MEADOW BAY GOLD CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE QUARTER ENDED DECEMBER 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

February 10, 2014

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 third quarter of the fiscal year ending March 31, 2014, 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 IAS 34 "Interim Financial Reporting" of the 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, US$6,000,000, 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

Meadow Bay Gold Corporation is a Canadian-based mineral exploration Company that owns, through its wholly owned subsidiary Desert Hawk Resources Inc, the Atlanta Gold Mine located in eastern Nevada. The Atlanta mine is an advanced stage exploration project that was acquired March 1, 2011 for a cash consideration of $6 million. Meadow Bay's strategy is to carry out an extensive drill program to enhance the existing resource base well beyond existing levels. The minesite already has infrastructure on site – with power, water, road access, and accommodation which can house approximately 20 people. The Company has added significantly to the land base since acquiring the mine site with current acreage in excess of 12,000 acres compared to about 1,000 acres at time of acquisition.

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 completed a NI 43-101 resource estimate for the Atlanta Mine Project and Gustavson Associates LLC – a mining consulting firm reported measured and indicated resource of 572,100 ounces of gold and inferred resources of 544,300 ounces of gold based on a 0.015 opt Au cutoff. See press release dated January 29, 2013 for further details of the Gustavson report.

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)	(3,884,579	(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	(71,570)	1,000,939	4,404,315
Shareholder's equity	22,491,948	23,196,310	21,066,536

RESULT OF OPERATIONS

Three month period ending December 31, 2013

For the three month period ending Dec 31, 2013, the Company incurred net loss of $348,165 compared to a net loss of $642,245 incurred in the three month period ending Dec 31, 2012.

Included in the net loss is a foreign currency warrant gain of $12,278 which was not previously recognized and is not a cash item. If this gain is eliminated, the net loss for the quarter ending Sept 30, 2013 is $360,443.

Operating Expenses in the quarter ending Dec 31, 2013 amounted to $360,443 compared to $645,536 for the quarter ending Dec 31, 2012. The reduction is primarily because there was no share-based compensation in the current quarter compared to $353,204 in the quarter ending Dec 31, 2012. Exploration activity in the quarter ending Dec 31, 2013 continues to be reduced primarily because the Company is still awaiting approval of its Plan of Operation (PoO) regarding work on the Western Knolls. The application and approval process has been underway for 15 months and the 30 day comment period for public imput has just been completed. The Company anticipates a conclusion to this process shortly at which time it plans to commence a drill program in the Western Knolls area. The Western Knolls is a large target-rich environment that has never been drilled and represents an opportunity to find new precious metal deposits. Initial testing will be of areas where geophysical and geochemical surveys suggest undiscovered mineralization.

Other operating expenses in the quarter ending Dec 31, 2013 are generally comparable to those recorded in the quarter ending Dec 31, 2012 except for trade shows and investor relations where costs in the current quarter amounted to $156,025 vs. $53,040 in the quarter ending Dec 31, 2012.

Consulting fees were $46,000 vs. $44,238 the previous year, office and admin costs were $74,109 vs. $68,333 at Dec 31, 2012, wages and benefits amounted to $27,681 at Dec 31, 2013 vs. $30,008 at Dec 31, 2012 and professional fees were down to $8,811 vs. $23,291 at Dec 31, 2012.

Year to date costs for the nine month period ending Dec 31, 2013 are also down significantly as total expenses for the nine months amounted to $1,233,770 vs. $1,847,003 for the nine month period ending Dec 31, 2012.

General consulting expenses in the nine months ended Dec 31, 2013 amounted to $232,000 vs. $173,364. Maintenance of claims was reduced in the current year to $87,015 vs. $119,675 at Dec 31, 2012, wages and benefits were reduced to $91,469 vs. $161,312 at Dec 31, 2012 and stock-based compensation in the current year amounted to $155,058 vs. $509,086 at Dec 31, 2012.

The level of exploration activity continues to be reduced as the Company awaits final approval of its permitting requirements re its Plan of Operation submitted for the Western Knolls area. Once received, the Company is planning a drill program for this area.

SUMMARY OF QUARTERLY RESULTS:

	Dec 31 2013	**Sept 30 2013**	**June 30 2013**	**Mar 31 2013**
		$	**$**	**$**
Income Statement Data				
Total Revenues				
Income (loss) before discontinued operations and extraordinary items	(348,165)	(337,535)	(496,425)	155,645
Net income (loss)	(348,165)	(337,535)	(496,425)	155,645
Income (loss) per common share outstanding – basic and diluted				
Income (loss) per share before discontinued operations and extraordinary items	0.00	(0.01)	(0.01)	0.00
Net income (loss) per share	0.00	(0.01)	(0.01)	0.00

	Dec 31 2012	Sept 30 2012	June 30 2012	Mar 31 2012
		$	$	$
Income Statement Data				
Total Revenues		-	-	-
Income (loss) before discontinued operations and extraordinary items	(642,245)	(765,814)	(506,301)	(1,381,699)
Net income (loss)	(642,245)	(765,814)	(506,301)	(1,381,699)
Income (loss) per common share outstanding – basic and diluted				
Income (loss) per share before discontinued operations and extraordinary items	(0.01)	(0.03)	(0.01)	(0.03)
Net income (loss) per share	(0.01)	(0.03)	(0.01)	(0.03)

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2013, the Company had a cash and cash equivalents of $79,398 compared to $342,721 at March 31, 2013, and $597,055 as at December 31, 2012. The Company had working capital deficit of $(119,234) as at December 31, 2013 compared to a working capital deficit of $71,570 as at March 31, 2013 and working capital of $299,297 at December 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.

In the nine months ended December 31, 2013, the Company completed the following share transactions.

a) On April 29, 2013, 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. 94,500 finders' warrants were also paid. These warrants had the same terms as the warrants issued to the unit investors.

b) On June 3, 2013, 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.

c) On November 22, 2013, the Company completed a non-brokered private placement of 1,143,000 units for gross proceeds of $228,600. Each unit consists of one common share and one non-transferable common share purchase warrant, with each warrant exercisable for a period of five years from the closing at a price of $0.25 per share. A finder's fee of 7% cash and 7% finder's warrants were paid to a brokerage firm on a portion 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.

A Draft Environmental Assessment (EA) was finalized for submission to the BLM in July. The Company is still awaiting comments and final approval from the BLM as the 30 day public comments period has just been completed with final approval expected shortly.

The Company completed a gravity survey in August, 2013 over its Western Knolls Project Area in Lincoln County, located about 5km west of the Company's Atlanta Mine Project and received the results in the fall. The survey showed a distinct gravity high centered on the Western Knolls and the Western Knolls are interpreted to be an uplifted horst block with a particularly sharp break on the west side. The gravity high is likely caused by basement rocks being brought close to the surface although the widespread silicification in the Knolls may also be a factor. The eastern side is somewhat more complicated and there might be a secondary horst extending eastward. It was noted that the two zones of the highest gravity show a strong correlation with Tellurium in soil samples.

The results of the gravity survey will be integrated with other geologic, geophysical and geochemical data sets to determine the placement of a first phase of drilling. The results of these studies suggest that the Western Knolls is a target-rich environment. This area has never been drilled. Drilling is contingent on receiving a finalized Plan of Operation (Po0) from the Bureau of Land Management (BLM).

Relogging of all the drill holes was completed. All of the holes in the entire Atlanta project area now have consistent terminology and interpretations.

Surface Exploration was conducted at both the Western Knolls and the northern extension of the Atlanta Fault. In the Western Knolls, more detailed mapping was used to identify small intrusives coming up through the altered area. Additional research from BYU was received on the volcanic history of the region including the Western Knolls. Finally, a sample of vein material was sent to ActLabs in Ontario for age dating. On the northern extension of the Atlanta Fault soil and rock sampling was conducted to look for cross-structures that might be drilled to find a repeat of the Atlanta Fault mineralization.

A pre-fabricated building was ordered and installed on site as a repository of the drill core and cuttings.

The Company has no debt other than current liabilities of $192,529 at December 31, 2013 and management believes that the Company has sufficient capital resources and the ability 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 quarter ending December 31, 2013:

a) Consulting fees paid or accrued to the CEO of Company $37,500 vs. $30,000 at December 31, 2012

b) Consulting fees paid or accrued to the CFO of $9,000 vs. $9,000 at December 31, 2012.

c) Geological fees paid or accrued to an officer, of $23,150 vs. $2,400 at December 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's financial instruments consists of cash and cash equivalents, notes receivable, accounts payable and accrued liabilities, due to related parties and foreign currency warranty liability. Cash and cash equivalents are classified as loans and receivables and are carried at their amortized costs. Accounts payable and accrued liabilities are classified as other financial liabilities and are carried at their amortized cost. Foreign currency warrant liability is classified as fair value through profit and loss and is carried at fair value.

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 December 31, 2013, the Company had funds on hand of $4,240 that were not federally insured.

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 December 31, 2013, the Company had a cash balance of $79,398 and current liabilities of $192,520. 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 considers the foreign exchange risk to be minimal as the foreign currency has been very stable when compared to the Canadian dollar.

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	50,400,479
Stock option	4,765,000
Warrants	10,121,584
	65,287,063

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

Management reviewed events subsequent to the period end and there were no reportable events.

EFFECTIVENESS OF DISCLOSURE CONTROLS

The Chief Financial Officer and Chief Executive Officer have evaluated the effectiveness of the Company's disclosure controls as of December 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.