# TECHNICAL REPORT

# GEOLOGY AND MINERAL RESOURCES

# ATLANTA PROJECT

# LINCOLN COUNTY, NEVADA

# USA


**Prepared for**

**Meadow Bay Capital Corp.**
**January 21, 2011**

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## 1.0 EXECUTIVE SUMMARY

This technical report was prepared at the request of Meadow Bay Capital Corporation ("Meadow Bay") a Canadian public corporation, listed on the TSX-V exchange with the symbol MAY, in connection with its filings with British Columbia and Alberta Securities Commissions and the TSX Venture Exchange. The report was written in compliance with disclosure and reporting requirements set forth in the Canadian Securities Administrators' National Instrument 43-101, Companion Policy 43-101CP, and Form 43-101F1.

On December 8, 2010 Desert Hawk Resources, Inc. ("Desert Hawk") executed with Bobcat Properties, Inc. ("Bobcat Properties") a purchase agreement for the Atlanta Mine. By this agreement Desert Hawk will receive 100 percent ownership of the patented and unpatented mining claims, and all facilities and data associated with the property in exchange for a payment of US $6 million and a 3% net smelter royalty. The final payment is due February 15, 2011. The royalty is to be paid in kind (gold) and is capped at 4000 ounces of gold equivalent. There is a residual 3% net smelter royalty due to Exxon Minerals Corporation on production from four of the unpatented mining claims, located on the historic mill tailings.

Meadow Bay Capital Corporation has executed a purchase agreement with Desert Hawk Resources to acquire all of the issued and outstanding shares of Desert Hawk's shares (and the Atlanta Mine) in exchange for 7,500,000 common shares of Meadow Bay, plus other payments totaling $337,500.

Tim Master of Desert Hawk Resources reviewed all the available data and completed a fatal flaw analysis of the project. An environmental review was completed by Entrix Inc. of Las Vegas, Nevada.

### 1.1 Introduction

The Atlanta Mine is located in Lincoln County, Nevada, 160 air miles (250 km) north of Las Vegas. The nearest town is Pioche, approximately 50 road miles (80 km) south of the property. The main deposit is at a latitude/longitude of 38 27'45" North and 114 20'00" West.

### 1.2 Geology and Mineralization

The Atlanta property is underlain by a thick series of Paleozoic carbonates with lesser quartzites. These are in turn overlain by a sequence of Tertiary intermediate volcanic rocks. Tertiary intrusive rocks are locally present.

The mineralization is hosted largely by a north-south trending normal fault zone and by a cross-cutting east-west trending fault zone. The north-south fault has been interpreted as a caldera margin fault. The principal deposit is an intensely silicified multi-phase fault breccia composed of fragments of quartzite and limestone in a silicified rock flour matrix with a width of up to 100 feet, a strike length of up to 4000 feet and a known depth extent of approximately 900 feet. The east-west striking, sub-vertical fault has a strike length of at least 1200 feet, a


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thickness of several tens of feet and a known depth extent of at least 1000 feet. It too is a mineralized, intensely silicified fault breccia. Mineralization is known but ill-defined in the volcanic rocks of the hanging wall of both faults.

Mineralization is largely electrum in the matrix of the silicified breccias and in small quartz veinlets. It is epithermal in character and has the common trace element suite of such deposits with anomalous levels of arsenic, mercury, antimony and others.

### 1.3 Exploration and Mining History

The Atlanta mineralization was probably discovered in the 1860's, but the first significant work done was a 400 foot exploration shaft dug in 1905. There was no recorded production. In 1954 22,000 tons of ore were mined from shallow pits and shipped to the McGill smelter. In the 1960's another 27,000 tons were milled by A & B Gold Silver Mines.

Bobcat Properties acquired the property in 1970 and formed a joint venture with Standard Slag. The mill was upgraded and between 1975 and 1985 they produced approximately 1.5 million tons of ore grading 0.09 oz Au and 1.25 oz Ag per ton. Total production was 113,000 ounces of gold and 800,000 ounces of silver, based on records through 1985.

The property was optioned by Goldfields in 1990 to 1991. They carried out mapping, sampling, geophysics and a 56,735 foot (17,297m) drilling program. In 1997-98 Kinross Gold explored the property. They compiled all the previous data and drilled a total of 54,285 feet (16,550m). In 2001 Cordex Exploration drilled 2735 feet (1136m) during an option period.

The property was idle until Desert Hawk negotiated a purchase agreement late in 2010

### 1.4 Drilling and Sampling

The quality of sampling techniques and procedures for all drilling done prior to that of Kinross gold in 1997 and 1998 are not well documented. Hole locations for drilling done since 1985 were surveyed and are well preserved in the property database

.

A total of 141,038 feet (43,000m) of drilling has been completed at the Atlanta project between 1975 and 2001. The bulk of this was done by Goldfields in 1990 - 92 and by Kinross Gold in 1997-98. Of this total, over 90% was reverse circulation drilling. Less than 10% was core drilling - 9286 feet (2831m) - done by Goldfields

.

### 1.5 Metallurgical Testing

There has been no significant metallurgical testing done at Atlanta since the mining ceased in 1985. Testing in the 1970's and additional work near the end of the original mine life showed that precious metal recoveries in a heap leach scenario were extremely low, indicating that heap leaching would not be economically viable.

During the mine life the ore was processed by agitated cyanide leaching of material ground to


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90% minus 100 mesh in size. Mill recoveries overall were 81.5 % for gold and 42.7 % for silver. With advances in technology since the early 1980's, it would be logical to assume that those recoveries could be improved somewhat now.

### 1.6 Mineral Resource Estimate

There are no NI 43-101 compliant gold-silver resources or reserves at the Atlanta Project.

Several resource estimates have been reported by previous property owners but are not 43-101 compliant, in part because the statute did not exist at the time the reserve calculations were completed. Most of the previous resource estimates were based on limited geologic data and the quality of sampling, assaying, and engineering methods are not fully known. The most recent of these was done by Kinross Gold in 1998 after a review of earlier data and their drilling program. They estimated 6.2 million tons of indicated resources grading 0.054 oz Au per ton and 0.506 oz Ag per ton, plus an inferred resource of 3.07 million tons grading 0.041 oz Au per ton and 0.236 oz Ag per ton. This represents a total of 460,670 ounces of gold and 2,040,120 ounces of silver contained in Kinross's **not NI 43-101 compliant** historic resource.

### 1.7 Interpretation and Conclusions

The authors consider that the data provided by Meadow Bay provides an accurate representation of work completed on the Atlanta project. The geology and controls of mineralization in the immediate area of the early open pit are reasonably well known as a result of mapping and drilling. The limits of mineralization are reasonably well defined in the immediate pit area, but remain ill-defined along strike to the north and south along strike on the Atlanta fault and along the east-west cross fault. Mineralization intersected in the hanging wall volcanic rocks is also not well defined.

Although it is not NI 43-101 compliant and needs additional work to become so, the resource calculated by Kinross Gold in 1998 appears to provide a good representation of what may have been defined by existing drilling. It also seems likely that, given the current metal prices relative to 1998, additional work might be reasonably expected to increase that resource.

### 1.8 Recommendations

The compilation of all the available data into a 3-D geologic and mineralization model will allow better understanding of the controls and extent of mineralization and aid in directing a resource development and expansion program. It will also be part of an effort to produce an NI 43-101 compliant resource based on the work done by Kinross Gold in 1998.

Metallurgical testing will help refine the extraction process to be used in the mill and to guide the restoration and upgrading of the existing mill. It will also be necessary to address potential environmental issues related to permitting for potential production. Preliminary engineering studies will also be necessary.

The budget for the planned program 2011 program at Atlanta is $1,700,000.


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## 2.0 INTRODUCTION AND TERMS OF REFERENCE

Durgin and Oliver have prepared this technical report for the Atlanta Project at the request of Meadow Bay Capital Corporation.

Purchase agreements are in place between Bobcat Properties Inc., the underlying owner, and Desert Hawk Resources, Inc. and between Desert Hawk Resources, Inc and Meadow Bay Capitol Corporation to place 100% ownership of the property in the hands of Meadow Bay upon completion of the payments due by February 15, 2011.

This Technical Report will satisfy Meadow Bay's obligation to file a technical report as public information in connection with the acquisition of the Atlanta Project, as required under the policies of the various provincial Securities Commissions and the TSX Venture Eschange. This report is written in compliance with disclosure and reporting requirements set forth in the Canadian Securities Administrators' National Instrument 43-101, Companion Policy 43-101CP and Form 43-101. Work on the property by Meadow Bay to date has been limited to a thorough due diligence effort and data compilation.

The authors reviewed pertinent technical reports and data relative to the regional and property geology, land status, history of the district and project, past exploration efforts and results, methodology, interpretations, and other data necessary to the understanding of the project, sufficient to produce this report. The authors carried out such independent investigations of the data during the due diligence period and of the property in the field, as has been deemed necessary in the professional opinion of the authors, so that they might reasonably rely on this information. The property was visited in January 2011. Both authors had visited the property previously in their careers.

Both authors have worked on gold projects in Nevada for many years and are familiar with the regional and local geology.

The drilling, assay and geologic data required to produce this report were generated in several phases over many years from the 1970's to the most recent drilling in 2001. The available data has passed into the possession of Meadow Bay.

As mandated by NI 43-101 requirements, the observations, conclusions and recommendations of the authors in this report are derived from comprehensive reviews of the Atlanta Project database and site inspections on January 17 and 18, 2011. These site inspections were designed to confirm geologic relationships and characterize alteration/mineralization types exposed in surface outcrops and mine workings at the project.

The authors believe that the data presented to them by Meadow Bay are a reasonable and accurate representation of the Atlanta gold-silver project.

Units of measure, conversion factors and currency used in this report are as follows:


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**Linear Measure**

| | |
|---|---|
| 1 inch | = 2.54 centimeters = 254 millimeters |
| 1 foot | = 0.3048 meter |
| 1 yard | = 0.9144 meter |
| 1 mile | = 1.6 kilometers |

**Area Measure**

| | |
|---|---|
| 1 acre | = 0.4047 hectare |
| 1 square mile | = 640 acres, or 259 hectares |

**Capacity Measure (liquid)**

| | |
|---|---|
| 1 US gallon | = 4 quart or 3.785 liters |

**Weight**

| | | |
|---|---|---|
| 1 short ton | | = 2000 pounds = 0.907 tonne |
| 1 pound | = 16 oz | = 0.454 kg = 14.5833 troy ounces |

**Analytical Values**

| 1% | Percent | Grams per Metric Tonne | Troy Ounces per Short Ton |
|---|---|---|---|
| **1%** | **1%** | **10,000** | **291.667** |
| **1 gr/tonne** | **0.0001%** | **1** | **0.0291667** |
| **1 oz troy/tn** | **0.003429%** | **34.2857** | **1** |
| **100 ppb** | | | **0.0029** |
| **100 ppm** | | | **2.917** |

**Commonly used abbreviations and acronyms**

| | |
|---|---|
| AA | atomic absorption spectrometry |
| Ag | silver |
| Au | gold |
| CIM | Canadian Institute of Mining, Metallurgical and Petroleum |
| core | diamond drilling method, producing a cylinder of rock |
| FA-AA | fire assay with an atomic absorption finish |
| g | grams |


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| | |
|---|---|
| g/t Ag | grams of silver per metric tonne, equivalent to ppm |
| g/t Au | grams of gold per metric tonne, equivalent to ppm |
| g/t Au-eq | grams per metric ton expressed in gold-equivalent. |
| ha | hectares |
| m | meters |
| mm | millimeters |
| km | kilometers |
| ppm | parts per million |
| RC | reverse circulation drilling method |
| t | tonnes |
| tpd | tonnes per day |

All monetary figures used in this report are US Dollars.

## 3.0 RELIANCE ON OTHER EXPERTS

The authors' principal task was to review and compile all available data into this report. As well, this review was intended to determine that there were no fatal flaws in the project. This process included reviews by experienced professionals in the following areas:

| | |
|---|---|
| Environmental | Baseline Environmental Survey Assessment report by Entrix Inc., March 2007 |
| Land Status | Due diligence report by Tim Master of Desert Hawk, December 2010. |
| Geology, Resources | Reports by Prochnau (Goldfields), 1992 and Thomas (Kinross) 1999 |

After their review, it is the opinion of the authors that the data provided to Meadow Bay Capital Corp were collected in accordance with standard industry practices, and there is no reason to doubt its validity. Receipts from the US Bureau of Land Management and Lincoln County demonstrated that the unpatented claims are current and valid and that the taxes have been paid for the patented claims.

Conclusions regarding the Atlanta Project and the recommendations presented in this report are those of the authors, based on their review of the data and their extensive personal experience as geologists in the mining industry, and do not necessarily reflect those of Meadow Bay Capital Corp.

## 4.0 PROPERTY DESCRIPTION AND LOCATION

### 4.1 Location

The Atlanta Project is located in Lincoln County, Nevada, approximately 160 air miles (250 km) north of Las Vegas. It is reached by driving northeast from Las Vegas on Interstate 15,


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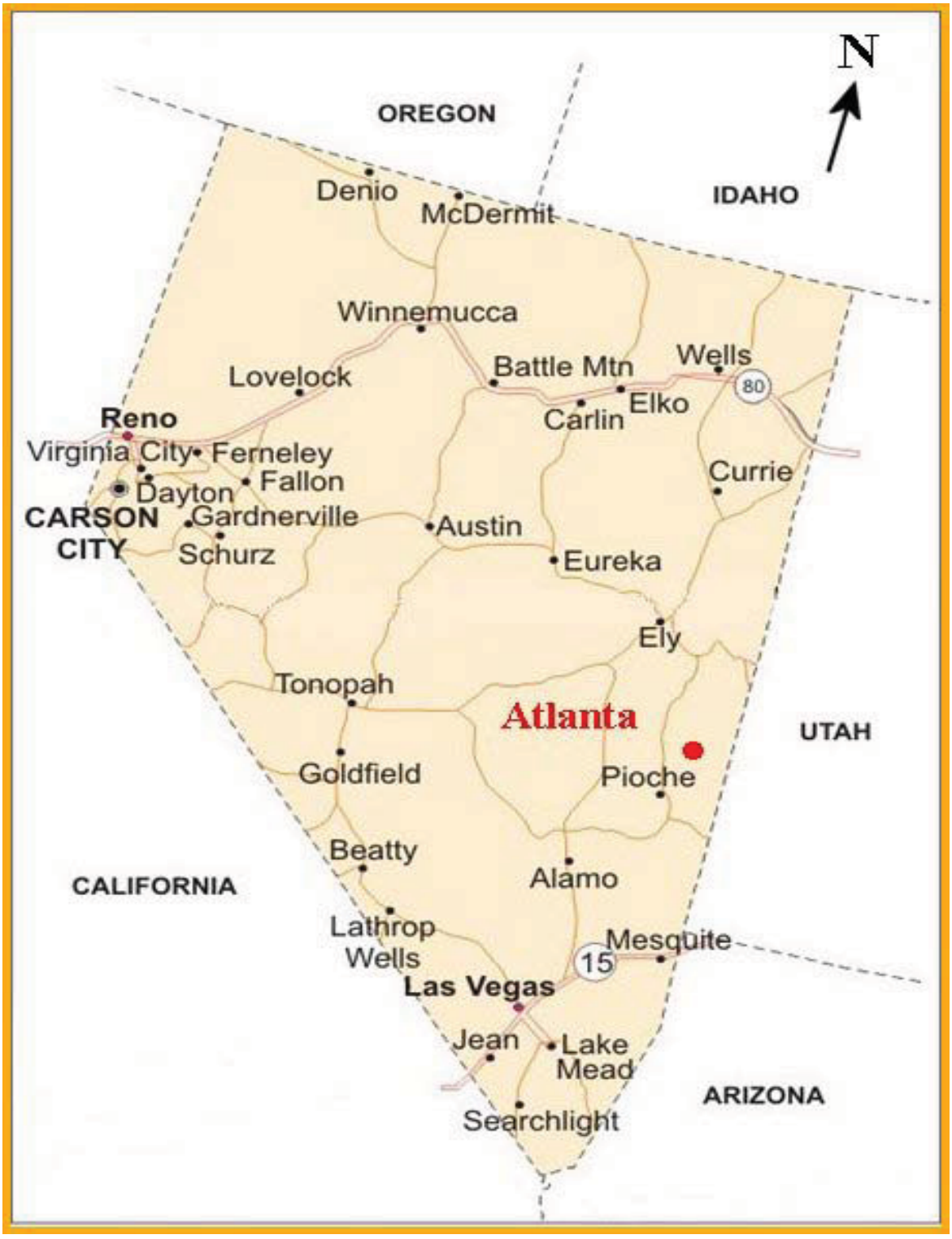


**Figure 4.1 Atlanta Location Map.**

then north on Highway 93 for about 182 miles (291 km). Approximately 29 miles (46 km) north of the town of Pioche turn right at the Pony Springs rest stop at the sign marked "Atlanta". Travel east on the gravel road for 20 miles (32 km) to the property. The main


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deposit is at a latitude/longitude of 38 27'45" North and 114 20'00" West. Driving time from Las Vegas to the property is approximately 4.5 hours. The property encompasses portions of sections 10, 11, 14, 15, 22 and 23, T7N, R68E, Mount Diablo Baseline and Meridian. In addition, two mill site claims are located in section 27, T7N, R67E and section 5, T6N, R67E, respectively.

## 4.2 Land Ownership

Except for a few patented mining claims, all of the land underlying and immediately surrounding the property is administered by the US Bureau of Land Management. The core of the Atlanta property is 13 patented mining claims, covering approximately 200 acres, which were held by Bobcat Properties Inc. and will be quitclaimed to Desert Hawk Resources Inc. An additional 47 unpatented lode claims and two millsite claims covering approximately 1000 acres complete the property package. The Atlanta project encompasses a total area of approximately 1200 acres.

Detailed claim information is provided in Tables 4.2a and 4.2b.

**Table 4.2a Atlanta Project Patented Claim Data**

**Table 4.2a Patented Mining Claims**

| Name of Claim | Mineral Survey No. | T/R/Sec No. |
|---|---|---|
| Atlanta Home | 3915 | T7N/R68E/S14, 15 |
| Atlanta Strip #1 | 3915 | T7N/R68E/S14 |
| Atlanta Strip | 3915 | T7N/R68E/S15 |
| Atlanta #1 | 3915 | T7N/R68E/S14 |
| Atlanta #2 | 3915 | T7N/R68E/S14 |
| Atlanta #3 | 3915 | T7N/R68E/S14, 15 |
| Belle | 3915 | T7N/R68E/S14 |
| Hillside | 3915 | T7N/R68E/S14, 15 |
| Mid #2 | 3915 | T7N/R68E/S14, 15 |
| Minnett and Hayes #1 Lode | 3920 | T7N/R68E/S14, 23 |
| Pactolian Fraction | 3915 | T7N/R68E/S14 |
| Sparrow Hawk | 3915 | T7N/R68E/S14 |
| Conway and Bradshaw | 37 | T7N/R68E/S23 |
| | | |

**Table 4.2b Atlanta Unpatented Claims**

| Name of Claim | County Book & Page Number | T/R/Sec No. | BLM Serial No. |
|---|---|---|---|
| ATL - 122 | 34 / 376 | T7N/R68E/S15 | 139872 |
| ATL - 124 | 34 / 378 | T7N/R68E/S15 | 139874 |


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| | | | |
|---|---|---|---|
| ATL - 126 | 34 / 380 | T7N/R68E/S15 | 139876 |
| ATL - 156 | 34 / 354 | T7N/R68E/S15 | 139904 |
| Atlanta Star #1 | R1 / 351 | T7N/R68E/S15 | 16593 |
| Atlanta Star #2 | R1 / 351 | T7N/R68E/S15 | 16594 |
| Atlanta Star #3 | W1 / 234 | T7N/R68E/S15 | 16595 |
| Bluebird #2 | R1 / 407 | T7N/R68E/S22 | 16643 |
| Bluebird #3 | R1 / 407 | T7N/R68E/S15, 22 | 16644 |
| Bluebird #15 | R1 / 129 | T7N/R68E/S15 | 16656 |
| Bluebird Fraction | W1 / 233 | T7N/R68E/S15 | 16678 |
| BOBCAT #1 | 33 / 51 | T7N/R68E/S11, 14 | 126537 |
| BOBCAT #2 | 33 / 52 | T7N/R68E/S14 | 126538 |
| BOBCAT #3 | 33 / 53 | T7N/R68E/S14 | 126539 |
| BOBCAT #4 | 33 / 54 | T7N/R68E/S11, 14 | 126540 |
| BOBCAT #5 (fraction) | 33 / 55 | T7N/R68E/S11, 14 | 126541 |
| Eastline #1 | R1 / 65 | T7N/R68E/S11, 14 | 16586 |
| GEM #1 | R1 / 330 | T7N/R68E/S14, 15 | 16581 |
| GEM #2 | R1 / 331 | T7N/R68E/S14, 15, 22, 23 | 16582 |
| GEM #3 | R1 / 331 | T7N/R68E/S22, 23 | 16583 |
| GEM #4 | R1 / 332 | T7N/R68E/S22, 23 | 16584 |
| HOGAN | W1 / 268 | T7N/R68E/S15 | 16589 |
| Mid | Q1 / 52 | T7N/R68E/S15 | 16596 |
| Mid #1 | Q1 / 52 | T7N/R68E/S14, 15 | 16597 |
| Mid #2 | W1 / 297 | T7N/R68E/S14, 15 | 16598 |
| Millsite | Q1 / 52 | T7N/R68E/S15 | 16599 |
| Millsite #1 | Q1 / 52 | T7N/R68E/S10, 15 | 16600 |
| Millsite #8 | R1 / 97 | T7N/R68E/S15 | 16604 |
| Minette & Hayes #2 | R1 / 369 | T7N/R68E/S14, 23 | 16633 |
| Minette & Hayes #3 | R1 / 465 | T7N/R68E/S23 | 16634 |
| Minette & Hayes #4 | R1 / 466 | T7N/R68E/S14, 23 | 16635 |
| Minette & Hayes #5 | R1 / 368 | T7N/R68E/S14 | 16636 |
| Minette & Hayes #6 | R1 / 466 | T7N/R68E/S14 | 16637 |
| Moab | Q1 / 51 | T7N/R68E/S14, 15 | 16605 |
| Moab #1 | Q1 / 51 | T7N/R68E/S14 | 16606 |
| Moab #2 | U1 / 15 | T7N/R68E/S14, 15 | 16607 |
| Ridge #1 | R1 / 130 | T7N/R68E/S15 | 16685 |
| Ridge #2 | R1 / 130 | T7N/R68E/S15 | 16686 |
| Ridge #3 | R1 / 130 | T7N/R68E/S15 | 16687 |
| Ridge #4 | R1 / 132 | T7N/R68E/S15 | 16688 |
| Lake Valley Millsite | 137 / 109 | T6N/R67E/S27 | 792474 |
| Lake Valley Millsite #1 | 137 / 111 | T6N/R67E/S5 | 792475 |


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| | | | |
|---|---|---|---|
| Bluebird #4 | 198 / 145 | T7N/R68E/S22 | 893561 |
| Bluebird #5 | 198 / 146 | T7N/R68E/S22 | 893562 |
| Bluebird #6 | 198 / 147 | T7N/R68E/S15, 22 | 893563 |
| Gem #5 | 198 / 148 | T7N/R68E/S22, 23 | 893564 |
| Flo #1 | 231 / 167 | T7N/R68E/S15 | 955048 |
| Flo #2 | 231 / 168 | T7N/R68E/S15 | 955049 |
| Flo #3 | 231 / 169 | T7N/R68E/S15 | 955050 |
| | | | |

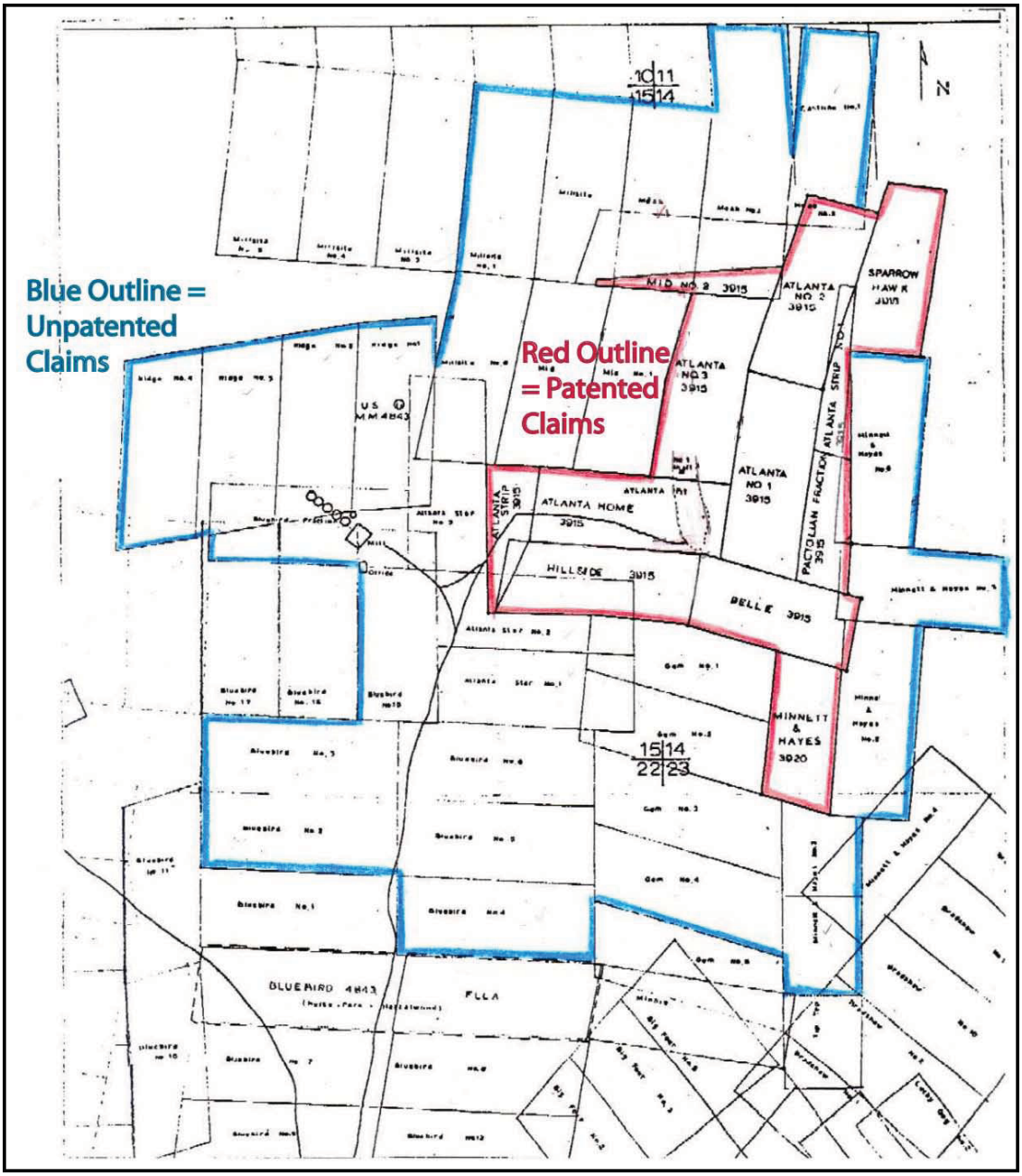


**Figure 4.2 Atlanta Claim Map**


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### 4.3 Terms of Agreement

The underlying agreement for the Atlanta property is a Purchase Agreement between Bobcat Properties, Inc., a Nevada corporation whose principal owner is Rutherford Day, and Desert Hawk Resources. Inc., a Delaware corporation.

The agreement includes 13 patented and 49 unpatented mining claims located in Lincoln County, Nevada and listed in Tables 4.2a & b above. Also part of the agreement are the mill and all other facilities, water rights and power lines and all digital and paper records, maps, reports and assays, as well as drill chips, core and other samples present on the property.

The terms of the agreement are as follows. In exchange for 100 percent ownership of the above described items, Bobcat Properties is to receive a total of US $6 million plus a 3% Net Smelter Return (NSR) royalty upon commencement of production. This royalty is to be paid in "refined gold-silver calculated as gold equivalent in kind, and it is capped at 4000 ounces". The initial payment of $300,000 was made on December 31, 2010, and the remaining $5,700,000 is due on or before February 15, 2011. In addition, a 3% NSR due to Exxon Minerals Corporation for production from the four claims named ATL-122, 124, 125 and 156.

The authors have reviewed an executed copy of this agreement and all appears to be in order.

The agreement between Desert Hawk Resources Inc. and Meadow Bay Capitol Corporation is a purchase agreement. Meadow Bay will acquire all of the issued and outstanding common shares of Desert Hawk (and the Atlanta Mine) in exchange for a $100,000 payment upon execution of a Letter of Intent, and on or before the closing date of February 14, 2011 Desert Hawk Resources will receive 7,500,000 shares of Meadow Bay Capitol Corporation. In addition Meadow Bay will pay $337,500 to Ponderosa, on closing

The authors have also reviewed a copy of the Meadow Bay - Desert Hawk agreement.

## 5.0 ACCESS; CLIMATE; LOCAL RESOURCES; INFRASTRUCTURE; AND PHYSIOGRAPHY

The Atlanta Mine is accessible to a point within 20 miles (32 km) by Highway 93, the main north-south highway across eastern Nevada. The last 20 miles is on a gravel road maintained by Lincoln County. The driving time from Las Vegas, Nevada, is approximately 4.5 hours.

The property is located on the foothills and adjacent valley floor at the north end of the Wilson Creek Range. Topography is moderate and elevations range from 6,500 to 7,800 feet (1980 to 2380 meters). The project area is typical of eastern Nevada desert. Vegetation at lower elevations consists of sagebrush and grasses whereas pinion and juniper trees are common at higher elevations. The climate is high semi-desert with about 10 inches (33 cm) of rainfall per


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year, mainly as sparse winter snow and summer thunderstorms. Summers are hot and dry although temperatures rarely exceed 100 degrees F (38 C). Winters are moderate with temperatures rarely less than 10 degrees F (-12 C) and modest snowfall accumulation. The area is suitable for year-round operations. There is no appreciable surface water on the property but groundwater was encountered in drilling at 1200 feet below the surface.

The Atlanta Mine is a two-hour drive from Ely (population about 4,000 people), which is a potential source of labor and basic supplies. The city of Las Vegas can provide most other supplies and heavy equipment. A functioning 3-phase power line stretches approximately 16 miles (26 km) from Highway 93 to the project site. The line terminates at a 480 volt substation to the north of the mill and was the primary source of power when the mill was in operation. A functioning telephone communications landline to the caretaker's quarters also exists. Process water is available at a well located about 10 miles (16 km) to the east of the property in Lake Valley. During past mining operations this well produced 350 gallons per minute. However, sections of the pipeline from the well to the mine site have fallen into disrepair.

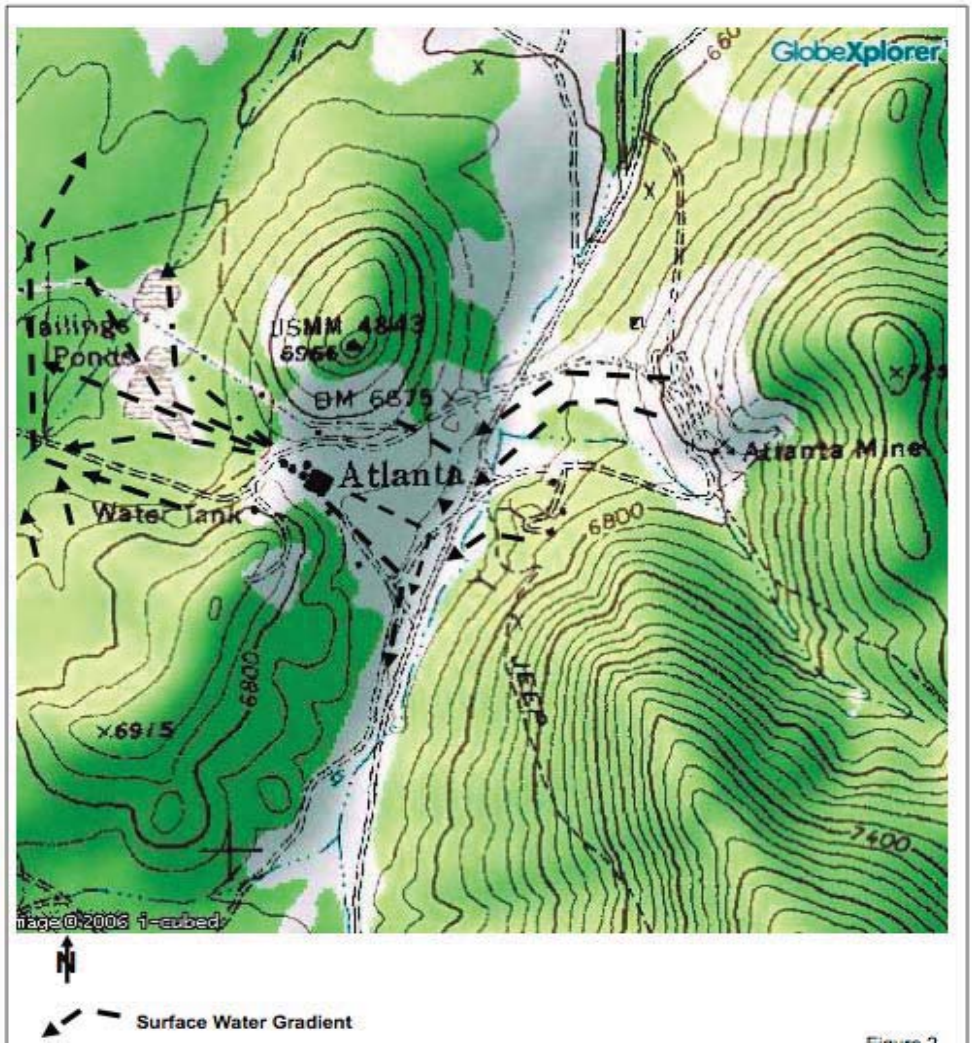


**Figure 5.1 Atlanta Area Topographic and Facility Map**


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## 6.0 HISTORY

The early history of the property was documented by Mr. Prochnau in his December 1992 report, and summarized further here (note that all resource and reserve calculations noted in this section are not NI 43-101 compliant). Gold was discovered about 2 miles (3.2 km) west of the Atlanta Project at Silver Park in the 1860s. Mineralization at Atlanta was probably identified at the time but serious development was not undertaken until 1905 when a 400 ft (121 meter) shaft and a series of crosscuts at the 100 ft (30 meter) and 200 ft (61 meter) levels were driven in a search for high grade ore shoots. Numerous sampling programs and general investigations were carried out over the next 50 years.

In 1954 the Atlanta Gold and Uranium Company undertook the first production with a shipment of 22,000 tons of ore grading 0.33 oz per ton Au and 1.16 oz per ton Ag to Kennecott's McGill smelter. A&B Gold Silver Mines purchased the property in the mid-1960s and moved the existing plant from the Adelaide District in northern Nevada to the site. They treated an additional 27,000 tons from a number of shallow pits before selling the property to Golden Cycle Corp. in 1969.

Bobcat Properties Inc. acquired the property from Golden Cycle in 1970 and shortly afterward entered into a joint venture agreement with Standard Slag Company to develop the mine. Acting as the operator of the joint venture, Standard Slag rehabilitated the mill and commenced operation from the present pit in 1975. During the 10-year operating period through early 1985 the Bobcat / Standard Slag joint venture mined about 1,500,000 tons grading 0.09 oz per ton Au and 1.25 oz per ton Ag. Approximately 110,000 ounces of gold and 800,000 ounces of silver were produced.

**Figure 6.1 Atlanta Mill - Crusher Complex**


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The mill was rated at a capacity of 800 tons per day. A three-stage crushing circuit fed ore into one primary and two secondary ball mills and was reduced to 90% <100 mesh. Cyanide solution was introduced in the ball mills and the slurry was fed into three agitator tanks. The over flow was pumped into the first of five dewatering thickeners. The process tailings were pumped into the tailings pond as a slurry. Recovery of precious metals from the pregnant solution was by the Merrill Crowe process. Powdered zinc was added to the pregnant solution to create a precipitate. From 1975 to 1977 the precipitate was mixed with a borax/soda ash/sodium nitrate/silica flux that was placed into an oil-fired melting furnace with the resulting molten gold poured into conical molds. After 1977 the furnace was shut down and the precipitate was shipped offsite for final processing. Permanent buildings include the mill, office / lab, smelting building and a caretaker's quarters.

**Figure 6.2 Atlanta Mill - Ball Mill**

The mine was closed in 1985 as the result of falling gold prices and the Standard Slag joint venture was terminated. Bobcat has kept the property on a care and maintenance basis from the closure of the mine to the present time. In a 1985 report Legend Mining Laboratory appraised the Atlanta mill at a replacement cost of $12,494,523.


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**Figure 6.3 Atlanta Mill - Agitator tanks**

Bobcat entered into an option purchase agreement with Gold Fields Mining Corp. in late 1990. As part of the agreement, Gold Fields initiated an extensive exploration program with the goal of outlining reserves of 1,000,000 ounces of gold. Goldfields conducted detailed geologic mapping of the Atlanta pit and Bradshaw areas on the Bobcat Property as well as the nearby Silver Park, Solo Joker / Miner's Delight and Hulse Mine areas. They did detailed rock-chip geochemical surveys on and around the principal prospect areas. Grid soil geochemical surveys for gold silver, arsenic, antimony and mercury were conducted over the Bradshaw prospect area and outlying claims. A sage geochemical survey was conducted over the gravel-covered area north of the Atlanta pit. Induced polarization / resistivity, AMT, magnetic and radiometric surveys were conducted over the mine and areas to the north and south of it. Aerial photography was taken and topographic maps were prepared at a scale of 1" = 200 ft with a 5 ft contour interval. A drilling program consisting of eleven core or combination reverse circulation / core holes totaling 9,286 ft (2831m) and seventy-one reverse circulation holes totaling 46,735 ft (14,248m) were drilled. Gold Fields located 614 new lode mining claims and entered into exploration agreements on third party claims in the Silver Park, Solo Joker / Miner's Delight and Hulse Mine areas.

Gold Fields did not achieve their goal and terminated the agreement at the end of 1991. The 614 claims acquired through location were assigned to Bobcat Properties upon termination.
Kinross Gold Corp. entered into an option purchase agreement with Bobcat Properties in 1997. They drilled eighty reverse circulation holes totaling 54.255 ft (16,541m), digitized the data


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previously collected and created a wireframe model of the deposit. A resource estimate (not NI 43-101 compliant) was performed using Datamine software. Because the size of the resource did not meet internal investment criteria, Kinross terminated the agreement in 1998.

Cordilleran Exploration Company optioned the property in 2000. They drilled five reverse circulation holes totaling 2,785 ft (849m) before returning the project to Bobcat 2001.

### 6.1 Historical Resource Estimates

Since the termination of mining by Standard Slag in 1985, there have been several resource estimates at the Atlanta Project. These are pre-2001 historical resource estimates, thus readers are cautioned that a Qualified Person has not done sufficient work to classify the historical estimates as current mineral resources and the issuer is not treating the historical estimate as current mineral resources and the historical estimate should not be relied upon. The most recent historic resource estimate, made by Kinross Gold in 1998, was done by competent mining professionals using modern methodologies, but it is not NI 43-101 compliant as noted above.

**Table 6.1 Historical Resources (Not NI 43-101 Compliant)**

| Year | Estimator | Resource (000s t) | Grade | Based On |
|---|---|---|---|---|
| 1992 | Prochnau | 2,466.8 t measured | 0.088 opt Au, 1.27 opt Ag | Drill intercepts, cross-sections, polygons |
| | | 888.2 t indicated | 0.043 opt Au, 0.08 opt Ag | |
| | | 3,355.0 t inferred | 0.076 opt Au, 0.96 opt Ag | |
| | | 1,575.5 t tailings | 0.014 opt Au, 0.884 opt Ag | Standard Slag production records |
| 1998 | Kinross | 6,210.0 t indicated | 0.054 opt Au, 0.506 opt Ag @ 0.02 opt Au cut-off | Drill composites, Data-mine software |
| | | 3,070.0 t inferred | 0.041 opt Au, 0.236 opt Ag @ 0.02 opt Au cut-off | |

## 7.0 GEOLOGIC SETTING

### 7.1 Regional Geology

The Atlanta Project is located in the Basin and Range geological province that covers the area from the Sierra Nevada range west of Reno to the Wasatch Front east of Salt Lake City, Utah, and from southern Idaho into northern Sonora, Mexico. The Basin and Range topography was


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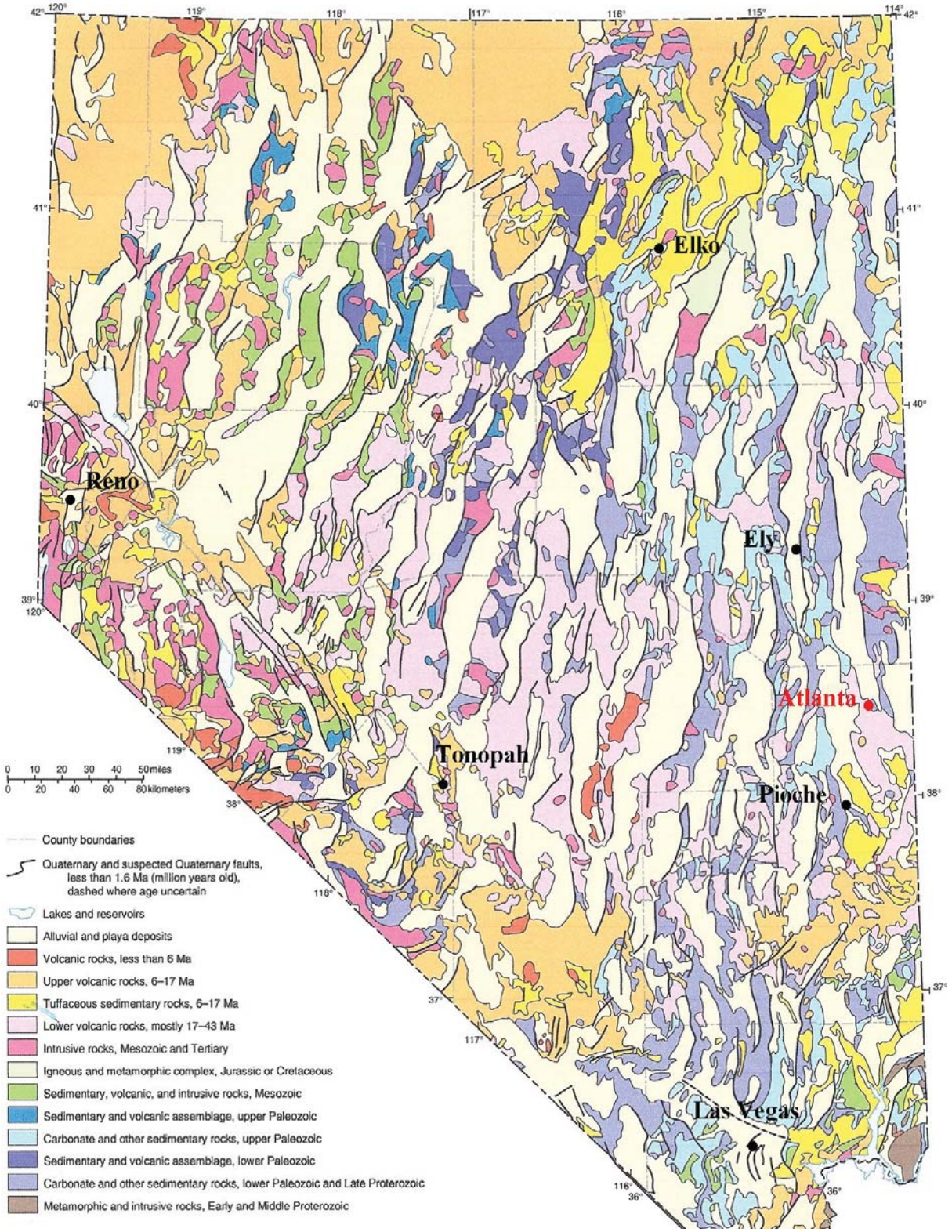


**Figure 7.1 Generalized Geologic Map of Nevada**

created by mid to late Tertiary extensional tectonics, producing a series of roughly north-south


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oriented, fault-bounded mountain ranges separated by basins filled with thick accumulations of younger sediments and volcanic rocks. Topographic relief varies across the Basin and Range, from 1,500 feet to in excess of 5,000 vertical feet. Structural relief throughout the Basin and Range commonly exceeds topographic relief. The geologic section in this area of eastern Nevada is composed largely of thick Paleozoic carbonate units with some quartzite and Tertiary intermediate volcanic units, as shown in Figure 7.1.

## 7.2 District Geology

The Atlanta Project lies at the northern end of the Wilson Creek Range. The core of the range is composed of Ordovician Pogonip Limestone, Eureka Quartzite and Ely Springs Dolomite. Tertiary volcanic, volcaniclastic and intrusive rocks lie to the east of the range front. These are primarily felsic to intermediate in composition. The Tertiary and Paleozoic units are in structural contact with the volcanics in the hanging-wall and the sediments in the footwall. The Atlanta Fault strikes north-south and dips between 50 to 70 degrees to the west. This fault has been interpreted to be a segment of the Oligocene Indian Peak Caldera margin (LaBerge, 1994).

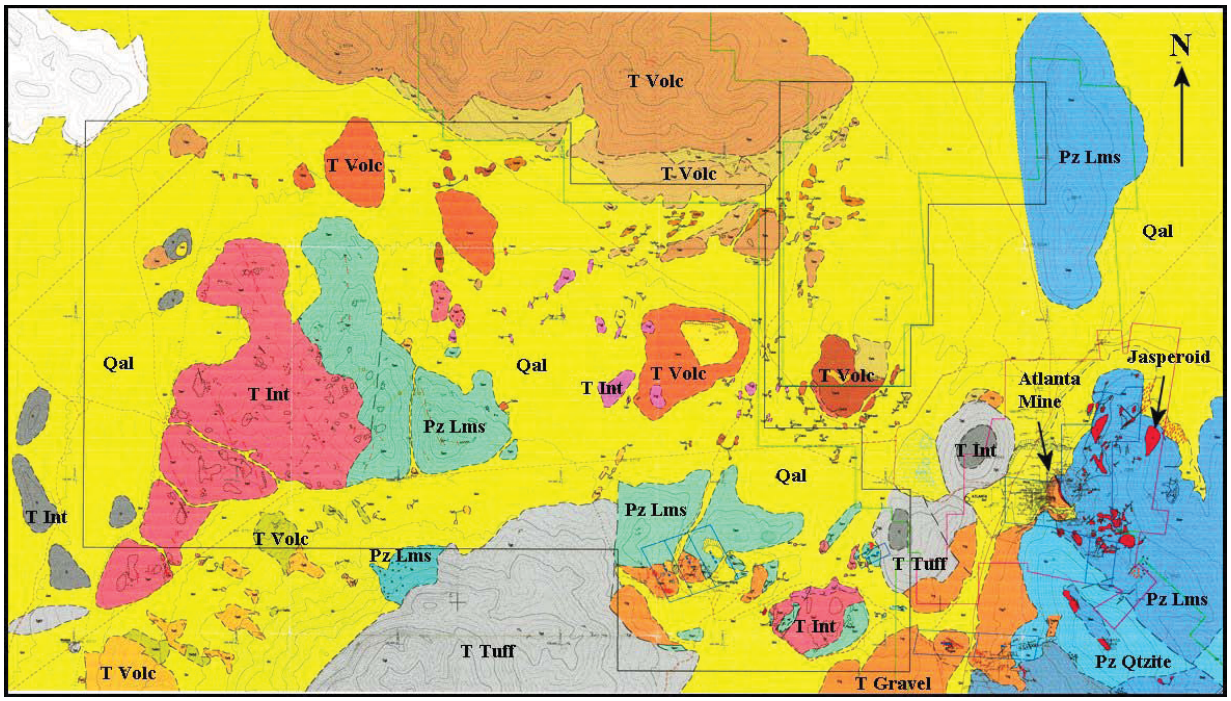


**Figure 7.2. Atlanta District Geology**

## 7.3 Atlanta Project Geology

Gold mineralization at the Atlanta Project is localized along the north-south trending Atlanta normal fault separating the Tertiary volcanic rocks from the Ordovician sediments. In addition a roughly east-west trending fault zone cuts the north-south fault and is also strongly mineralized. Although the bulk of the currently well known mineralization is located in close proximity to the Atlanta fault, appreciable mineralization has also been discovered in the


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hanging-wall volcanics. Brecciation during movement along the fault coupled with pervasive silicification has produced extensive jasperoid breccias which have a consistent width of approximately 100 feet. A similar mineralized breccia is developed along the cross-cutting east-west fault zone. These breccias are the principal ore hosts at the Atlanta Mine.

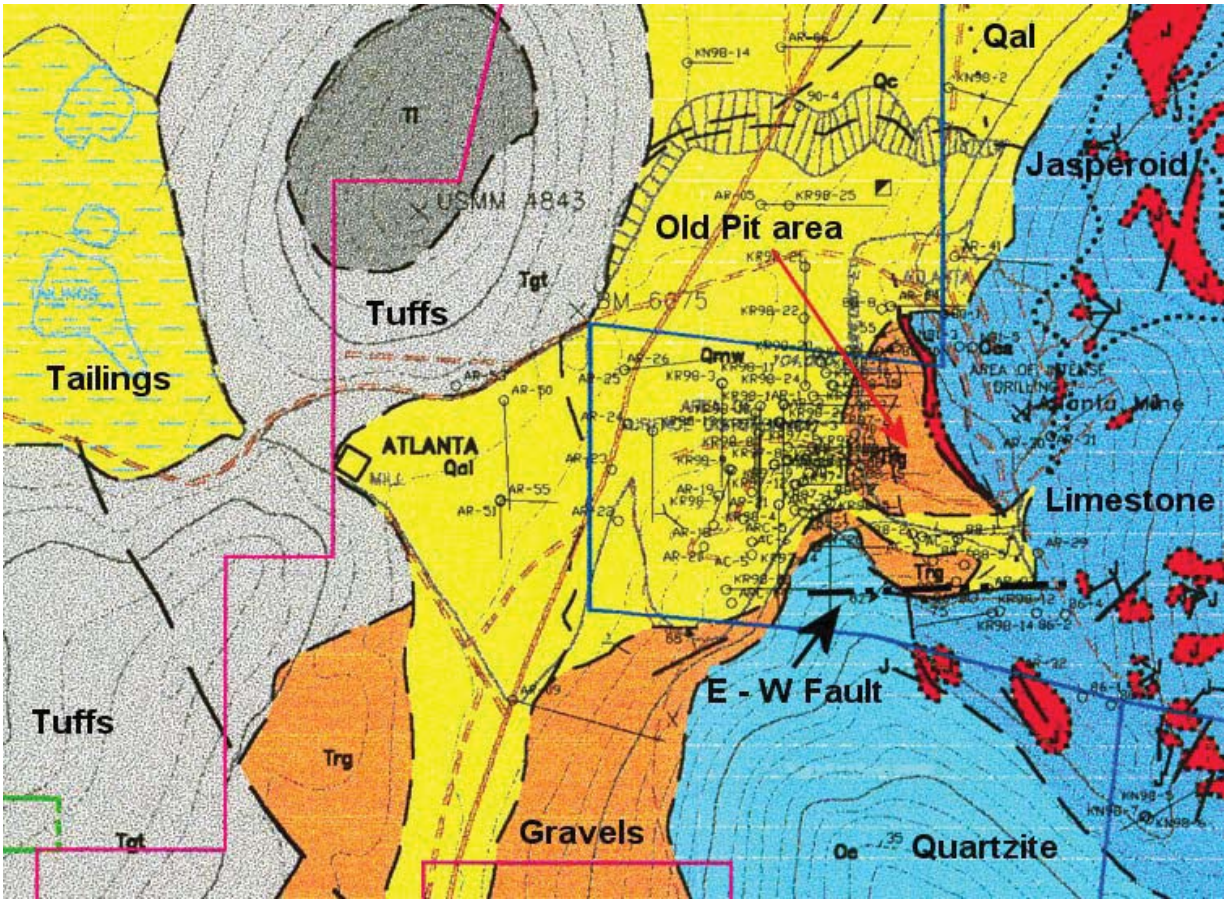


**Figure 7.3 Atlanta Deposit Geology**

## 8.0 DEPOSIT TYPES

### 8.1 Epithermal Breccia Fill and Replacement

The Atlanta Project deposit is characterized as a low sulfidation epithermal fill and replacement of carbonate fault breccias. Hydrothermal fluids have both filled open voids in the breccias as well as replaced individual carbonate clasts. The silica is microcrystalline except where late drusy quartz has been deposited in open spaces. Minor late quartz veinlets cut both the clasts and the breccia fill. The deposit is completely oxidized both in outcrops and the deepest levels of the pit, and the jasperoids are hematite stained. Small amounts of sulfides – primarily pyrite – have been encountered in the deeper drill holes. In additional to the silicification, lesser degrees of argillic (kaolinite, illite) alteration are found in the hanging-wall volcanics. The volcanic breccias and tuffs have also been silicified and cut by minor quartz veinlets. Although the ore minerals have not been microscopically characterized, it is assumed that the gold occurs as electrum.


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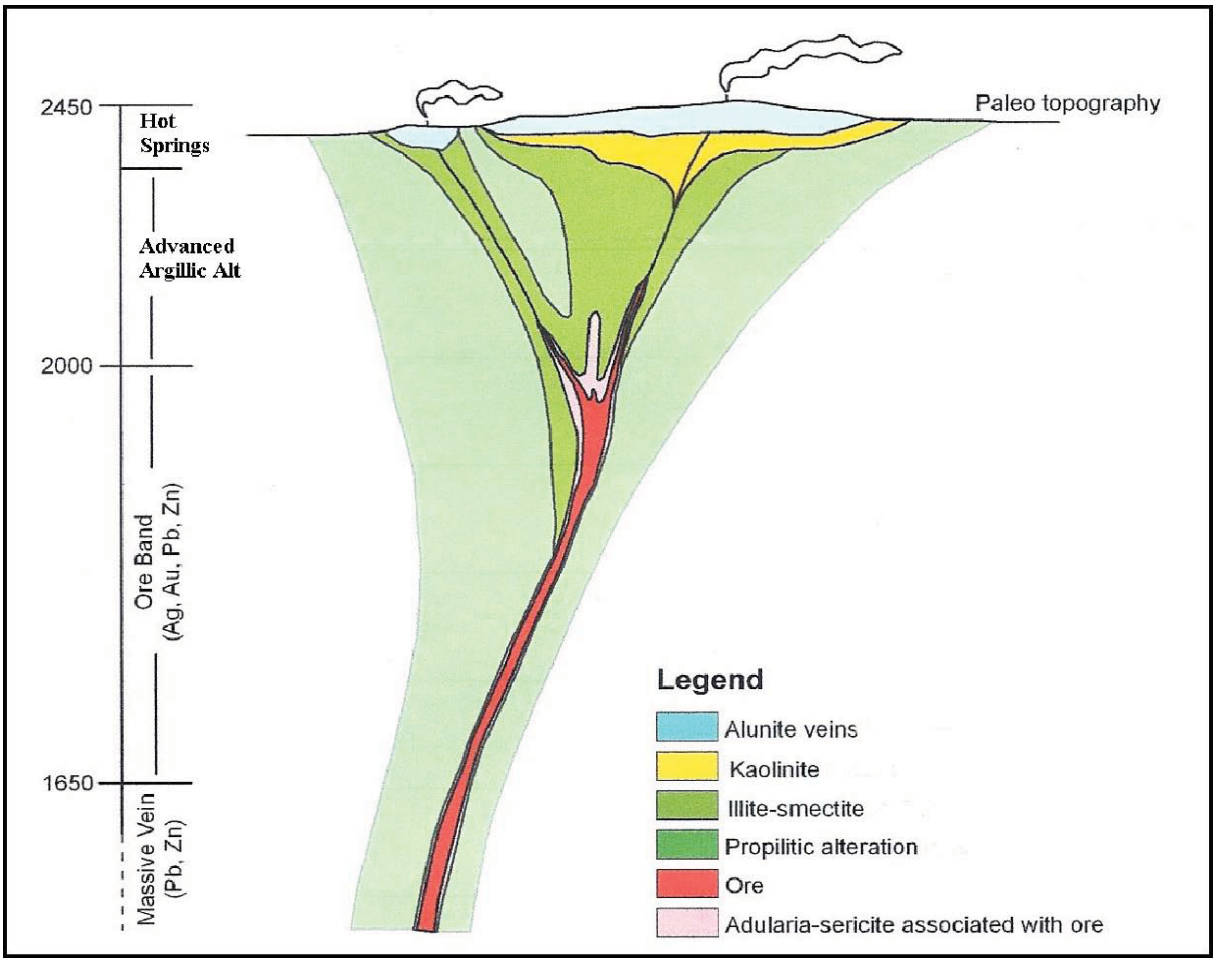


**Figure 8.1 Generalized Epithermal Deposit Model (after Buchanan)**

## 9.0 MINERALIZATION

The gold mineralization at the Atlanta Project is strongly structurally controlled. The primary control is the north-south trending Atlanta Fault that juxtaposes the Tertiary volcanics against the Ordovician sedimentary rocks. A secondary high-angle east-west structure also appears to have been instrumental to localizing the mineralization. At the intersection of the north-trending and east-trending structures both the width and the grade of mineralization is increased relative to adjacent areas along the Atlanta Fault. Disseminated mineralization in silicified and brecciated volcanic rocks in the hanging-wall appears to be genetically related to the east-west trending structure.

Mineralized jasperoid breccias have been followed in outcrop or drill holes for 4000 ft (1,212 m) along the Atlanta Fault. In addition, they have been encountered in drill holes to depths in excess of 1,000 ft (303 m). Similar mineralization persists along the east-west fault zone for at least 1200 feet (366m) along strike and to similar depths.

### 9.1 The Atlanta Mine


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With the exception of sporadic exploration in areas of alteration, anomalous geochemistry and/or small vein mineralization, most of the work at the Atlanta Project has focused on the deposit exploited in the main pit and its down-dip and lateral extensions. Drilling has shown that the mineralized jasperoid horizon occupying the Atlanta fault is continuous for at least 4,000 ft (1,212 m) along strike and through a vertical range of at least 1,000 ft (303 m). However, the open pit mine itself is situated on the thick, high-grade, near-surface portions of this structure. The Bobcat – Standard Slag joint venture mined a segment with a strike length of 650 ft (197 m) with an average width of 85 ft (26 m). The deposit was mined to a depth of 250 ft (76 m) on the west or the hanging-wall side and 450 ft (136 m) on the east or the footwall side. The breccia zone is tabular to lenticular in shape and dips at 45 to 60 degrees to the west. Grades are relatively evenly distributed across the host jasperoid but distinctly higher grades occur within a steeply south plunging core, about 200 ft (61 m) long, in the central part of the mine area. This high-grade core occurs where the east-west cross structure intersects the Atlanta Fault. Deep drilling indicates that the grade and thickness of the deposit remains relatively constant with depth. However, the dip of the breccia zone becomes more shallow at depth and is essentially flat-lying below a vertical depth of 1,000 ft (303 m).

**Figure 9.1a Silicified Jasperoid Breccia**


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**Figure 9.1b Atlanta Pit Geology**

Although no ore-microscopy has been conducted on the ores from the Atlanta Mine, it is assumed that gold particles are in micron size range. The silver:gold ratio is approximately 9:1. The Kinross assay reports suggest that deposit contains approximately 0.1% arsenic.

## 9.2 Hanging Wall Volcanics Mineralization

Deep exploratory drilling has identified mineralizaton in silicified volcanics west of the Atlanta pit. These volcanics have been brecciated with the clasts partially replaced by fine-grained silica. These breccias are thoroughly oxidized and display strong iron oxide staining. The silver content of the volcanic-hosted mineralization is less than the main deposit. This deposit


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is irregular in shape and appears to be controlled by the east-west trending cross structure.

## 10.0 EXPLORATION

This section will briefly summarize the significant historic exploration on the property.

### 10.1 Surface Mapping

Mapping has been completed in a reconnaissance style across the greater project area as a result of the past efforts. Detailed geologic mapping was conducted by Gold Fields over the Atlanta Mine as well as the Bradshaw, Silver Park, Solo Joker / Miner's Delight and Hulse Mine areas. Kinross also did extensive mapping in areas of jasperoid outcrops east of the pit area that are hosted in the Ordovician sedimentary rocks.

### 10.2 Surface Sampling

Gold Fields conducted extensive geochemical sampling using a variety of media. Rock-chip sampling was done around the principle prospect areas. Grid soil surveys were conducted over the outlying claims for gold, silver, arsenic, antimony and mercury. Sagebrush geochemical surveys were conducted over gravel covered areas north of the Atlanta pit. Kinross did additional sampling of jasperoid outcrops in the area east of the Atlanta pit as well as soil sampling in the southeastern part of the claim block.

### 10.3 Underground Sampling

There are no records of sampling of the underground workings dating from early part of the 1900s.

### 10.4 Geophysics

Gold Fields conducted induced polarization / resistivity, AMT, magnetic and radiometric surveys over the Atlanta mine as well as the areas to the north and south of it. This data was reviewed for Kinross by Mr. Joe Anzman and the magnetic and resistivity data were re-contoured. This data was not reviewed by the authors, but is available at the mine office.

## 11.0 DRILLING

### 11.1 Drilling Summary

This section reviews historic drilling on the property. The first drill holes were completed in the mid 1970's by the Standard Slag – Bobcat Properties joint venture. Table 11.1 below summarizes the drilling sequence and footages drilled.


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**Table 11.1 Summary of Historic Atlanta Project Drilling**

| Operator | Date | Program | Footage |
|---|---|---|---|
| Standard Slag - Bearcat Properties Joint Venture | 1975 - 1985 | 98 RC holes | 15,387 ft |
| Bobcat Properties | 1986 - 1990 | 18 RC holes | 12,590 ft |
| Gold Fields | 1990 - 1991 | 9 RC / Core holes<br>73 RC holes | 9,286 ft<br>46,735 ft |
| Kinross | 1997 - 1998 | 80 RC holes | 54,255 ft |
| Cordilleran Exploration | 2000 - 2001 | 5 RC | 2,785 ft |
| **Grand Total Drilling** | | **283 holes** | **141,038 ft** (43,000m) |

Drill logs, assay sheets, coordinates, elevations, depths, azimuths and inclinations are well preserved. The entire drilling database has been compiled into a digital format.

## 11.2 Reverse Circulation Drilling

Over 90% of the 141,038 ft (43,000m) of drilling was by reverse circulation (RC) drilling. This work spanned a 26 year period by several drilling companies. Cuttings were logged and sampled by several geologists at various levels of detail, and samples were assayed by different analytical laboratories.

The commercial laboratories used by Gold Fields, Kinross and Cordilleran Exploraton are considered to be reputable labs with facilities in Reno with quality control and assay procedures that were consistent with best practices at the time of the drilling. All drill sites were surveyed relative to established survey grid points. All of this data remains available.

## 11.3 Core Drilling

At the Atlanta Project, core drilling comprised less than 10% of the total footage drilled. Core drilling was performed only during the Gold Fields exploration program and was done after drilling a pilot hole by reverse circulation with coring of only select intervals. The core was washed and photographed in the core boxes. The core was then logged in detail by the geologist for geology, mineralization and alteration. The core was sawn lengthwise with half sent to the lab for analyses and the other half retained in the core box. The core remains stored at the mine site in the mill building.


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## 12.0 SAMPLING METHOD AND APPROACH

### 12.1 Sampling Summary

This section reviews the historic sampling data from previous operators at the Atlanta Project.

### 12.2 Rock Chip Sampling

Rock chip sampling methods used by the several groups exploring the property are not well documented. From brief descriptions, these were generally samples selected to be representative of something specific at each site, thus they were selectively collected rather than randomly collected. Some were single specimens, but most were composed of several to many chips of rock over a specific area, such as a one meter by one meter square series of chips on an outcrop, to represent an average value for that outcrop. Locations were noted on a map and marked in the field with a tag. Samples were collected in a cloth sample bag with the number written on the outside and a tag placed in the bag.

### 12.3 Reverse Circulation Drilling Sampling

At the time of nearly all of the reverse circulation drilling done at Atlanta before 1990, the holes were drilled dry using compressed air (no drilling fluids added) to as great a depth as possible, until the water table was reached. The whole area drilled at Atlanta is above the water table. An exception to drilling dry was that in areas of badly broken rock with poor sample return, it became necessary to either stop the hole or continue using drilling fluids, occasionally just water, but usually with mud additives (e.g. bentonite).

When drilling dry, sampling was quite simple. The drill cuttings for each 5-foot interval were allowed to accumulate in the cyclone with some fine dust blowing out the stack. At the end of every 5 feet (1.52m), the sample was dumped from the cyclone through a riffle splitter set up so that two samples were collected about 5 pounds (2.3kg) in weight. The second sample was kept as a reference sample or to be sent to the lab as a duplicate. The cyclone and splitter were blown clean with compressed air between samples.

During wet drilling, the sample passed from the cyclone to a rotary wet splitter in which the sample material was distributed over a series of slots which divide the sample material into equal size samples and the excess was discharged. It was important to thoroughly rinse the cyclone and splitter with water between samples. Sample bags were marked as in dry sampling. A pair of duplicate samples was commonly collected for each interval

### 12.4 Core Sampling

Core only comprised less than 10% of the footage drilled. Core was carefully marked by the geologist into sampling intervals. The core was carefully re-aligned in the box and a center line was marked on the core. It was split, as well as possible, into equal halves using a diamond saw. Half of each core interval was bagged in carefully labeled cloth bags with a sample tag inside. The second half was retained for reference.


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## 13.0 SAMPLE PREPARATION, ANALYSIS AND SECURITY

### 13.1 Sample Preparation and Analytical Procedures

While careful research in the files at the Atlanta Mine might reveal more details, the authors are unaware of sample preparation and assay procedures used by the earlier workers at Atlanta. Assay certificates prepared by Chemex (now ALSChemex) are available from the work done by Kinross Gold in 1997 and 1998. Although they are 13 years old, it should be possible to reconstruct the assay and quality control procedures used by Chemex at that time as part of an effort to make the Kinross work NI 43-101 compliant, and possibly others as well.

### 13.2 Security

Security protocols were not stated by any of the prior operators of the property or are not available.

## 14.0 DATA VERIFICATION

### 14.1 Quality Control

None of the prior project operators discussed quality control procedures in their reports. It may be possible to acquire information on QA/QC procedures at the time the exploration programs were done by contacting those labs that still exist, or personnel who worked on the project. T. Masters of Desert Hawk completed a due diligence study of the project in 2010, which was carefully reviewed by the authors.

### 14.2 Historic Drilling Survey Data

All of the historic drill hole collars were surveyed as completed and are referenced to the same survey grid. This data is preserved in the database and was used in the resource estimation process used by Kinross Gold.

## 15.0 ADJACENT PROPERTIES

There are no operating mines or near-production properties within 20 miles (32 km) of the Atlanta Project.

## 16.0 MINERAL PROCESSING AND METALLURGICAL TESTING

### 16.1 Ore Description

The mineralization at the Atlanta Project consists of micron-sized electrum particles hosted in oxidized jasperoid breccia. It is not known which silver minerals are present. There are no obvious cyanocides in the ore although some manganese oxides were observed in the pit. However, silica encapsulation was a significant problem and required reducing the ore to a


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very fine size (minus 100 mesh) in order to recover the gold and silver. Direct cyanidation of run-of-mine ore by heap leaching was ineffective.

The gangue mineral is primarily fine-grained quartz. Minor amounts of calcite, hematite and manganese oxide are present. There are no visible arsenic minerals although its presence is indicated in geochemical analyses.

### 16.2 Metallurgy

There has been no metallurgical testing, that the authors are aware of, since the mill closed in 1985.

Early testing (1970's) showed that the Atlanta Mine material required extensive grinding to overcome silica encapsulation problems. When ground to <100 mesh, the ore was receptive to agitated cyanide leaching coupled with a Merrill-Crowe recovery plant. Based on the Standard Slag / Bobcat production records, 81.5% of the gold and 42.7% of the silver were recovered. The details of the processes used can probably be extracted from the production records.

Heap leaching was demonstrated to be ineffective based on the small test heap attempted by Standard Slag / Bobcat. Recoveries were very low on run of mine material.

While it is likely that a finer grind would result in improved recoveries, new testing will be required to optimize such things as grind size, residence time in the vats, reagent concentrations and other aspects of the recovery process and economics. During the mill's life the capacity of the ball mill circuit was the bottleneck in the rate of production.

## 17.0 MINERAL RESOURCE ESTIMATE

Meadow Bay Capital Corporation has not calculated a mineral resource for the Atlanta Project. The historic estimates are listed in Table 6.1. In general Meadow Bay Capital Corporation believes that the historical resource calculated by Kinross in 1998 is a reasonable estimate based on the data available at the time. However, this estimate cannot be verified, as insufficient data is currently available to allow it to be NI 43-101 compliant. It may prove possible to make this compliant by acquiring additional data. In addition to such efforts, Meadow Bay Capital Corporation plans additional drilling and modeling to be able to calculate an NI 43-101 compliant resource.

## 18.0 MINERAL RESERVE ESTIMATE

No reserves were calculated in this study.

## 19.0 OTHER RELEVANT DATA AND INFORMATION

Between 1975 and 2001, drilling and related expenses on the property total approximately $4,230,000. Between 2007 and 2010, Bobcat Properties, Inc. has expended a minimum of $176,856, as tabulated below. In addition, Desert Hawk Resources, Inc. has expended


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$300,000 in 2010 on the Atlanta project.

| | | |
|---|---|---|
| **2007** | **Land** | **$24,965** |
| | **Legal** | **$20,000** |
| | **Technical Reporting** | **$20,000** |
| | **Reclamation** | **$ 6,000** |
| **2008** | **Land** | **$24,965** |
| **2009** | **Land** | **$16, 020** |
| **2010** | **Land** | **$16,020** |
| | **Maintenance, repairs** | **$46,886** |
| | **Total** | **$176,856** |

The authors are unaware of additional information concerning the Atlanta Project that is pertinent to this technical report.

## 20.0 INTERPRETATIONS AND CONCLUSIONS

The authors have reviewed the Atlanta project data, and have visited the site. They believe that the data presented by Meadow Bay Capital Corporation provides an accurate and reasonable representation of the Atlanta gold project.

From their review of the available data, it is apparent to the authors that the mineralization exists as has been represented by prior workers. There is a substantial resource present in the Atlanta mine area as shown by the drilling, sampling and mapping done by prior operators of the property. Historic resource estimates are not NI 43-101 compliant, but could perhaps be made compliant by additional examination of the data by a "Qualified Person". With additional drilling and other work with existing data it is likely that this resource could be properly quantified. Comparing metal prices and other economic data from the time of the 1998 resource (not NI 43-101 compliant) estimated by Kinross with current data, it would appear that there is an excellent probability that a larger resource may be present on the Atlanta property.

The mineralization exploited by the earlier pit clearly extends beyond the pit limits both along strike and down dip as indicated by drilling in the 1990's. In addition the strongly mineralized east-west structure, poorly known during the period of mining, extends some distance into the footwall of the main structure and several hundred feet into the hanging wall. Also there were several intercepts well below the existing pit which had gold grades which could potentially be mined in an underground scenario. All of these extensions of the early pit offer potential for resource expansion which will require additional drilling and other work to better define them.


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## 21.0 RECOMMENDATIONS

Integrating all the available data from past workers into a computerized three dimensional geologic model will aid greatly in interpreting the data and guiding future work. This will serve to guide the next phase of exploration and development work at the Atlanta project.

Metallurgical testing will be very important for determining the most effective method of processing material from the Atlanta deposit (probably agitated leaching as before). This information will drive the redesign and restoration of the existing processing facility. It will also be necessary for an expert to evaluate the existing mill and determine the effort and cost necessary to modernize the existing mill to prepare it for production.

A thorough review of the work done by Kinross Gold to produce their resource estimate may allow Meadow Bay to convert this into an NI 43-101 compliant resource. Another result of this process will demonstrate areas that require additional infill drilling to consolidate the resource. It will also define areas for development drilling to expand the resource.

The current intention is to study a series of conceptual models of phased pit expansions, if mining can be demonstrated to be feasible. The objective would be to create cash flow as early in the process as possible.

It will also be necessary to move forward with environmental issues (already partially addressed) as well as metallurgical testing and preliminary engineering studies.

### 21.1 Atlanta Project Budget - 2011

The planned program and budget for 2011 is as follows:

| | |
|---|---|
| Create 3D database in MapInfo, including software | $150,000 |
| Metallurgical review and ore testing | 200,000 |
| Drilling – both confirmation and in-fill. 30,000 ft @ $25/ft | 750,000 |
| Create a NI 43-101 compliant resource estimate | 75,000 |
| Evaluate existing mill components; create re-furbishment plan | 100,000 |
| Permitting | 150,000 |
| Preliminary mine design | 75,000 |
| General & Administrative | 200,000 |
| Total | $1,700,000 |


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## 22.0 REFERENCES

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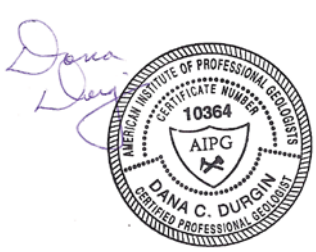
## 23.0 DATE AND SIGNATURE PAGE

Dana C. Durgin, CPG 10364
Reno, Nevada January 21, 2011




Douglas H. Oliver
Reno, Nevada January 21, 2011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## 22.0 CERTIFICATES OF AUTHORS

I, Dana C. Durgin, do hereby certify that:

1. I am Principal Geologist of: Delve Consultants, 2881 Fargo Way, Sparks, Nevada, USA 89434

2. I graduated with a degree in Geology from Dartmouth College in 1970. In addition, I obtained a Masters Degree in Geology from the University of Washington in 1972.

3. I am a member of the American Institute of Professional Geologists (CPG #10364), a Registered Professional Geologist in Wyoming (PG-2886), and a member of the Geological Society of Nevada.

4. I have worked as a geologist for a total of 37 years since my graduation from university. I have completed several NI 43-101 Technical Reports for projects in Mexico and the USA

5. I have read the definition of "qualified person" in National Instrument 43-101 and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of NI 43-101.

6. I reviewed the data, co-authored the report, and as a "Qualified Person" supervised, collaborated with and reviewed the work of Mr. Oliver. I am responsible for the preparation of the technical report titled "Technical Report, Geology and Mineral Resources, Atlanta Project, Lincoln, Nevada, for Meadow Bay Capital Corporation, based upon my critical review of current and historical technical information.

7. I visited the Atlanta mine site January 17 and 18, 2011. I have had no prior involvement with the property that is the subject of this report.

9. As of the date of this certificate, to the best of my knowledge, information and belief, the technical report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

10. I am independent of the issuer and have no financial or material interests in the property or with Meadow Bay Capital Corporation.

11. I have read National Instrument 43-101 and Form 43-101F1, and the Technical Report has been prepared in compliance with that instrument and form.

12. I consent to the use and public filing of this Technical Report prepared for Meadow Bay Capitol Corporation, and to the filing of extracts from or a summary of the Technical Report in the written disclosure of Meadow Bay Capitol Corporation as required, and confirm that it fairly represents the data of the Atlanta project.

Dated this 21st day of January 2011.

Dana C. Durgin


2881 Fargo Way, Sparks, NV 89434 Tel/Fax 775-356-6121 diverdana@hotmail.com

I, Douglas H. Oliver, do hereby certify that:

1. I am a Consulting Geologist with a business address at: 4812 Bransford Rd, Colleyville, TX, USA .

2. I graduated with a Bachelor of Arts degree in Geology from Rutgers University in 1973, a Master of Business Administration degree from the University of Texas in 1988 and a Doctorate degree in Geology from Southern Methodist University in 1996.

3. I am a member of the American Institute of Professional Geologists and a member of the Geological Society of America.

4. I have worked as a geologist for a total of 32 years since my graduation from university.

5. I have read the definition of "qualified person" set out in National Instrument 43-101. By this definition, I do not fulfill the requirements to be a "qualified person" for the purposes of NI 43-101.

6. I reviewed the technical data, co-authored the report and am responsible for sections 7 through 19 of the report titled "Technical Report, Geology and Mineral Resources, Atlanta Project, Lincoln County, Nevada", for Meadow Bay Capital Corporation.

7. I have visited the Atlanta Project on several occasions since February, 2007, including January 17 and 18, 2011.

8. I have had no prior involvement with the property that is the subject of this report.

9. As of the date of this certificate, to the best of my knowledge the technical report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

10. I am independent of the issuer, and have no financial or material interests in the property or with Meadow Bay Capital Corp.

11. I have read National Instrument 43-101 and Form 43-101F1, and the Technical Report has been prepared in compliance with that instrument and form.

12. I consent to the use and public filing of this Technical Report prepared for Meadow Bay Capital Corporation, and to the filing of extracts from or a summary of the Technical Report in the written disclosure of Meadow Bay Capital Corporation, as required, and confirm that it fairly represents the data of the Atlanta project.

Douglas H. Oliver
January 21, 2011


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