampling programs. A number of unexplained copper-gold and copper-in-soil anomalies have been defined by this work.

On July 10, 2015, the Company announced that it has sold its 100% owned, the 926 hectare Rainbow Property to TMC for \$35,000. The Company retains a 2.5% NSR on the Rainbow Property, which may be purchased by TMC at any time for \$250,000.

### **Generative Exploration Strategy, British Columbia and Yukon**

BCGold is actively seeking major mining and exploration partners to establish copper-gold generative exploration alliances in Western Canada. The company subscribes to the generative exploration model and believes exploration alliances significantly enhance shareholder exposure to the prospect of discovery while minimizing expenditures.

A significant component of BCGold Corp.'s generative exploration strategy is to screen periodic releases of the Geological Survey of Canada, the Yukon Geological Survey and Geoscience BC geophysical and geochemical data files and aggressively acquire, either by staking or by option, early-stage and conceptual porphyry copper-gold, silver-gold rich VMS and epithermal gold exploration targets in B.C. and the Yukon. In late summer of 2010 through the spring of 2011, BCGold utilized the QUEST-South gravity geophysical and geochemical data release to identify a number of subtle copper and gold exploration targets in the South Quesnel geological terrain in south central B.C. This 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.

BCGold staked nine properties in the South Quesnel region of south 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 which loosely outlined four copper-gold soil anomalies. In 2012, three of the anomalies located on the Rayfield, Dartt Lake, and Lauder Creek properties were followed up on with infill MMI soil sampling. Results were encouraging and warrant follow up exploration work. Five other properties (Bonaparte, Caribou, Bridge Lake, Trapp Lake, and Clear Range) were allowed to lapse due to unfavourable preliminary results.

### **OUTLOOK**

In light of the on-going resource sector downturn, BCGold will continue its policy of minimizing general and administration and exploration expenditures to conserve cash and protect assets.

The Company is pleased that the Engineer Mine gold production opportunity continues to attract investor attention. Management maintains that even in this market, small, high-grade and near-term gold production remains a lucrative and financeable opportunity and that, given sufficient time, the Company will find the means to advance Engineer Mine. The Company continues to receive qualified investor interest in the Engineer Mine. The combination of low fuel prices, rising gold prices and increasing Canadian – US exchange rate have significantly reduced the Company's in-house cost estimate for this undertaking.

The Company will also continue efforts to acquire a major partner or partners to advance the Minto/Carmacks Copper-Gold properties and the Voigtberg property. Efforts to secure a generative copper-gold exploration alliance with a major partner in B.C. and the Yukon will also be maintained.

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.

## **RESULTS OF OPERATIONS**

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. 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 May 31, 2015 were as follows:

	Acquisition Costs	Exploration Expenditures	Total Expenditures May 31, 2015
Minto/Carmacks Copper-Gold Properties, Yukon	\$ 300,800	\$ 3,977,616	\$ 4,278,416
Engineer, British Columbia	662,059	3,588,860	4,250,919
Voigtberg, British Columbia *	50,000	891,180	941,180
Gold Hill, British Columbia	84,549	313,711	398,260
Other Properties, British Columbia and Yukon	18,133	1,382,926	1,401,059
	<b>\$ 1,115,541</b>	<b>\$ 10,154,294</b>	<b>\$ 11,269,835</b>

*For the three-month period ended May 31, 2015*

The net loss for the three-month period ended May 31, 2015 was \$71,265 or \$(0.00) per share as compared to the net loss for the three-month period ended May 31, 2014 of \$137,876 or \$(0.01) per share. The comprehensive loss for the three-month period ended May 31, 2015 was \$73,265 (May 31, 2014 - \$139,876). Operating expenses for the three-month period ended May 31, 2015 totalled \$71,546 (May 31, 2014 - \$138,201) a decrease of \$66,655. Individual items contributing to the net loss and comprehensive loss for the three-month periods ended May 31, 2015 and 2014 were as follows:

- Exploration and evaluation expenses resulting from exploration expenditures incurred by the Company on its various owned and optioned properties which totalled \$34,195 (May 31, 2014 - \$21,295).
- Wages and consulting fees of \$13,617 (May 31, 2014 - \$66,650). The decrease in wages and consulting fees is due the Company no longer incurring consulting fees with various consultants for financial services.

Other operating costs during the three-month period ended May 31, 2015 totalled \$23,734 (May 31, 2014 - \$50,526) representing 34% (May 31, 2014 - 36%) of total operating expenses including corporate listing and filing fees, depreciation, investor relations, office expenses, professional fees, rent and travel. The Company had decreases in investor relations, office expenses and travel through a concerted effort to reduce overhead expenses in uncertain market conditions.

Finance income for the three-month period ended May 31, 2015, amounted to \$281 (May 31, 2014 - \$325) which consisted of interest income and expense.

During the three-month period ended May 31, 2015, the Company had no net financing (May 31, 2014 - \$158,400) by way of a private placement and had no investing activity for the period (May 31, 2014 - \$Nil).

## **LIQUIDITY AND CAPITAL RESOURCES**

As of May 31, 2015, the Company had \$36,689 in cash and cash equivalents. This amount is insufficient to fund the Company's ongoing operations beyond the next several months. 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.

At May 31, 2015, the Company had working capital deficiency of \$50,312. In the opinion of management this working capital deficiency is not sufficient to support the Company's general administrative and corporate operating requirements and exploration activities on an ongoing basis and should the Company wish to continue as a going concerns and continue its fieldwork on its exploration projects in 2015 and beyond, 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.

### **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.

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.

This 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.



### Going Concern

The financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its exploration and evaluation assets projects. These material uncertainties may cast a significant doubt on the validity of this assumption. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to continue operations. As at May 31, 2015, the Company has an accumulated deficit of \$17,317,320, a net loss for the three-month period ended of \$71,265 and has working capital deficiency of \$50,312.

If the going concern assumption was not appropriate, then financial statement adjustments would be necessary in the carrying values of assets, liabilities, reported income and expenses and the statement of financial position classifications used. Such adjustments could be material.

Subsequent to May 31, 2015, the Company announced that it has sold its 100% owned Rainbow Property, situated 3 kilometres south of Thompson Creek Metals Company Inc.'s (or "TCMC") Mt. Milligan copper-gold mine, to Terrane Metals Corp. (or "TMC"), a 100% owned subsidiary of TCMC. BCGold has sold the 926 hectare Rainbow Property to TMC for \$35,000. The Company retains a 2.5% NSR on the Rainbow Property, which may be purchased by TMC at any time for \$250,000.

### **Strategy and Risk Management**

Further exploration activities are dependent on the Company obtaining financing to meet its planned exploration activities for 2015 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.

## SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected financial data reported by the Company for the three months ended May 31, 2015 and the previous eight quarters in Canadian dollars.

	May 31, 2015 \$	February 28, 2015 \$	November 30, 2014 \$	August 31, 2014 \$	May 31, 2014 \$	February 28, 2014 \$	November 30, 2013 \$	August 31, 2013 \$
Net loss	71,265	391,479	96,915	160,947	137,876	145,898	185,342	221,724
Comprehensive loss	73,265	391,479	101,915	159,947	139,876	153,898	186,342	224,724
Basic and diluted loss per share	0.00	0.01	0.00	0.00	0.01	0.00	0.01	0.01
Total assets	1,296,185	1,385,067	1,758,123	1,803,901	1,855,280	1,726,161	1,846,327	1,725,854
Exploration and evaluation assets	1,115,541	1,115,541	1,525,689	1,520,483	1,516,483	1,426,813	1,416,813	1,418,470
Revenues	-	-	-	-	-	-	-	-
Equity	1,181,970	1,255,235	1,480,608	1,577,416	1,635,688	1,527,494	1,682,892	1,469,695

*Basic and diluted loss per share above is the same, as the effect of potential shares issuances under stock options or warrant agreements would be anti-dilutive*

## EXPLORATION STAGE COMPANY RISKS

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.

## RELATED PARTY TRANSACTIONS

### (a) Related Parties

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

	<b>Nature of Relationship</b>
President and CEO and acting CFO	Geological consulting
Paul Wojdak Consulting (VP of Exploration)	Geological consulting
Larry M. Okada Inc. (Former CFO)	Management
White Label Corporate Services Inc.	Management

The Company incurred fees and expenses in the normal course of operations in connection with its President and CEO, its Vice President of Exploration and its CFO. Details are as follows:

	Note	May 31, 2015	May 31, 2014
Management & geological consulting fees	(i)	\$ 36,000	\$ 36,875
<b>Total Management &amp; geological consulting Fees</b>	<b>(ii)</b>	<b>\$ 36,000</b>	<b>\$ 36,875</b>

- i) During the three-month period ended May 31, 2015, the Company incurred \$36,000 of consulting fees (May 31, 2014 - \$21,875) to its President and Chief Executive Officer.

The Company also paid or accrued fees to a private company controlled by its former Chief Financial Officer for consulting services. The total amount paid during the three-month period ended May 31, 2015 was \$Nil (May 31, 2014 - \$15,000) and \$Nil (May 31, 2014 - \$Nil) has been accrued.

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

Included in accounts payable and accrued liabilities at May 31, 2015 is \$22,667 (May 31, 2014 - \$93,711) owing to the Company's President and Chief Executive Officer, \$11,025 (May 31, 2014 - \$73,500) owing to the Company's Former Chief Financial Officer, and \$1,788 (May 31, 2014 - \$Nil) owing the White Label Corporate Services Inc, a company with an officer in common. These amounts owing are for unpaid compensation and expenses.

**(b) Compensation of Key Management Personnel**

The remuneration of directors and other members of key management personnel during the three-month periods ended May 31, 2015 and 2014 were as follows:

	Note	May 31, 2015	May 31, 2014
Management & geological consulting fees	(i)	\$ 36,000	\$ 36,875
Share-based compensation	(ii)	Nil	Nil
		<b>\$ 36,000</b>	<b>\$ 36,875</b>

- (i) Management fees include the fees disclosed in Note 10(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 three-month periods ended May 31, 2015 and 2014.

## **OUTSTANDING SHARE DATA**

BCGold Corp.'s authorized capital is unlimited common shares without par value.

As at the date of this MD&A, the Company had an unlimited amount of common shares authorized for issuance, with 41,687,785 issued and outstanding. The Company also had 22,756,500 warrants and brokers' warrants and 1,350,000 stock options outstanding convertible into one common share.

## **CRITICAL JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The critical judgements and estimates that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the unaudited condensed interim financial statements for the three months ended May 31, 2015 are consistent with those applied in the preparation of the Company's audited consolidated financial statements for the year ended February 28, 2015.

## **NEW ACCOUNTING STANDARDS AND ACCOUNTING STANDARDS NOT YET EFFECTIVE**

The unaudited condensed interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the year ended February 28, 2015, with the exception of the following new accounting standards and amendments which the Company adopted and are effective for the Company's interim and annual financial statements commencing March 1, 2015.

Recoverable Amount Disclosures for Non-Financial Assets (Amendments to IAS 36) amends IAS 36 Impairment of Assets to reduce the circumstances in which the recoverable amount of assets or cash-generating units is required to be disclosed, clarify the disclosures required, and to introduce an explicit requirement to disclose the discount rate used in determining impairment (or reversals) where recoverable amount (based on fair value less costs of disposal) is determined using a present value technique. The application of this standard did not have a significant impact on the Company's unaudited condensed consolidated interim financial statements.

IFRS 7 was amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2015. The application of this standard did not have a significant impact on the Company's unaudited condensed consolidated interim financial statements.

## **Accounting standards anticipated to be effective January 1, 2018**

### *IFRS 9 Financial Instruments (2014)*

This is a finalized version of IFRS 9 which contains accounting requirements for financial instruments, replacing IAS 39 Financial Instruments: Recognition and Measurement. The standard contains requirements in the following areas:

- Classification and measurement. Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a 'fair value through other comprehensive income' category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39, however there are differences in the requirements applying to the measurement of an entity's own credit risk.
- Impairment. The 2014 version of IFRS 9 introduces an 'expected credit loss' model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized
- Hedge accounting. Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures
- Derecognition. The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

## FINANCIAL INSTRUMENTS

### **Fair Value**

Certain of the Company's financial assets and liabilities are measured at fair value on a recurring basis and classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company does not have any non-financial assets and liabilities measured at fair value on a non-recurring basis. There are three levels of the fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and the valuation techniques used to value our financial assets and liabilities are described below:

#### **Level 1 – Quoted Prices in Active Markets for Identical Assets or Liabilities**

Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. Short-term investments and marketable securities are valued using quoted market prices in active markets. Accordingly, these items are included in Level 1 of the fair value hierarchy.

#### **Level 2 – Significant Other Observable Inputs**

Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability. The Company does not have any financial assets or liabilities included in Level 2 of the fair value hierarchy.

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**Level 3 – Significant Unobservable Inputs**

Unobservable (supported by little or no market activity) prices. The Company does not have any financial assets or liabilities included in Level 3 of the fair value hierarchy.

The fair values of the Company's financial assets and liabilities measured at fair value on a recurring basis as at May 31, 2015 and February 28, 2015 are summarized in the following table:

	Level		May 31, 2015		February 28, 2015
Marketable securities	1	\$	11,575	\$	13,575

**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 May 31, 2015, the Company had a cash balance of \$36,689 (February 28, 2015 - \$109,602) to settle current liabilities of \$102,215 (February 28, 2015 - \$129,832). Further information relating to liquidity risk is disclosed in Note 1 of the Company's financial statements for the three-month period ended May 31, 2015.

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 three-month period ended May 31, 2015, 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 \$280.

### 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 three-month period ended May 31, 2015 compared to the year ended February 28, 2015. The Company is not subject to externally imposed capital requirements.

### **SUBSEQUENT EVENTS**

Subsequent to May 31, 2015, the Company announced that it has sold its 100% owned FOR \$35,000. The Rainbow Property, situated 3 kilometres south of Thompson Creek Metals Company Inc.'s (or "TCMC") Mt. Milligan copper-gold mine, to Terrane Metals Corp. (or "TMC"), a 100% owned subsidiary of TCMC. The Company retains a 2.5% NSR on the Rainbow Property, which may be purchased by TMC at any time for \$250,000.

On July 23, 2015, the Company signed a second option agreement amendment with Blind Creek Resources Ltd., extending option terms on the Blind Creek property by a period of one year, in consideration for 100,000 common share warrants.

### **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS**

The information provided in this report, including the financial statements, is the responsibility of management.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i. 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
- ii. 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 reporting standards.

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 this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture 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.

## **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Additional disclosure concerning BCGold's general and administrative expenses and mineral property costs is provided in the Company's year ended February 28, 2015, statement of operations contained in its financial statements for the year ended February 28, 2015. These statements are available on the Company's website at [www.bcgoldcorp.com](http://www.bcgoldcorp.com) or on its SEDAR Page Site accessed through [www.sedar.com](http://www.sedar.com).

## **DIVIDENDS**

The Company 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 the Company 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.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements.

## **APPROVAL**

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the audited financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

## **FORWARD LOOKING INFORMATION**

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, permitting risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that

certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others,

risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual financial statements which are filed and available for review on SEDAR at [www.sedar.com](http://www.sedar.com). Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements

## **ADDITIONAL INFORMATION**

Additional Information relating to BCGold Corp. can be found on the Company website [www.bcgoldcorp.com](http://www.bcgoldcorp.com) and on SEDAR at [www.sedar.com](http://www.sedar.com) or by contacting the Company at Suite 520 – 800 West Pender Street, Vancouver, BC Canada, V6C 2V6, Tel: (604) 681-2626.