

**Notice Declaring Intention to be Qualified under  
National Instrument 44-101 - *Short Form Prospectus Distributions***

February 17, 2012

To: British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

Meadow Bay Gold Corporation (the “**Issuer**”) intends to be qualified to file a short form prospectus under National Instrument 44-101 - *Short Form Prospectus Distributions*. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer’s intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

**MEADOW BAY GOLD CORPORATION**

By: “*Robert Dinning*”  
Name: Robert Dinning  
Title: President and CEO