

MEADOW BAY GOLD CORPORATION

#300 – 905 WEST PENDER STREET
VANCOUVER, BC V6C 1L6
T: 604-641-4450 F: 1-855-777-4622

INFORMATION CIRCULAR

(Containing information as at August 15, 2011 unless indicated otherwise)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Meadow Bay Gold Corporation (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of its shareholders to be held on September 30, 2011 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “we” and “our” refer to Meadow Bay Gold Corporation. “**Common Shares**” means common shares without par value in the capital of the Company. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **IF YOU ARE A SHAREHOLDER ENTITLED TO VOTE AT THE MEETING, YOU HAVE THE RIGHT TO APPOINT A PERSON OR COMPANY OTHER THAN EITHER OF THE PERSONS DESIGNATED IN THE PROXY, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT FOR YOU AND ON YOUR BEHALF AT THE MEETING. YOU MAY DO SO EITHER BY INSERTING THE NAME OF THAT OTHER PERSON IN THE BLANK SPACE PROVIDED IN THE PROXY OR BY COMPLETING AND DELIVERING ANOTHER SUITABLE FORM OF PROXY.** If your Common Shares are held in physical form (ie. paper form) and are registered in your name, then you are a registered shareholder (“**Registered Shareholder**”). However, if, like most shareholders, you keep your Common Shares in a brokerage account, then you are a Beneficial Shareholder. The manner for voting is different for Registered Shareholders and Beneficial Shareholders. The instructions below should be read carefully by all shareholders.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified or where both choices have been specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by:

- (a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by mail or by hand to the 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to the following toll-free number 1-866-732-8683. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the holder's account number and the Proxy control number; or
- (c) using the Internet through the website of the Company's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy form for the holder's account number and the Proxy control number.

In all cases ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of beneficial owners - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "**Non-Objecting Beneficial Owners**").

The Company is taking advantage of the provisions of National Instrument 54-101 of the Canadian Securities Administrators, which permit it to directly deliver Proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (a "**VIF**") from Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and Internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of Proxy supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a similar voting information form (the "**Broadridge VIF**") in lieu of a Proxy provided by the Company. The Broadridge VIF will appoint the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a Broadridge VIF, you cannot use it to vote Common Shares directly at the Meeting – the Broadridge VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. **If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.**

Alternatively, you can request in writing that your broker send you a legal Proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Computershare or at the address of the registered office of the Company at Suite 2300, Bentall 5, 550 Burrard Street, Box 30, Vancouver, British Columbia, V6C 2B5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein. Directors and executive officers may, however, be interested in the annual approval of the Company share option plan as detailed in "Particulars of Matters to be Acted Upon – Share Option Plan".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the “**Board**”) of the Company has fixed August 15, 2011 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As at the Record Date, there were 39,176,928 Common Shares issued and outstanding, each carrying the right to one vote.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a Proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder’s name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare and will be available at the Meeting.

To the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Company as at the Record Date.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

SETTING NUMBER OF DIRECTORS

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at five (5). The Board proposes that the number of directors remain at five. Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be fixed at five.

ELECTION OF DIRECTORS

The term of office of each of the current directors expires at the conclusion of the Meeting. Unless the director’s office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management’s nominees for election as a director (a “proposed director”), the province and country in which he is ordinarily resident, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

Name of Nominee, Province and Country of Ordinary Residence and Positions Held with the Company	Occupation, Business or Employment ⁽¹⁾	Director of the Company Since	Common Shares Beneficially Owned or Controlled, or Directed, Directly or Indirectly ⁽¹⁾
Robert Dinning ⁽²⁾ British Columbia, Canada <i>Chairman, CEO and Director</i>	Self-employed management consultant and Chartered Accountant. See "Audit Committee and Relationship with Auditor – Relevant Education and Experience" for details of his bio.	January 2011	Nil ⁽³⁾
Adrian Robertson ⁽²⁾ British Columbia, Canada <i>Director</i>	Self-employed engineering and administrative consultant and corporate pilot since July 2010. See "Audit Committee and Relationship with Auditor – Relevant Education and Experience" for details of his bio.	September 2010	Nil ⁽⁴⁾
Charles William (Bill) Reed Arizona, USA <i>Director of Exploration and Director</i>	Geological consultant, Director and VP, Exploration, Mexico for Paramount Gold and Silver; Chief Geologist, Mexico for Minera Hecla S.A. de C.V., a subsidiary of Hecla Mining, and Director of Empire Capital Corp., Otis Gold Corp., Urastar Energy Inc.	February 2011	Nil ⁽⁵⁾
Jordan Estra ⁽²⁾ Florida, USA <i>Director</i>	President, CEO and director of Ensurge Inc. See "Audit Committee and Relationship with Auditor – Relevant Education and Experience" for details of his bio.	March 2011	Nil ⁽⁶⁾
Eric Allison Connecticut, USA <i>Director</i>	Managing Director and Chief Geologist of Casimir Capital LP, Managing Member of CAH Acquisitions LLC, Director of Sempra Commodities.	March 2011	Nil ⁽⁶⁾

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
- (2) Denotes member of Audit Committee.
- (3) Mr. Dinning holds options to purchase (i) 200,000 Common Shares at an exercise price of \$1.24 per Common Share expiring March 13, 2016, (ii) 100,000 Common Shares at an exercise price of \$1.16 per Common Share expiring January 27, 2016, and (iii) 200,000 Common Shares at an exercise price of \$0.15 per Common Share expiring January 11, 2016.
- (4) Mr. Robertson holds options to purchase 50,000 Common Shares at an exercise price of \$0.15 per Common Share expiring September 16, 2015.
- (5) Mr. Reed holds options to purchase (i) 100,000 Common Shares at an exercise price of \$1.24 per Common Share expiring March 13, 2016, and (ii) 100,000 Common Shares at an exercise price of \$1.16 per Common Share expiring January 27, 2016.
- (6) Each of Messrs. Estra and Allison holds options to purchase 200,000 Common Shares at an exercise price of \$1.24 per Common Share expiring March 13, 2016.

None of the proposed directors of the Company is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and officers of the Company acting solely in such capacity.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

As at the date of this Information Circular, and within the last 10 years before the date of this Information Circular, no proposed director (or any of their personal holding companies) of the Company was a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (b) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer in the company and which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (c) is as at the date of this Information Circular or has been within 10 years before the date of this Information Circular, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) has within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

None of the proposed directors (or any of their personal holding companies) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

On May 15, 2011, I. Vellmer Inc., Chartered Accountant, resigned as auditor of the Company. I. Vellmer Inc. had been the auditor of the Company since August 2008. On May 15, 2011, management of the Company appointed Meyers Norris Penny LLP, Chartered Accountants & Business Advisors, of 2300 – 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1J1 as the successor auditor. The reporting package required by National Instrument 51-102 *Continuous Disclosure Obligations* regarding the change of auditor is attached to this Information Circular as Appendix “A” and was filed on SEDAR on July 19, 2011 at www.sedar.com.

Meyers Norris Penny LLP will be nominated at the Meeting for appointment as auditor of the Company at a remuneration to be fixed by the Board.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 *Audit Committees* (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

The Audit Committee’s Charter

The audit committee has a charter. A copy of the audit committee charter will be available at the Meeting.

Composition of the Audit Committee

The members of the audit committee are Robert Dinning, Jordan Estra and Adrian Robertson. Robert Dinning is an executive officer of the Company and not considered to be independent. Jordan Estra and Adrian Robertson are not executive officers of the Company and, therefore, independent members of the audit committee. All members are considered to be financially literate.

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

Relevant Education and Experience

Robert Dinning has been Chairman, CEO and a director of the Company since January 14, 2011. Since 1976, he has been a self-employed management consultant. Mr. Dinning was employed for five years in the investment industry through a subsidiary of a major Canadian bank and subsequently became CFO of a large public broadcasting company which he held for six years. Since August 2009, he has been CFO of Sonora Gold & Silver Corp. (TSX-V:SOC). Since September 2009, he has been President, CEO and a director of Simba Energy Inc. (TSX-V:SMB). Since March 2008, he has been chairman of the board and a director of Paramount Gold & Silver Corp. (TSX/AMEX:PZG). Since November 2008, he has been CFO of both ATAC Resources Ltd. (TSX-V:ATC) and Rockhaven Resources Ltd. (TSX-V:RK). Since March 1999, he has been CFO and a director of Apolo Gold & Energy Inc. (OTCBB:APLL). Since April 2010, he has been a director of Metron Capital Corp. (TSX-V:MCN). Mr. Dinning is a Chartered Accountant and is a life-time member of The Alberta Institute of Chartered Accountants.

Jordan Estra has been a director of the Company since March 15, 2011. Since July 2010, Mr. Estra has been the President, CEO and a director of Ensurge, Inc. (OTCBB:ESGI), a Salt Lake City, Utah-based mining company focused on development of gold mining opportunities in Brazil and Guyana. Since May 2009, he has been the Managing Director in the Private Equity group at Sutter Securities Incorporated. From April 2007 to April 2009, he was Managing Director at Jesup & Lamont Securities, Inc. From September 2006 to March 2007, he was Senior Vice President for Dawson James Securities, Inc. and Managing Director at Stanford Financial Group from June 2003 to September 2006. He has focused on raising capital for emerging natural resource companies. Mr. Estra has been a leading research analyst and global metals/mining team leader for a number of major investment banks, including SG Warburg (now UBS), Merrill Lynch and BT Alex Brown (now Deutsche Bank). He began his career in the resources industry, at AMAX Inc., a global natural resources leader with interests in precious metals, copper, lead, zinc, coal, oil & gas, molybdenum, tungsten and iron ore. Mr. Estra is also a director of Searchlight Minerals Corp. (OTCBB:SRCH) and a director and non-executive chairman of Starcore International Mines Ltd. (TSX:SAM). Mr. Estra held a number of positions in finance, marketing and strategic business development.

Mr. Estra graduated with high distinction from Babson College with a degree in International Economics and with honors from Columbia University's Graduate School of Business. Mr. Estra served in the United States Army and has been a member of the American Institute of Mining, Metallurgical and Petroleum Engineers, the Foreign Policy Association, the New York Society of Security Analysts and the Stock & Bond Club of South Florida.

Adrian Robertson has been a director of the Company since September 16, 2010. Since July 2010, he has been a self-employed engineering and administrative consultant and corporate pilot. He worked for a major operator in the Sudbury basin gaining experience in technical services, geology, mine planning and design, and supervision, before moving into a role with a global ground engineering consulting firm in Vancouver, B.C. From June 2006 to June 2010, Mr. Robertson entered flight school at Pacific Professional Flight Centre of Delta, B.C. and became a flight instructor. After stepping away from mining to develop a career in aviation, Mr. Robertson re-entered the mining business as a consultant and corporate pilot working with several Vancouver based junior mining companies, such as Golder Associates, Vale Inco (formerly Inco Ltd.), Teck Cominco Metals Ltd. and TVX Inc. Mr. Robertson is also a director of Urastar Gold Corp. (formerly Urastar Energy Inc.) (TSX-V:URS). He obtained his Mining Engineering degree from Queen's University in 2002.

Each member of the audit committee has adequate education and experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year has the audit committee made any recommendations to the Board to nominate or compensate its auditor which were not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

All services to be performed by the independent auditor of the Company must be approved in advance by the audit committee. The audit committee has considered whether the provisions of services other than audit services is compatible with maintaining the auditor's independence and has adopted a policy governing the provision of these services. This policy requires that pre-approval by the audit committee of all audit and non-audit services provide by any external auditor, other than any de minimus non-audit services allowed by applicable law or regulation.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audited services provided by I. Vellmer Inc., Chartered Accountant, for the year ended March 31, 2010 and by Meyers Norris Penny LLP, Chartered Accountants & Business Advisors, for the year ended March 31, 2011, to the Company to ensure auditor independence. Fees incurred for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended March 31, 2011 ⁽¹⁾	Fees Paid to Auditor in Year Ended March 31, 2010 ⁽²⁾
Audit Fees ⁽³⁾	\$35,000	\$14,800
Audit-Related Fees ⁽⁴⁾	Nil	Nil
Tax Fees ⁽⁵⁾	Nil	\$620
All Other Fees ⁽⁶⁾	Nil	Nil
TOTAL:	\$35,000	\$15,420

- (1) Fees paid to Meyers Norris Penny LLP, Chartered Accountants & Business Advisors who were appointed auditors of the Company effective May 15, 2011. See attached Appendix "A" regarding the notice of change of auditor package.
- (2) Fees paid to I. Vellmer Inc., Chartered Accountant, for the year ended March 31, 2010, who resigned as auditor of the Company effective May 15, 2011. See attached Appendix "A" regarding the notice of change of auditor package.

- (3) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (4) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (5) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (6) "All Other Fees" include all other non-audit services.

Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its audit committee and in respect of its reporting obligations under NI 52-110 for the year ended March 31, 2011. This exemption exempts a "venture issuer" from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of that instrument, as would otherwise be required by NI 52-110.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the Board of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Effective June 30, 2005, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Company's Board facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Company's Board requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the industry in which the Company operates in order to identify and manage risks. The Company's Board is responsible for monitoring the Company's officers, who in turn are responsible for the maintenance of internal controls and management information systems.

The independent members of the Board are Adrian Robertson, Charles William (Bill) Reed, Jordan Estra and Eric Allison. The non-independent members are Robert Dinning (Chairman and CEO).

Directorships

The following directors of the Company are directors of other reporting issuers:

Robert Dinning is a director of Apolo Gold & Energy, Inc. (OTCBB:APLL), Paramount Gold & Silver Corp. (TSX/AMEX:PZG), Simba Energy Inc. (TSX-V:SMB) and Metron Capital Corp. (TSX-V:MCN).

Adrian Robertson is a director of Urastar Gold Corp. (formerly Urastar Energy Inc.) (TSX-V:URS).

Charles William (Bill) Reed is a director of Urastar Gold Corp. (formerly Urastar Energy Inc.).

Jordan Estra is a director of Ensurge, Inc. (OTCBB:ESGI), Searchlight Minerals Corp. (OTCBB:SRCH) and Starcore International Mines Ltd. (TSX:SAM).

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the audit committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board as a whole determines compensation for the directors and the Chief Executive Officer.

Other Board Committees

The Board has no other committees other than the audit committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation, Philosophy and Objectives

The Company does not have a formal compensation program. The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; (c) provide a compensation

package that is commensurate with other junior mineral exploration companies to enable the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a junior mineral exploration company without a history of earnings.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers (“NEOs”), as hereinafter defined, is fair and reasonable. The Board relies on the experience of its members as officers and directors with other junior mining companies in assessing compensation levels.

Analysis of Elements

Base salary is used to provide the NEOs a set amount of money during the year with the expectation that each NEO will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each NEO's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's share option plan (the “Plan”).

Long Term Compensation and Option-Based Awards

The Company has no long-term incentive plans other than its Plan. The Company's directors and officers and certain consultants are entitled to participate in the Plan. The Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Plan aligns the interests of the NEO and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Company's Common Shares.

Options are granted by the Board. In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the NEOs and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the TSX Venture Exchange from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year.

Summary Compensation Table

In this section, a “Named Executive Officer” (“NEO”) includes (i) the CEO, (ii) the CFO, (iii) each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers as at the end of the most recently completed financial year of March 31, 2011, and whose total compensation was more than \$150,000; and (iv) any additional individuals for whom disclosure would have

been required except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year.

The following table sets forth compensation paid to the Company's NEOs during the three most recent financial years ended March 31, 2009, 2010 and 2011:

Name and principal position	Year ⁽¹⁾	Salary (\$) ⁽²⁾	Share-based awards (\$)	Option-based awards (\$) ⁽³⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$) ⁽²⁾
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Robert Dinning ⁽⁴⁾ Chairman & CEO	2011	Nil	Nil	328,479	Nil	Nil	Nil	25,000 ⁽⁹⁾	353,479
Keith Margetson ⁽⁵⁾ CFO	2011	Nil	Nil	154,513	Nil	Nil	Nil	Nil	153,513
Ed Claggett ⁽⁶⁾ Former President & CEO	2011 2010 2009	Nil Nil Nil	Nil Nil Nil	2,324 Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	\$437 ⁽⁷⁾ \$6,219 ⁽⁷⁾ \$4,241 ⁽⁷⁾	\$,761 \$6,219 \$4,241
David Deering ⁽⁸⁾ Former President & CEO	2009	Nil	Nil	Nil	Nil	Nil	Nil	\$28,500 ⁽⁹⁾	\$28,500
Terry Fields ⁽¹⁰⁾ Former President & CEO, and CFO & Secretary	2011 2010 2009	Nil Nil Nil	Nil Nil Nil	54,801 Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	6,844 ⁽⁷⁾ Nil Nil	61,645 Nil Nil
John Morita ⁽¹¹⁾ Former CFO & Secretary	2009	Nil	Nil	261,595	Nil	Nil	Nil	\$23,525 ⁽⁹⁾	\$285,120

- (1) Financial years ended March 31.
- (2) All amounts shown were paid in Canadian currency, the reporting currency of the Company.
- (3) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies. Assumptions used for such calculations include a risk free interest rate of 1.7% annualized volatility of 104.9% - 123.5% and a dividend rate of zero percent.
- (4) Mr. Dinning has served as Chairman and CEO since January 14, 2011.
- (5) Mr. Margetson has served as CFO since March 15, 2011.
- (6) Mr. Claggett served as President and CEO from January 30, 2009 to January 14, 2011.
- (7) Consulting fees and reimbursement of travel expenses.
- (8) Mr. Deering served as President from August 28, 2008 to January 30, 2009, and CEO from December 12, 2008 to January 30, 2009.
- (9) Consulting fees.
- (10) Mr. Fields served as President and CEO until December 12, 2008, CFO from February 24, 2009 to March 15, 2009 and Secretary from February 24, 2009 to January 11, 2011.
- (11) Mr. Morita served as CFO and Secretary from December 12, 2008 to February 24, 2009.

INCENTIVE PLAN AWARDS

Outstanding Option-Based Awards

The following table sets out all option-based awards outstanding as at March 31, 2011 for each NEO. There were no share-based awards granted to any of the NEOs:

Option-based Awards				
Name and Principal Position	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Robert Dinning Chairman & CEO	200,000 100,000 200,000	\$0.15 \$1.16 \$1.24	January 11, 2016 January 27, 2016 March 13, 2016	\$220,000 \$9,000 \$2,000
Keith Margetson CFO	150,000	\$1.24	March 13, 2016	\$1,500
Ed Claggett ⁽²⁾ Former President & CEO	Nil	N/A	N/A	N/A
David Deering ⁽³⁾ Former President & CEO	Nil	N/A	N/A	N/A
Terry Fields ⁽⁴⁾ Former President & CEO, and CFO & Secretary	37,500 40,000 10,000 50,000	\$0.30 \$0.15 \$0.15 \$1.16	September 18, 2011 October 29, 2015 January 11, 2016 January 27, 2016	Nil \$44,000 \$11,000 \$4,500
John Morita ⁽⁵⁾ Former CFO & Secretary	100,000 150,000 90,000	\$0.15 \$1.16 \$1.24	January 11, 2016 January 27, 2016 March 13, 2016	\$110,000 \$13,500 \$900

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on March 31, 2011, being the last trading day of the Company's shares for the financial year, which was \$1.25, and the exercise price of the option.
- (2) Mr. Claggett served as President and CEO from January 30, 2009 to January 14, 2011.
- (3) Mr. Deering served as President from August 28, 2008 to January 30, 2009, and CEO from December 12, 2008 to January 30, 2009.
- (4) Mr. Fields served as President and CEO until December 12, 2008, CFO from February 24, 2009 to March 15, 2009 and Secretary from February 24, 2009 to January 11, 2011.
- (5) Mr. Morita served as CFO and Secretary from December 12, 2008 to February 24, 2009.

Incentive Plan Awards – Value Vested or Earned During The Year

The following table sets out the value vested during the year ended on March 31, 2011 for options awarded under the Plan for the NEO, as well as the value earned under non-equity incentive plans for the same period.

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$) ⁽¹⁾
Robert Dinning Chairman & CEO	231,000	N/A	N/A
Keith Margetson CFO	1,500	N/A	N/A
Ed Claggett President and CEO	44,000	N/A	N/A
David Deering Former President & CEO	Nil	N/A	N/A
Terry Fields Former President & CEO, and CFO & Secretary	59,500	N/A	N/A

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$) ⁽¹⁾
John Morita Former CFO & Secretary	212,400	N/A	N/A

(1) This amount is based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was \$1.25 and the exercise price of the options.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Termination and Change of Control Benefits

The Company does not have any plan contract, agreement or plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, a change in control of the Company or a change in the NEO's responsibilities.

DIRECTOR COMPENSATION

Director Compensation Table

The Company does not pay cash fees to any of its directors. The Company compensates its directors through option grants. NEOs do not receive additional compensation for serving as directors. No options were granted to directors who are not NEOs during the year ended March 31, 2011.

Outstanding Option-Based Awards

The following table sets forth for each director, other than those who are also NEOs of the Company, all awards outstanding at the end of the most recently completed financial year ended March 31, 2011, including awards granted before the most recently completed financial year.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Adrian Robertson	50,000	\$0.15	September 16, 2015	\$55,000
Charles William (Bill) Reed	100,000 100,000	\$1.16 \$1.24	January 27, 2016 March 13, 2016	\$9,000 \$1,000
Jordan Estra	200,000	\$1.24	March 13, 2016	\$2,000
Eric Allison	200,000	\$1.24	March 13, 2016	\$2,000
Dan Forigo ⁽²⁾	37,500	\$0.30	September 18, 2011	Nil
Kelly Hall ⁽³⁾	Nil	N/A	N/A	N/A

(1) Value is calculated based on the difference between the exercise price of the option and the closing price of the Company's common shares on the TSX-V on March 31, 2011, being the last trading day of the Company's shares for the financial year, which was \$1.25.

(2) Mr. Forigo resigned as a director on March 11, 2011.

(3) Mr. Hall resigned as a director on September 8, 2010.

Narrative Discussion

The Company has no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services as directors, for committee participation, for involvement in special assignments during the most recently completed financial year.

As disclosed elsewhere in this Information Circular, the Company has a share option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

Incentive Plan Awards – Value Vested or Earned During The Year

The following table sets forth, for each director, other than those who are also NEOs of the Company, the value of all incentive plan awards vested during the year ended March 31, 2011:

Name (a)	Option-based awards - Value vested during the year (\$) ⁽¹⁾ (b)	Share-based awards - Value vested during the year (\$) (c)	Non-equity incentive plan compensation - Value earned during the year (\$) (d)
Adrian Roberts	Nil	N/A	N/A
Charles William (Bill) Reed	10,000	N/A	N/A
Jordan Estra	2,000	N/A	N/A
Eric Allison	2,000	N/A	N/A
Terry Fields ⁽²⁾	59,500	N/A	N/A
Dan Forigo ⁽³⁾	Nil	N/A	N/A
Ed Claggett ⁽⁴⁾	44,000	N/A	N/A
Kelly Hall ⁽⁵⁾	Nil	N/A	N/A

- (1) This amount is based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was \$01.25 and the exercise price of the options.
- (2) Mr. Fields resigned as a director on March 15 2011.
- (3) Mr. Forigo resigned as a director on March 11, 2011.
- (4) Mr. Claggett resigned as a director on January 14, 2011.
- (5) Mr. Hall resigned as a director effective September 8, 2010.

A description of the significant terms of the Plan is found under the heading “Particulars of Matters to be Acted Upon – Share Option Plan”.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the share option plan (the “Plan”) which was previously approved by the Board and the shareholders of the Company. The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company’s other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares. All options expire on a date not later than five years after the date of grant of such option.

The following table sets out equity compensation plan information as at the end of the year ended March 31, 2011.

	Number of securities to be issued upon exercise of outstanding options.	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (the Share Option Plan)	3,917,692	\$1.07	157,692
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL:	3,917,692	\$1.07	157,692

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the Company's last completed financial year or as of the Record Date, was any director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries indebted to the Company or any of its subsidiaries or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries since April 1, 2010 (being the commencement of the Company's last completed financial year), or has any interest in any material transaction in the current year other than as set out herein.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Share Option Plan

TSX Venture Exchange (the "**Exchange**") policy requires all of its listed companies to have a stock option plan if the company intends to grant options. On September 18, 2006, the Board approved the adoption of its Plan dated for reference August 17, 2006 in order to comply with regulatory requirements of the Exchange. The Plan was approved by the shareholders at the annual general meetings held on September 28, 2007, September 30, 2008, December 17, 2009 and November 23, 2010. The Plan was re-approved by the Board on August 21, 2008 and the Plan was redated for reference August 21, 2008. Pursuant to the policies of the Exchange, the Plan requires shareholder approval for continuation at every annual meeting of the Company by ordinary resolution.

The Plan is a rolling plan, and a maximum of 10% of the issued and outstanding Common Shares of the Company at the time an option is granted, less Common Shares reserved for issuance on exercise of options then outstanding under the Plan, are reserved for options to be granted at the discretion of the Board to eligible optionees. At the date of this Information Circular, options to purchase an aggregate of 3,760,000 Common

Shares granted under the Plan were outstanding, representing approximately 9.6% of the outstanding Common Shares in the capital of the Company.

A copy of the Plan will be available for inspection at the Meeting.

Shareholder Approval

At the Meeting, shareholders will be asked to vote on the following ordinary resolution to re-approve the Plan, with or without variation:

“BE IT RESOLVED THAT the Share Option Plan dated for reference August 21, 2008 be ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the policies of the Exchange, as the directors of the Company may deem necessary or advisable.”

The Board recommends that shareholders vote in favour of the Plan. In the absence of any contrary directions, it is the intention of management to vote proxies in the accompanying form in favour of the foregoing ordinary resolution.

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended March 31, 2011 and in the related management discussion and analysis (together, the “**Financial Statements**”). The Financial Statements were filed on SEDAR on July 29, 2011 at www.sedar.com and will be placed before the Meeting.

Additional information relating to the Company and a copy of the Financial Statements may be obtained at www.sedar.com, and upon request from the Company at #300 – 905 West Pender Street, Vancouver, BC, V6C 1L6, telephone: (604) 641-4450 or fax: (855) 777-4622. Copies of the above documents will be provided, upon request, free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of this Information Circular.

DIRECTORS' APPROVAL

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, this 15th day August, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

“Robert Dinning”

Robert Dinning,
Chairman and Chief Executive Officer

APPENDIX "A"

MEADOW BAY GOLD CORPORATION
#804 – 750 West Pender Street
Vancouver, BC V6C 2T7
T 604-682-2928 F 604-685-6905

July 8, 2011

Meyers Norris Penny LLP
2300 – 1055 Dunsmuir Street
PO Box 49148
Vancouver, BC V7X 1J1

I. Vellmer Inc.
Chartered Accountant
721 – 602 West Hastings Street
Vancouver, BC V6B 1P2

Dear Sirs/Mesdames:

**RE: Notice of Change of Auditors
Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*
(the "Instrument") of the Canadian Securities Administrators**

The Company hereby provides notice pursuant to the Instrument of a change of auditor by Meadow Bay Gold Corporation (the "Company") from I. Vellmer Inc. to Meyers Norris Penny LLP.

The Company confirms that:

- (a) The Company has decided to change its auditor from I. Vellmer Inc. (the "Former Auditors") to Meyers Norris Penny LLP (the "Successor Auditors"). Consequently, the Company asked I. Vellmer Inc. to resign and I. Vellmer Inc. submitted its resignation effective May 15, 2011. Meyers Norris Penny LLP has agreed to its appointment as the Company's new auditors.

At the next Annual General Meeting, the shareholders of the Company will be asked to approve the appointment of the firm Meyers Norris Penny LLP as Successor Auditors.

- (b) There were no reservations contained in the Former Auditors' Reports for either of the Company's two most recently completed fiscal years nor for any period subsequent thereto for which an audit report was issued, preceding the date of this notice.
- (c) The Company's Audit Committee and Board of Directors have participated and approved the change of auditor for the Company and have also approved the appointment of Meyers Norris Penny LLP, as Successor Auditors.
- (d) In the opinion of the Company, no "reportable events", as that term is defined in the Instrument have occurred prior to the date of this notice.

The Company requests that each of I. Vellmer Inc. and Meyers Norris Penny LLP provide the Company with a letter, in digital format, addressed to the regulatory authorities stating whether or not it agrees with the above statements.

Thank you for your co-operation.

Yours truly,

MEADOW BAY GOLD CORPORATION

Per:

"Robert Dinning"
Robert Dinning,
Chairman and CEO

I. Vellmer Inc.

Chartered Accountant*

721 – 602 W. Hastings Street
Vancouver, B.C., V6B 1P2

Tel: 604-687-3773

Fax: 604-687-3778

E-mail: vellmer@i-vellmer.ca

*denotes an incorporated professional

July 8, 2011

British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange

Dear Sirs:

RE: Meadow Bay Gold Corporation - Change of Auditors

I have been provided with and read the Notice of Change of Auditor dated July 8, 2011 (the "Notice") with respect to my resignation as auditors of Meadow Bay Gold Corporation (the "Company") provided as required under National Instrument 51-102 (the "Instrument"). Pursuant to section 4.11, paragraph (5)(a)(ii)(B) of the Instrument, I confirm my agreement with the information contained in such Notice. This confirmation is based on my knowledge of the information at this date.

I understand that the Notice of Change of Auditor, together with this letter and a similar letter from Meyers Norris Penny LLP will be provided to the Company's registered shareholders with the meeting materials relating to the Company's next annual general meeting of shareholders.

Yours truly,



I VELLMER INC.

July 11, 2011

British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange

Dear Sirs:

RE: Meadow Bay Gold Corporation - Change of Auditors

As required by Section 4.11 of National Instrument 51-102, we have reviewed the information contained in the Notice of Change of Auditor dated July 8, 2011 (the "Notice") for the above company and have the following comments:

We have read the Notice and, based upon our knowledge as at the time of receipt of the Notice, with exception to the last sentence of paragraph (a) and paragraph (c) of the Notice, with which we agree, we have no basis on which to agree or disagree with the statements made in paragraphs (a), (b) or (d) of the Notice.

We understand that the Notice of Change of Auditor, together with this letter and a similar letter from I. Vellmer Inc., the resigning auditors, will be provided to the Company's registered shareholders with the meeting materials relating to the Company's next annual general meeting of shareholders.

Yours truly,



MNP LLP

/SC
encls.