

**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**

May 10, 2011

**Item 3: News Release**

A news release was issued and disseminated on May 10, 2011 through Market News and filed on SEDAR at [www.sedar.com](http://www.sedar.com) on May 17, 2011.

**Item 4: Summary of Material Changes**

The Company announced the results of surface samples on its Colorback Gold Project located 12 miles north of Barrick's Pipeline Mine 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:

Robert Dinning, Chairman and Director  
Tel: (604) 682-2928  
Fax: (604) 685-6905

**Item 9: Date of Report**

May 17, 2011.

Schedule "A"

**MEADOW BAY GOLD CORPORATION**

# 804 – 750 WEST PENDER STREET  
 VANCOUVER, BC V6C 2T7  
 T: 604-682-2928 F: 604-685-6905

May 10, 2011 – News Release

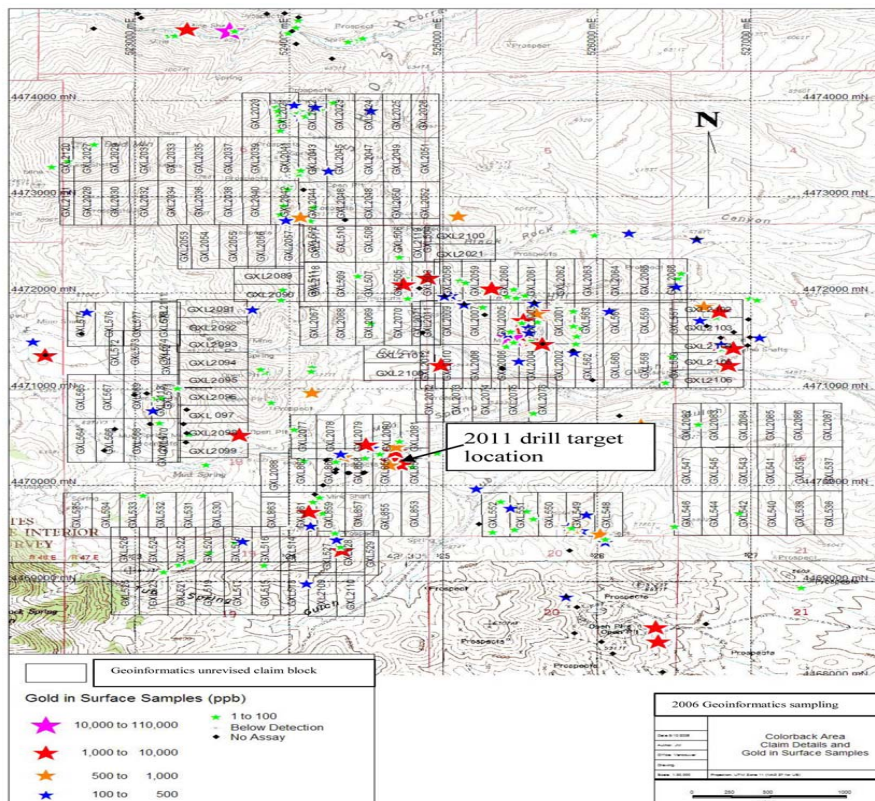
TSXV: MAY  
 WKN: A1C3DN

**Meadow Bay Gold surface sample Assays up to 8.7 g/t Au from its Colorback Gold Project in Nevada**

Vancouver, Canada- (MarketWire) – May 10, 2011 - Meadow Bay Gold Corporation ("Meadow Bay") (TSXV:MAY) (Frankfurt: 20M WKN A1C3DN) (Pinksheets:MBYCF) reports the results of surface samples on its Colorback Gold Project located 12 miles north of Barrick's Pipeline Mine in Nevada. The results of the surface sampling program at the drill target site are as follows:

Sample	Grams/ton gold
SS#1	8.70
SS#2	8.20
SS#3	4.80
SS#4	1.84
SS#5	0.52
SS#6	0.28
SS#7	0.10
SS#8	0.09

Below is an earlier claim map with a color coded key illustrating the gold grades across the entire project area. The map shows the location where exploration drilling is planned for year 2011. All surface samples are in quartzite, chert and siltstone with planned drill depths to 800 meters targeted to test for limestone hosted gold mineralization similar to Barrick Gold's Pipeline and Cortez Hills Deposits. Seismic data collected during the mapping and sampling program supports the estimated depth to limestone, although may have alternate interpretations. Drilling will be required to test the seismic interpretation.



The results of previous exploration at the Colorback project indicates potential for thrust-related gold mineralization in the upper plate rocks similar to the nearby Hilltop deposit. Alternatively, the gold in the upper plate rocks may represent leakage from gold-bearing fluids passing through the carbonate formations of the lower plate. Disseminated gold mineralization in lower plate carbonate rocks hosts most of the large gold deposits in the Cortez – Battle Mountain trend as well as elsewhere in the prolific northern Nevada goldfields.

Tim Master, a Qualified Person under National Instrument 43-101, has reviewed the contents of this news release.

**Meadow Bay Gold Corporation**

Tim Masters

**Launch IR**

Matthew Harrington

Tel: 613-882-7467

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.

This press release includes certain “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 and “forward looking information” within the meaning of Canadian securities laws. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual events and results to differ materially from Meadow Bay’s expectations include the need to satisfy the conditions set forth in any agreement entered into in connection with the Desert Hawk transaction and the equity financing; the need to satisfy regulatory and legal requirements with respect to the Desert Hawk transaction and the equity financing; risks related to the exploration stage of Meadow Bay’s projects; market fluctuations in prices for securities of exploration stage companies; and uncertainties about the availability of additional financing. Trading in the securities of Meadow Bay should be considered highly speculative. Meadow Bay does not intend, and does not assume any obligation, to update any forward-looking statements, other than as required by applicable law.

The press release makes reference to historical estimates. The historical estimates are by definition herein not NI 43-101 compliant and are included herein in for historic context and completeness. There can be no assurances that any of the historical estimates will be able to be categorized as a NI 43-101 compliant resource or reserve category or demonstrate any economic viability. Investors are cautioned not to rely on the historical estimates when making their investment decisions.