

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

February 28, 2014.

Item 3: News Release

A news release was issued and disseminated on March 3, 2014 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company completed a non-brokered private placement of a total of 5,294,116 units for gross proceeds of \$900,000. 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 \$0.25 per share.

Item 5: Full Description of Material Change

The Company completed a non-brokered private placement of a total of 5,294,116 units for gross proceeds of \$900,000. 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 \$0.25 per share. 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. 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.

The net proceeds of the financing will principally be used for drilling and exploration activities at the Company'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.

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

March 3, 2014.