

# Memorandum

To: BC Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

Date: February 14, 2012

Re: Meadow Bay Gold Corporation (the “**Company**”)

File Number: V35460

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The amended and restated report entitled “*Technical Report – February 2012 Update Geology and Mineral Resources Atlanta Project Lincoln County, Nevada USA*” dated February 9, 2012 (the “**2012 Report**”) has been filed at the request of the BC Securities Commission to clarify technical disclosure of historical resource estimates relating to the Atlanta Gold Mine Project in Nevada, USA as described in the Company’s news release dated January 20, 2012.

The 2012 Report clarifies the disclosure in the amended and restated report dated January 21, 2011 and entitled “*Technical Report, Geology and Mineral Resources, Atlanta Project, Lincoln County, Nevada, USA*” previously filed on the Company’s profile on SEDAR on February 24, 2011.

RAG/klr