

**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**

June 4, 2013

**Item 3: News Release**

A news release was issued and disseminated on June 3, 2013 through MarketWire and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Changes**

The Company announced that it had completed a non-brokered private placement of a total of 2,640,475 units for gross proceeds of \$528,095. Each unit consists of one common share and one non-transferable common share purchase warrant, with each 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. A finder's fee of 7% cash and 7% finder's warrants were paid to Canaccord Genuity Corp., Jennings Capital Inc. and a 7% cash commission was paid to an individual on portions of the gross proceeds. Each finder's warrant will entitle the finder to purchase one common share of the Company on the same terms as the warrants.

The total amount of the private placement proceeds, including the first and second tranches that closed on April 29, 2013 and May 31, 2013, respectively, is \$1,041,095, representing a total issuance of 5,171,385 units.

**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**

June 4, 2013.

Schedule "A"



**MEADOW BAY CLOSSES FINAL TRANCHE OF PRIVATE PLACEMENT**

**June 3, 2013 - VANCOUVER, Canada – Meadow Bay Gold Corporation** (the "Company") (TSX:MAY) (OTCQX: MAYGF) announces that it has completed a non-brokered private placement of a total of 2,640,475 units for gross proceeds of \$528,095. Each unit consists of one common share and one non-transferable common share purchase warrant, with each 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 fee of 7% cash and 7% finder's warrants were paid to Canaccord Genuity Corp., Jennings Capital Inc. and a 7% cash commission was paid to an individual on portions of the gross proceeds. Each finder's warrant will entitle the finder to purchase one common share of the Company on the same terms as the warrants.

The total amount of the private placement proceeds, including the first and second tranches that closed on April 29, 2013 and May 31, 2013, respectively, is \$1,041,095, representing a total issuance of 5,171,385 units.

The net proceeds of the financing will principally be used to conduct exploration work at Meadow Bay Gold's 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, CEO  
Tel: 1-855-777-4622

**Goal Capital Inc.**

Danny Gravelle, Investor Relations  
Tel: 949-481-5396