

**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**

June 30, 2011

**Item 3: News Release**

A news release was issued and disseminated on June 30, 2011 through MarketWire and filed on SEDAR at [www.sedar.com](http://www.sedar.com) on July 5, 2011.

**Item 4: Summary of Material Changes**

The Company announced that it has signed a purchase agreement with Atna Resources, Ltd. (TSX:ATN) for claims in the Atlanta Mining District, Lincoln County, Nevada. Atna Resources' NBI claim group consists of 135 unpatented mining claims contiguous with claims of the Atlanta Gold Mine acquired by Meadow Bay Gold in March of this year.

**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 CEO  
Tel: (604) 682-2928  
Fax: (604) 685-6905

**Item 9: Date of Report**

July 5, 2011.

## Schedule "A"

**MEADOW BAY GOLD CORPORATION  
# 804 – 750 WEST PENDER STREET  
VANCOUVER, BC V6C 2T7**

**NEWS RELEASE**

**TSXV: MAY**

**MEADOW BAY GOLD ENTERS INTO PURCHASE AGREEMENT FOR THE ATNA RESOURCES NBI CLAIM GROUP IN THE ATLANTA MINING DISTRICT, NEVADA**

Vancouver, Canada- (MarketWire) – June 30, 2011 - Meadow Bay Gold Corporation ("Meadow Bay Gold") (TSXV:MAY) (Pinksheet:MBYCF) (Frankfurt WKN:A1C3DN) has signed a purchase agreement with Atna Resources, Ltd. (TSX:ATN) for claims in the Atlanta Mining District, Lincoln County, Nevada. Atna Resources' NBI claim group consists of 135 unpatented mining claims contiguous with claims of the Atlanta Gold Mine acquired by Meadow Bay Gold in March of this year.

The NBI claims significantly expand Meadow Bay Gold's land position in the Atlanta Gold Mining District. With the addition of other claims staked this spring, Meadow Bay now effectively controls the entire Atlanta Mining District including the Atlanta Gold and Silver Mine closed due to low gold prices in 1985.

The terms of the purchase agreement include a \$150,000 initial payment to Atna Resources on signing and the issuance of 400,000 shares of Meadow Bay Gold common stock. An additional \$100,000 shall be paid to Atna Resources on the first anniversary. The claims are subject to a 3% NSR royalty of which 1% can be purchased by Meadow Bay for \$1,000,000 prior to the fifth anniversary.

The NBI claims provide Meadow Bay with the necessary scale to allow for a resumption of production from the Atlanta Mine at a rate far in excess of what it experienced in the 1980s. In addition, the NBI claims offer exploration opportunities, particularly along projected extensions of the mineralized Atlanta structure. A review of past exploration results suggests that the mineralization is open both at depth and to the north.

Core drilling with the intent of confirming past exploration results at the Atlanta Mine commenced on June 12, 2011.

Charles (Bill) Reed, a Qualified Person under National Instrument 43-101, has reviewed the contents of this news release.

For further information, please contact:

Meadow Bay Gold Corporation  
Robert Dinning, Chairman and CEO

Launch IR  
Matthew Harrington  
Tel: 613-882-7467

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