

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

MEADOW BAY CAPITAL CORPORATION (the "Company")  
Suite 804 – 750 West Pender Street  
Vancouver, BC V6C 2T7

**Item 2: Date of Material Change**

April 14, 2011

**Item 3: News Release**

A news release was issued and disseminated on April 14, 2011 through Market News and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Changes**

The Company announced drill results from its Colorback Gold Project located between Barrick's Pipeline and Hilltop Gold deposits in Nevada.

**Item 5: Full Description of Material Change**

Please see the news release attached as Schedule "A" hereto, for a full description of the material change.

**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:

Terry Fields, Director  
Tel: (604) 682-2928  
Fax: (604) 685-6905

**Item 9: Date of Report**

April 26, 2011

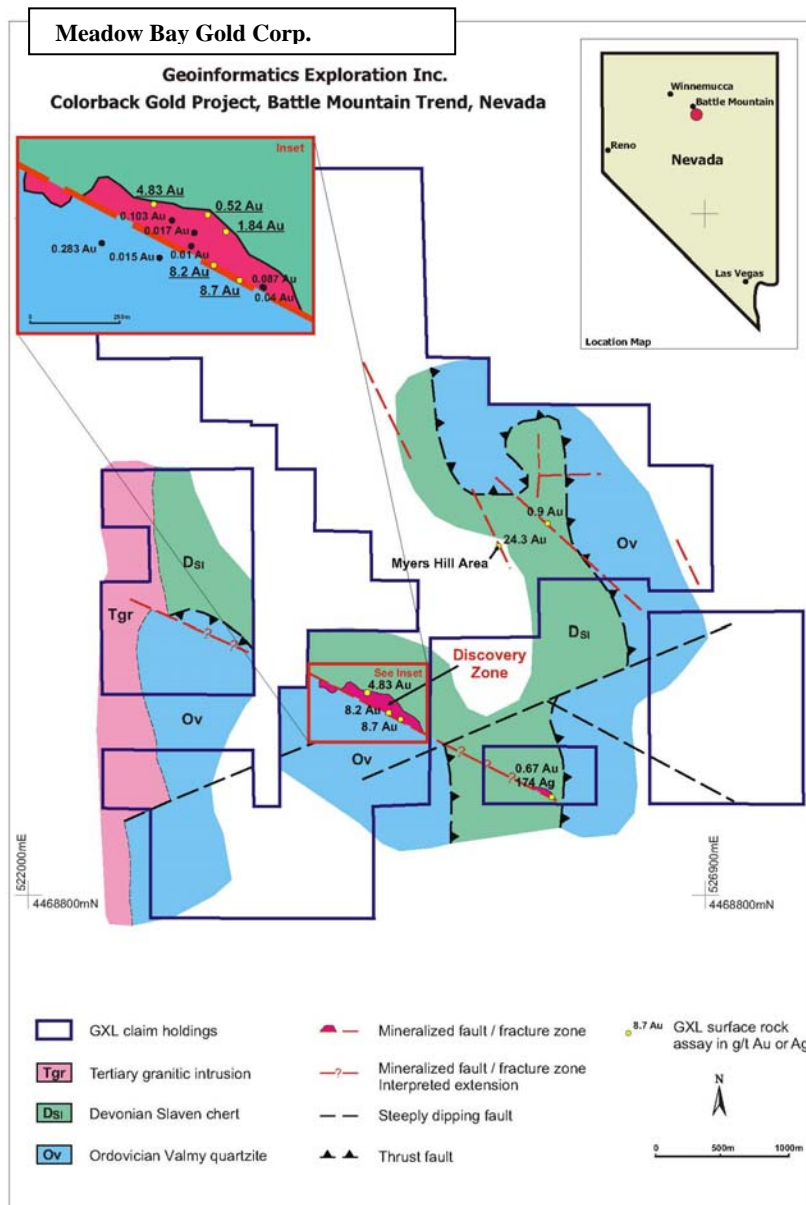
Schedule "A"

MEADOW BAY CAPITAL CORPORATION  
 Suite 804 – 750 West Pender Street  
 Vancouver, BC V6C 2T7

TSX-V: MAY

**Meadow Bay Gold announces follow-up Drill Plan from Prior High Grade Drill results at its Colorback Gold Project in Nevada**

Vancouver, Canada- (MarketWire) – April 14, 2011 - Meadow Bay Gold Corporation (the "Company") (TSXV:MAY) (Frankfurt: 20M , WKN A1C3DN) is pleased to announce drill results from its its Colorback Gold Project located between Barrick's Pipeline and Hilltop Gold deposits in Nevada (see below for location map)

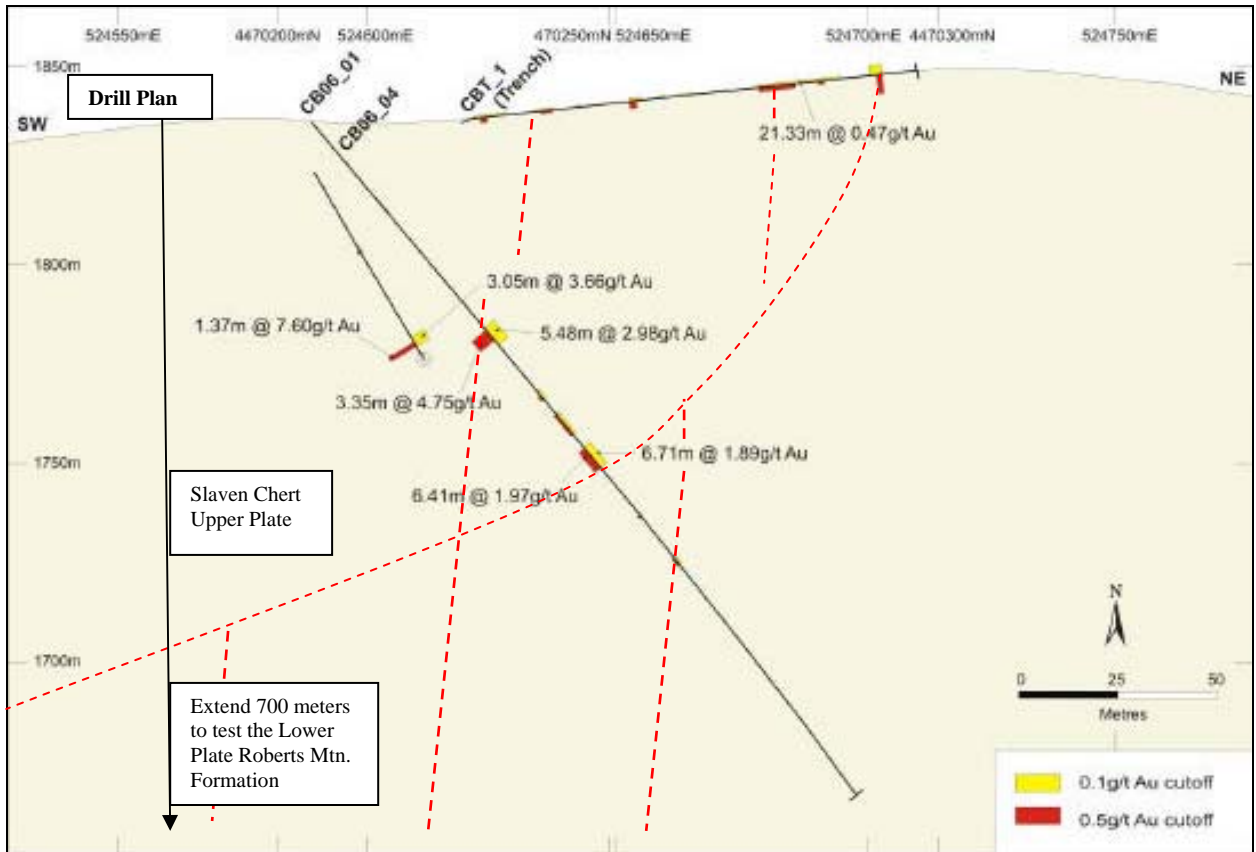


One trench and four core holes were drilled in the Colorback Gold Project prior to its acquisition by the Company. Highlights from the drill program are noted below:

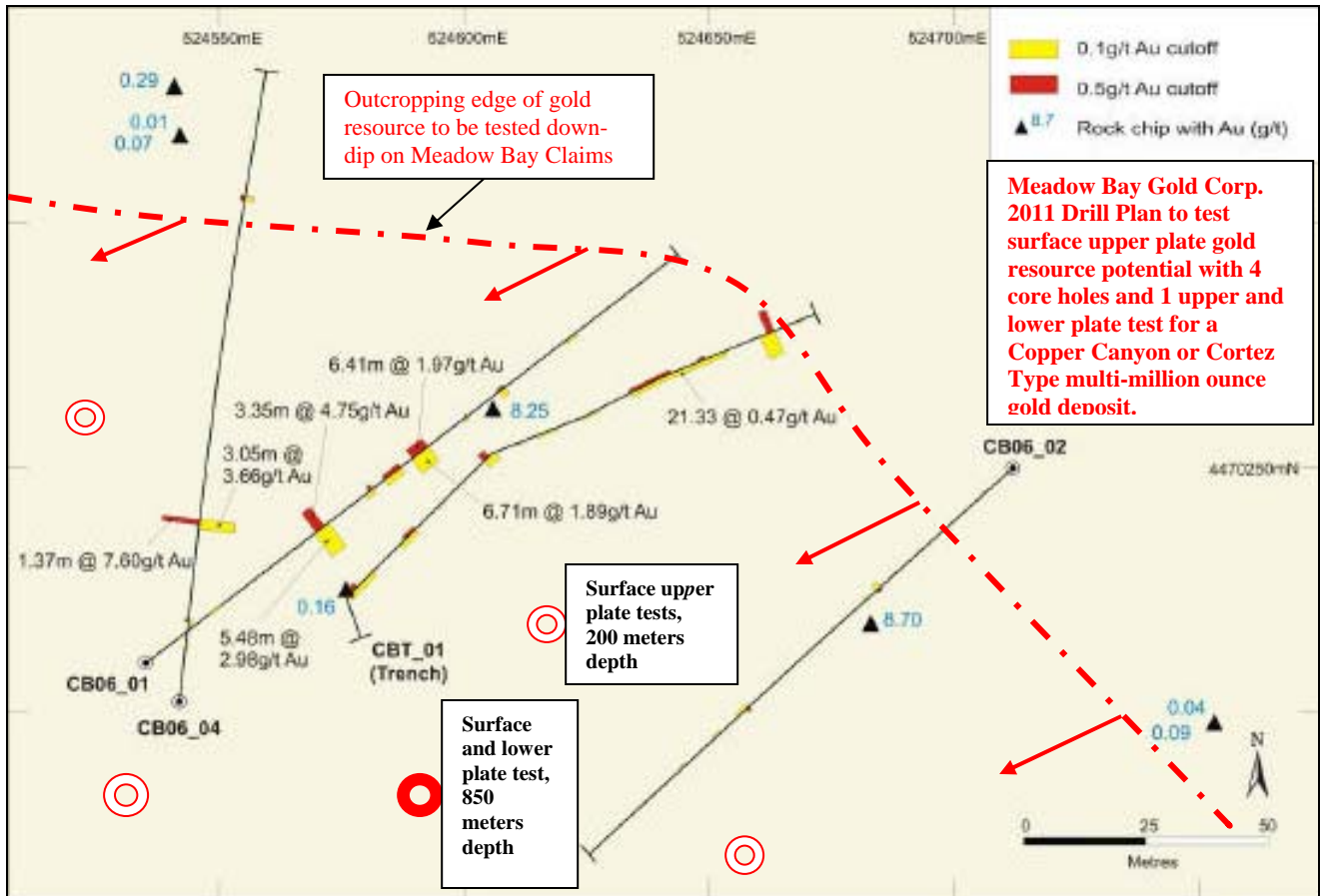
Hole_Id	M From	M To	Interval Width meters	Gold Grade ppb	Intercept Description (1000ppb = 0.0292opt gold)
CB-01	67.67	71.63	3.96	4,080	3.96m @ 4,080.96 ppb
CB-01	88.09	90.98	2.89	627	2.89m @ 627.38 ppb
CB-01	95.86	97.38	1.52	763	1.52m @ 763.00 ppb
CB-01	101.19	102.41	1.22	2,052	1.22m @ 2,052.00 ppb
CB-01	106.98	108.51	1.53	787	1.53m @ 787.00 ppb
CB-01	109.27	113.39	4.12	2,742	4.12m @ 2,742.44 ppb
CB-01	143.56	144.93	1.37	628	1.37m @ 628.00 ppb
CB-01	169.32	170.84	1.52	301	1.52m @ 301.00 ppb
CB-01	172.52	173.74	1.22	397	1.22m @ 397.00 ppb
CB-02	57	58.83	1.83	664	1.83m @ 664.00 ppb
CB-02	115.52	117.04	1.52	861	1.52m @ 861.00 ppb
CB-03	75.9	78.64	2.74	904	2.74m @ 904.34 ppb
CB-04	54.56	57.61	3.05	3,655	3.05m @ 3,655.58 ppb
CB-04	160.32	161.85	1.53	882	1.53m @ 882.00 ppb
CBT-1	9.14	15.24	6.1	594	6.1m @ 594.69 ppb
CBT-1	25.91	28.96	3.05	681	3.05m @ 681.23 ppb
CBT-1	48.77	50.29	1.52	1,602	1.52m @ 1,602.00 ppb
CBT-1	62.48	64.01	1.53	490	1.53m @ 490.00 ppb
CBT-1	70.1	71.63	1.53	309	1.53m @ 309.00 ppb
CBT-1	82.3	91.44	9.14	815	9.14m @ 815.85 ppb
CBT-1	97.54	99.06	1.52	664	1.52m @ 664.00 ppb
CBT-1	111.25	114.3	3.05	2,483	3.05m @ 2,483.41

Tim Master, head of Meadow Bay's Nevada operations commented, "We are very excited to report our 2011 drill plan for these drill results which provide an indication of near surface high grade gold mineralization. The results will help guide the Company's exploration program for surface upper thrust plate-hosted gold resources in the Devonian Age Slaven Chert and lower plate carbonate hosted lower plate gold mineralization in the projected Wenban and Roberts Mountain Formations, compliant with NI 43-101 standards."

Below is a cross section and plan map of core holes CB-01 and CB-04 showing the dip of mineralization from the surface under trench 01 and the drill plan to test the surface Slaven Chert hosted gold mineralization and the location of the lower plate Roberts Mountain test.



The five drill hole plan for Colorback is illustrated below:



The next round of drilling will test the surface upper plate resource with 4 core holes and the larger lower plate Copper Canyon or Cortez Type potential with one 850 meter core hole. The Company is currently completing a comprehensive Technical Report pursuant to NI 43-101 for an in-depth discussion of these gold target types.

The contents of this news release have been reviewed by Tim Master, a Qualified Person under National Instrument 43-101, officer of the Company's Nevada based subsidiary and target generator of the Colorback Project.

Meadow Bay Gold Corporation  
 Robert Dinning, CEO  
 Matthew Harrington, Investor Relations  
 Tel: 613-882-7467

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