

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

January 31, 2014.

Item 3: News Release

A news release was issued and disseminated on January 31, 2014 through MarketWired and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that it proposes to raise up to \$900,000 through a non-brokered private placement of up to 5,294,117 units at a price of CDN\$0.17 per unit. Each unit will consist 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 \$0.25 per share. Finders' fees or commissions may be paid in connection with the placement in accordance with the policies of the Toronto Stock Exchange.

Item 5: Full Description of Material Change

The Company announced that it proposes to raise up to \$900,000 through a non-brokered private placement of up to 5,294,117 units at a price of CDN\$0.17 per unit. Each unit will consist 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 \$0.25 per share. Finders' fees or commissions may be paid in connection with the placement in accordance with the policies of the Toronto Stock Exchange.

Completion of the private placement is subject to the approval of the Toronto Stock Exchange. The net proceeds of the financing will principally be used to conduct exploration work at the Company's Atlanta Gold Mine project in Nevada and for general working capital.

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

February 3, 2014.