MEADOW BAY GOLD CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED MARCH 31, 2013

FORWARD LOOKING STATEMENTS

All statements in this report that do not directly and exclusively relate to historical facts, constitute forward looking statements. These statements represent the Company's intentions, plans, expectations and beliefs, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward looking statements. The Company disclaims any intention or obligation to update or revise such forward looking statements, as a result of new information, future events or otherwise.

MANAGEMENTS DISCUSSION AND ANALYSIS

June 28, 2013

This Management Discussion and Analysis ("MD&A") is intended to help the reader understand the Meadow Bay Gold Corporation ("Meadow Bay") financial statements. The statements are provided for the purpose of reviewing the fourth quarter of fiscal 2013, as well as the fiscal year, and comparing results to the previous period. The MD&A should be read in conjunction with the Company's audited consolidated financial statements and corresponding notes for the fiscal years ending March 31, 2013 and 2012.

The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and all monetary amounts are expressed in Canadian dollars. The following comments may contain management estimates of anticipated future trends, activities, or results. These are not a guarantee of future performance, since actual results could change based on other factors and variables beyond management control.

The management of Meadow Bay is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The board of directors of Meadow Bay follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders.

The audit committee of Meadow Bay meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

The reader is encouraged to review the Company's statutory filings on www.sedar.com.

DESCRIPTION OF BUSINESS

Meadow Bay was incorporated in British Columbia under the laws of the Business Corporations Act on March 8, 2005. The Company was listed for trading on the TSX Venture Exchange (TSX.V) as a Capital Pool Company on September 18, 2006. The Company currently trades on the TSX as a tier 1 Company under the symbol “MAY.”

In August, 2008, the Company completed its Qualifying Transaction by acquiring the Molybdenite Creek property from In-Dex Minerals Corp. In December 2009, the Company entered into an option agreement to acquire a 30% interest in the Mag property. During the year ended March 31, 2010, the Company returned both the Molybdenite Creek and Mag properties back to the optionors and thus, wrote off acquisition and deferred exploration costs of $1,221,215.

In March 2010, the Company completed a share consolidation on the basis of one new common share for every three old common shares. All share and per share amounts have been retroactively restated to reflect the share consolidation.

On January 21, 2011 the Company entered into a Letter of Intent (“LOI”) to acquire all of the issued and outstanding common stock of Desert Hawk Resources Inc. (“Desert Hawk”), a private Delaware corporation. The Company also launched a private placement financing that closed March 1, 2011 with the sale of 11,313,750 common shares at $1.00US. A portion of the financing, $6,000,000US, was used to complete the payment to the previous owner of the Atlanta Mine. The purchase of Desert Hawk Resources Inc. was completed on March 1, 2011.

OVERALL PERFORMANCE

During the year ended March 31, 2013, the Company incurred a net loss of $1,753,033 (2012 - $4,064,753). After consideration for a currency translation adjustment, the Comprehensive loss for the year ended March 31, 2013 was $1,561,281 vs. $3,884,579 for the year ended March 31, 2012.

Desert Hawk Resources Inc., a wholly owned subsidiary of Meadow Bay Gold Corporation, is a mining and exploration company with a gold project in Nevada called the Atlanta Gold and Silver Mine, a former producing gold and silver mine. The Atlanta Mine produced 1.5 million tons of ore containing 0.09 ounces gold/ton and 1.25 ounces silver/ton and recovered 121,000 ounces of gold and 800,000 ounces of silver during the period 1975 to 1985 based on historical records. The remaining indicated and inferred resource of 464,000 ounces of gold has been estimated by previous workers which is not compliant with standards as set out in National Instrument 43-101. The mine development plan will include substantial pit expansion and capital expenditures to refurbish the mining equipment and near term production potential. In addition to the excellent near-term development aspect of the project, the Company considers the Atlanta Mine to offer excellent exploration and development upside by drilling extensions to the known mineralization and larger scale production than previous mining through both pit-extension and possibly underground mining.

The Company previously had optioned the Colorback Gold Project on the Battle Mountain trend 12 miles north of Pipeline. The property was host to both surface gold targets and a lower-plate Carlin-Style gold system. Previous surface sampling contains gold values as high as 1 ounce per ton and near surface intercepts in upper plate chart considered leakage from the deeper system. In the fiscal year ending March 31, 2012, the Company cancelled its option on this property as it had no immediate plans to explore further on this property. The property was written off to operations as impaired.

The Company also had previously optioned the Spruce Mountain Gold and Silver Project located in Elko County, Nevada which was comprised of 63 unpatented lode claims adjacent and overlapping with a 100 million ton copper-molybdenum resource. The property is a porphyry mily deposit with a silver skarn on the west side and a porphyry copper deposit in the centre of the project. As this property did not fit the Company's exploration plans going forward, the option was cancelled and the property was written off to operations as impaired

SELECTED ANNUAL INFORMATION

	Year ended March 31, 2013 $	Year ended March 31, 2012 $	Year ended March 31, 2011 $
Total revenues	-	-	-
Net loss for the year	(1,753,033)	(4,064,753	(4,278,897)
Net loss per share, basic and diluted	0.04	(0.10)	(0.29)
Total assets	23,491,948	23,576,559	21,474,523
Total working capital (deficit)	(71,570)	1,000,939	4,404,315
Shareholder's equity	22,491,948	23,196,310	21,066,536

RESULT OF OPERATIONS

Total operating expenses for the current year amounted to $2,178,067 compared to $3,991,210 for the year ended March 31, 2012. There has been a significant reduction in expenses in the current year as significantly less drilling and general exploration was undertaken compared to the year ending March 31, 2012. During the year ending March 31, 2013, capitalized exploration costs amounted to $970,480 vs. $4,574,184 at March 31, 2012.

The largest cost reduction during the year was in stock-based compensation wherein current year costs were $507,736 vs. $1,241,393 in the fiscal year ending March 31, 2012.

Wages and benefits at March 31, 2013 amounted to $185,493 vs. $508,209 at March 31, 2012. General and administrative consulting services in the current year amounted to $264,834 vs. $390,715 at March 31, 2012. Trade shows and investor relations amounted to $404,072 at March 31, 2013 vs. $557,518 at March 31, 2012.

The cost of maintenance of the claims during the past year amounted to $119,675 vs. $247,946 the previous year.

Office and administrative services are also down in the current year, being $278,031 vs. $468,628 at March 31, 2012. Travel is also down – being $77,374 at March 31, 2013 vs. $273,628 at March 31, 2012 as a result of general reduced business activity in the past 12 months.

The Company carried out a small drilling program during the past year of about 5,000 feet compared to in excess of 30,000 feet in the previous year. The Company has a plan of operation and plans to increase drilling in the coming year once appropriate permits have been obtained.

SUMMARY OF QUARTERLY RESULTS:

	Mar 31 2013	**Dec 31 2012**	**Sept 30 2012**	**June 30 2012**	**Mar 31 2012**	**Dec 31 2011**	**Sept 30 2011**
	$	**$**	**$**	**$**	**$**	**$**	**$**
Income Statement Data							
Total Revenues		-	-	-	-	-	-
Income (loss) before discontinued operations and extraordinary items	155,645	(642,245)	(765,814)	(506,301)	(1,381,699)	(1,571,580)	(844,955)
Net income (loss)	155,645	(642,245)	(765,814)	(506,301)	(1,381,699)	(1,571,580)	(844,955
Income (loss) per common share outstanding – basic and diluted							
Income (loss) per share before discontinued operations and extraordinary items	0.00	(0.01)	(0.03)	(0.01)	(0.03)	(0.04)	(0.02)
Net income (loss) per share	0.00	(0.01)	(0.03)	(0.01)	(0.03)	(0.04)	(0.02)

Three month period ended March 31, 2013

For the three months ended March 31, 2013, the Company incurred a net income of $155,645 compared to a net loss of $1,381,699 incurred in the three months ended March 31, 2012. However, included in that number is foreign currency warrant gain of $492,119, which was not previously recognized and is not a cash item. Once that item is eliminated, the net loss for the quarter is $336,474 compared to a loss of $1,381,699 for the similar period in 2012. This is a reflection of the overall reduction in business activity in the current three month period ending March 31, 2013 vs. March 31, 2012.

This adjusted loss in the current three month period is primarily made up of general consulting fees of $91,470 compared to $93,331 for the quarter ending March 31, 2012. General marketing costs and shareholder communication costs amounted to $108,740 in the three month period ending March 31, 2013 vs. $189,797 for the three month period ending March 31, 2012.

Office and administration costs amounted to $53,978 for the three month period ending March 31, 2013 vs. $110,730 at March 31, 2012.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2013, the Company had a cash and cash equivalents of $342,721 compared to $1,224,142 as at March 31, 2012. The Company had a working capital deficit of $(71,570) as at March 31, 2013 compared to working capital of $1,000,939 as at March 31, 2012.

During the year ended March 31, 2013, the Company completed the following share transactions:

a) On November 30, 2012, the Company completed a private placement by issuing 1,945,200 units at $0.30 per unit for gross proceeds of $583,560. Each unit consisted of one share and one share warrant, entitling the holder to purchase one additional share for a period of 3 years from the date of closing at a price of $0.40 per share. The Company paid finders' fees of $38,940 cash and 131,964 finders' warrants, with each finder's warrant entitling the holder to purchase one common share of the Company for a period of 3 years at an exercise price of $0.40 per share.

b) On June 19, 2012, the Company completed a private placement by issuing 1,500,000 units at US$0.60 per unit for gross proceeds of $905,988. Each unit consisted of one common share and one share purchase warrant, entitling the holder to purchase one additional share for a period of 2 years from the date of closing at a price of $0.75 per share. A finders' fee of 6% cash and 6% finders' warrants were paid to a broker on a portion of the gross proceeds. The proceeds were used to advance the drilling program.

c) On April 29, 2013, subsequent to the fiscal year end of the Company, the Company completed the first phase of a non-brokered private placement of 2,530,910 units for gross proceeds of $513,000. Of the 2,530,910 units issued, 2,190,000 units were issued at $0.20 per unit and 340,910 units were issued at a price of $0.22 per unit to insiders 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 for the first and second year, $0.35 per share for the third year and $0.40 per share for the fourth year. A finder's fee of 7% was paid to a broker on a portion of the gross proceeds.

d) On June 3, 2013, subsequent to the fiscal year end of the Company, the Company completed the second phase of a non-brokered private placement of 2,640,475 units at $0.20 for gross proceeds of $528,095. Each unit consists of one common share and one common purchase warrant exercisable for a period of four years from the closing at a price of $0.30 per share for the first and second year, $0.35 per share for the third year and $0.40 per share for the fourth year. A finder's fee of 7% cash and 7% finder's warrants were paid to two brokerage firms and a 7% cash commission was paid to an individual on portions of the gross proceeds.

During the year ended March 31, 2012, the Company completed two financings, closing the first one on September 24, 2011 for $2,057,460 being 2,286,066 shares at $0.90 per share. The second financing closed on November 15, 2011 for $2,366,000 shares at $1.00 per share.

Drilling in the first year was completed on December 20, 2011 and drill results were released early in 2012 on a total of 39 holes completed. This testing of the Atlanta Fault zone mineralization during the drill program discovered porphyry hosted gold mineralization to the west of the historic Atlanta open pit. This porphyry hosted mineralization is distinctly different than the gold-silver mineralization within the jasperoid breccias of the Atlanta fault. A subsequent IP survey was conducted recently and the result was an indication that the porphyry is larger than previously interpreted and it extends further to the north. The Company will be pursuing these developments in the coming year as it becomes clearer that there are more exploration targets than originally anticipated.

The Company has no debt other than current accounts payable of $450,774 and non-current liabilities of $51,645 at March 31, 2013 vs. $380,249 outstanding at March 31, 2012. Management believes that the Company has sufficient capital resources to meet its initial capital requirements for the current year.

At present, the Company's operations do not generate cash flow and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. In order to continue as a going concern and to meet its corporate objectives, which primarily consist of exploration work on its mineral properties, the Company will require additional financing through debt or equity issuances or other available means. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control. The annual and interim financial statements do not include any adjustments to the recoverability and classification of reduced asset amounts and classification of liabilities that might be necessary should the Company be unable to continue operations. These adjustments could be material. The Company is not subject to material externally-imposed capital constraints.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the year ended March 31, 2013:

a) Consulting fees paid or accrued to CEO of Company $135,000 vs. $135,000 at March 31, 2012.

b) Consulting fees paid to CFO of $38,000 vs. $36,500 at March 31, 2012.

c) Rent paid to secretary of nil vs. $6,750 at March 31, 2012.

d) Consulting fees paid to secretary of nil vs. $5,000 for the year ended. March 31, 2012.

e) Geological fees paid to a director of $10,800 vs. $66,000 for the year ended March 31, 2012.

f) Consulting fees paid to a director of $3,710 vs. $6,780 for the year ended March 31, 2012.

g) Geological fees paid to an officer $29,150 vs. nil for the year ended March 31, 2012.

h) Consulting fees paid to a director of $60,000 vs. nil for the year ended March 31, 2012.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the year. Significant areas requiring the use of management estimates relate to determination of stock-based compensation, impairment of assets, and future income taxes. Actual results could differ from these estimates.

FUTURE ACCOUNTING CHANGES

The Company adopts new pronouncements relating to generally accepted accounting principles applicable to the Company as they are issued, which may be in advance of their effective date. Management does not believe that any recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the accompanying financial statements.

FINANCIAL INSTRUMENTS

The Company classified its cash and cash equivalents and prepaid expenses and advances as loans and receivables and are carried at amortized cost.,. Receivables Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The carrying values of the Company's financial assets and liabilities approximates their fair value due to the relatively short periods to maturity of these investments.

The Company's financial instruments and risk exposures are summarized below.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk with respect to its cash and cash equivalents is minimal as they are held with a high-credit quality financial institution. As at March 31, 2013, the Company had funds on hand of $342,721 while the federally insured limit is $100,000.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2013, the Company had a cash balance of $342,721 to settle current liabilities of $450,774. Subsequent to the year end, additional funding in the amount of $1,041,095 was received, giving the Company the necessary funds to deal with its liabilities. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The interest rate risks on cash and cash equivalents are not considered significant.

(b) Foreign exchange rate risk

Foreign exchange risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company does not have material transactions designated in a foreign currency and therefore management considers the foreign exchange risk to be minimal.

OUTSTANDING SHARE DATA

The Company had the following common shares, stock options and warrants outstanding as at the date of this report:

Issued and Outstanding Common shares	52,902,679
Stock option	5,080,000
Warrants	8,773,449
	66,756,128

RISK AND UNCERTAINTIES

The Company is in the business of acquiring and exploring natural mineral properties. Due to the nature of the Company's proposed business and the present stage of exploration of its mineral property, which is at very early stages of exploration, the following risk factors, amongst others, apply:

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow. The Company has incurred losses since its inception. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Properties and administrative costs. The Company cannot predict when it will reach positive operating cash flow.

Mining Industry

The Company is engaged in the exploration for and development of mineral deposits. These activities involve significant risks which careful evaluation, experience and knowledge may not, in some cases, eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit.

Equity Market Risk

The Company raises money in the equity markets which can fluctuate significantly. If the appetite for equity financing is curtailed it may be difficult or impossible to raise additional equity. This could have a negative effect on the Company and its ability to operate. These factors are beyond the control of management.

Reliance on Management

The Company relies on its management to execute its business plan. If members of the management team should become unavailable for any reason the Company could experience difficulties in executing its plans.

Title

There is no guarantee that title to properties in which Company has a material interest will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Before a number of claims under option can be recorded in Company's name, the underlying title holder has to assign title to the Company once the Company satisfies its option agreement obligations. There are no assurances that the underlying title holder will assign title.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions as at the date of this MD&A. The words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets", "may", "will" and similar expressions identify forward-looking statements. Information concerning the interpretation of drill results may also be considered a forward-looking statement; as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. The forward-looking statements reflect the current beliefs of the management of the Company, and are based on currently available information. Readers are cautioned not to place undue reliance on these statements as they are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, such forward-looking statements. The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

SUBSEQUENT EVENTS

Subsequent to March 31, 2013, the Company:

On April 29, 2013, the Company completed the first tranche of 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. 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 third year and $0.40 in the fourth year.

On May 31, 2013, the Company completed a second tranche of a total of 2,640,475 units for gross proceeds of $528,095. Finders' fees of $27,325 cash and 86,625 warrants were paid in connection with the financing. The finders' warrants have identical terms as the other warrants.

Accordingly, the total gross proceeds of the private placement proceeds are $1,041,095, representing a total issuance of 5,171,385 units.

On May 29, 2013, the board of directors granted 775,000 stock options, pursuant to the provisions of the Company's 2012 stock option plan. The options allow the recipient to purchase shares at $0.25 until May 29, 2018.

EFFECTIVENESS OF DISCLOSURE CONTROLS

The Chief Financial Officer and Chief Executive Officer have evaluated the effectiveness of the Company's disclosure controls as of March 31, 2013. They have concluded that the Company's disclosure controls and procedures provide reasonable assurance that material information relating to the Company would be made known to them by others within the Company, particularly during the period during which this report was being made.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR at www.sedar.com. Additional financial information concerning the Company is provided in its audited comparative financial statements and management's discussion and analysis for the Company's most recently completed financial year. Copies of this information are available by contacting the Company at its offices located at Suite 210 - 905 West Pender Street, Vancouver, BC, V6C 1L6; phone 604-641-4450 or 604-682-2928; fax 1-855-557-4622 or 604-685-6905.