MEADOW BAY GOLD CORPORATION



9th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Form of Proxy - Annual General and Special Meeting to be held on Wednesday, August 29, 2012 at 11:00 AM (PDT)

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting
 on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
 proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 11:00 AM (PDT) on August 27, 2012.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

 Call the number listed BELOW from a touch tone telephone

1-866-732-VOTE (8683) Toll Free



- Go to the following web site: www.investorvote.com
 - Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

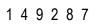
Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

Appointment of Proxyholder I/We, being holder(s) of Meadow Bay Gold (s): Robert Dinning, or failing him, Thomas K as my/our proxyholder with full power of subs	Corporation hereby appoint Kennedy, titution and to attend, act and to	OR vote for and on		ne			
given, as the proxyholder sees fit) and all oth at Suite 210, 905 West Pender Street, Vanco	uver, British Columbia, on Augus	st 29, 2012 at 1	1:00 AM (Pacific Daylight Time) and a	at any adjournment or postponement the	hereof.		
VOTING RECOMMENDATIONS ARE INDIC	ATED BY HIGHLIGHTED TEXT	OVER THE B	OXES.				
					For	Against	
1. Number of Directors To set the number of Directors at four (4	4).						
2. Election of Directors	Withhold		For Withhold		For	Withhold	Fold
01. Robert Dinning	02. Adrian	Robertson		03. Charles William (Bill) Reed			
04. Jordan Estra							
					For	Withhold	
3. Appointment of Auditors Appointment of Meyers Norris Penny Ll authorizing the Directors to fix their remu	_P, Chartered Accountants &	Business Ad	visors as Auditors of the Compan	y for the ensuing year and			
					For	Against	
4. New Stock Option Plan To adopt a new 10% rolling Stock Optic	on Plan.						
					For	Against	
 Repricing of Previously Granted Stock Options To approve the repricing of stock options granted to certain employees, consultants and insiders of the Company. 							
					For	Against	
 Adoption of New Articles To approve the creation and adoption of new Articles of the Company in substitution for and cancellation of the existing Articles. 							Fold
					For	Against	
7. Other Business To transact such other business as may properly come before the Meeting.							
Authorized Signature(s) - This section must be completed for your Signature(s) Date							
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.						YY	
Interim Financial Statements - Mark this bo would like to receive Interim Financial Statem and accompanying Management's Discussion Analysis by mail. If you are not mailing back your proxy, you m	n and L and Ana	l accompanying alysis by mail.	Statements - Mark this box if you re the Annual Financial Statements Management's Discussion and report(s) by mail at www.computersh	are.com/mailinglist.			



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