

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

MEADOW BAY GOLD CORPORATION (the "Company")
Suite 210 – 905 West Pender Street
Vancouver, BC V6C 1L6

Item 2: Date of Material Change

April 29, 2013

Item 3: News Release

A news release was issued and disseminated on April 29, 2013 through MarketWire and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that it has completed a non-brokered private placement of 2,530,910 units for gross proceeds of \$513,000. Of the 2,530,910 units, 2,190,000 units were issued at a price of \$0.20 per unit, and 340,910 units were issued at a price of \$0.22 per unit to insiders of the Company. Insiders participating in this private placement include the CEO, CFO, Chief Geologist, and a director of the Company. Each unit consists of one common share and one common share purchase warrant exercisable for a period of four years from the closing at a price of \$0.30 per share in the first and second years, \$0.35 in the third year and \$0.40 in the fourth year.

Item 5: Full Description of Material Change

Please see the news release attached as Schedule "A" hereto, for a full description of the material change.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Note applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

Robert Dinning, Chairman and CEO
Tel: 1.855.777.4622
Fax: 1.855.557.4622

Item 9: Date of Report

April 29, 2013.

Schedule "A"



MEADOW BAY GOLD CORPORATION CLOSSES PRIVATE PLACEMENT

April 29, 2013 - VANCOUVER, Canada – Meadow Bay Gold Corporation (the "Company") (TSX:MAY) (OTCQX:MAYGF) (Frankfurt: 20M WKN: A1C3DN) has completed a non-brokered private placement of 2,530,910 units for gross proceeds of \$513,000. Of the 2,530,910 units, 2,190,000 units were issued at a price of \$0.20 per unit, and 340,910 units were issued at a price of \$0.22 per unit to insiders of the Company. Insiders participating in this private placement include the CEO, CFO, Chief Geologist, and a director of the Company. Each unit consists of one common share and one common share purchase warrant exercisable for a period of four years from the closing at a price of \$0.30 per share in the first and second years, \$0.35 in the third year and \$0.40 in the fourth year. The securities will be subject to a four-month hold period as required under applicable securities laws. A finder's fees was paid to Canaccord Genuity Corp. on a portion of the gross proceeds.

The net proceeds of the financing will be used to conduct exploration work at Meadow Bay Gold's one hundred percent owned Atlanta Gold Mine project in Nevada and for general working capital.

In the United States, the Shares were offered and sold pursuant to exemptions from the registration requirements of the United States Securities Act of 1933 (the "1933 Act"). The Shares have not been and will not be registered under the 1933 Act and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

For further information, please contact:

Meadow Bay Gold Corporation
Robert Dinning, Chairman & CEO
Tel: 1-855-777-4622

Goal Capital Inc.
Danny Gravelle, Investor Relations
Tel: 949-481-5396