

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

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

MEADOW BAY CAPITAL CORPORATION (the "Company")  
#300 – 905 West Pender Street  
Vancouver, BC V6C 1L6

**Item 2: Date of Material Change**

August 24, 2011

**Item 3: News Release**

A news release was issued and disseminated on August 24, 2011 through TheNewsWire and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Changes**

The Company announced that it has completed its claim assembly in Lincoln County, Nevada, unitizing the Atlanta Mining District centered on the past producing Atlanta Gold Mine. The package now includes over 10,000 acres of mining and exploration claims divided amongst four main projects as set out in the news release – The Atlanta Gold Mine, Western Knolls, PEG and Limestone Hills.

**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) 641-4450  
Fax: 1-855-777-4622

**Item 9: Date of Report**

August 25, 2011.

## Schedule "A"

### MEADOW BAY GOLD CONSOLIDATES THE ATLANTA GOLD AND SILVER MINING DISTRICT IN NEVADA

**Vancouver, BC** –August 24, 2011 Meadow Bay Gold Corporation ("Meadow Bay Gold") (TSXV:MAY) (OTCQX:MAYGF) has completed its claim assembly in Lincoln County, Nevada, unitizing the Atlanta Mining District centered on the past producing Atlanta Gold Mine. The package now includes over 10,000 acres of mining and exploration claims divided amongst four main projects as set out below – The Atlanta Gold Mine, Western Knolls, PEG and Limestone Hills: (see attached claim status map)

#### Western Knolls

Initial examination of the area along the pipeline road to the west of the Atlanta Mine revealed the presence of silicified, brecciated and iron-stained volcanic rocks. Preliminary rock-chip samples of favorable lithologies revealed the presence of precious metals and key pathfinder elements in significant quantities. Follow-up sampling has expanded the area of alteration to encompass over three square miles. Currently, the area is being evaluated by grid soil sampling over the area showing silicification. Preliminary results suggest that this is an effective tool for identifying areas worthy of more detailed exploration. Surface magnetic and gravity surveys will be conducted over these areas in the fall.

#### PEG

Initial widely spaced stream sediment samples turned up anomalous values beneath cliffs of post-mineral volcanics south of the Western Knolls. In addition to discovering favorable lithologies and mineralization, initial reconnaissance exploration has found exploration pits and shafts that are not mentioned in any geologic reports. Preliminary soil samples were highly anomalous in gold and a program of detailed follow-up soil sampling has been started. The PEG area lies along the margin of the proposed White Rock and Indian Peak Calderas, which may have localized potential ore-bearing fluids.

#### Limestone Hills

The Limestone Hills are the next range of hills to the east of the Atlanta Mine. Initial reconnaissance revealed that the Paleozoic carbonate rocks are iron stained, silicified and brecciated, particularly in proximity to the Tertiary volcanic rocks on the south end of the claim block. Further investigations revealed five RC drill sites from exploration dating back at least from the early 1990s. Rock-chip samples from favorable lithologies are currently in the lab being analyzed. Further work will include trying to get the results of past drilling and conducting preliminary soil sampling to see in this is an effective exploration tool. Geologic mapping will be conducted during the Fall to get a better understanding on the controls of mineralization.

Meadow Bay Gold continues drilling at the Atlanta Gold Mine to confirm the Kinross historic resource and execute its exploratory program.

Charles (Bill) Reed commented, "The Atlanta Gold and Silver District is a prospective precious metals district with exceptional potential to be one of the most prolific mines in the State of Nevada and we look forward to developing a multi million ounce gold deposit at Atlanta."

For further information please see [www.meadowbaygold.com](http://www.meadowbaygold.com) or contact:

Meadow Bay Gold Corporation  
Robert Dinning, CEO  
Tel: 604-907-0901

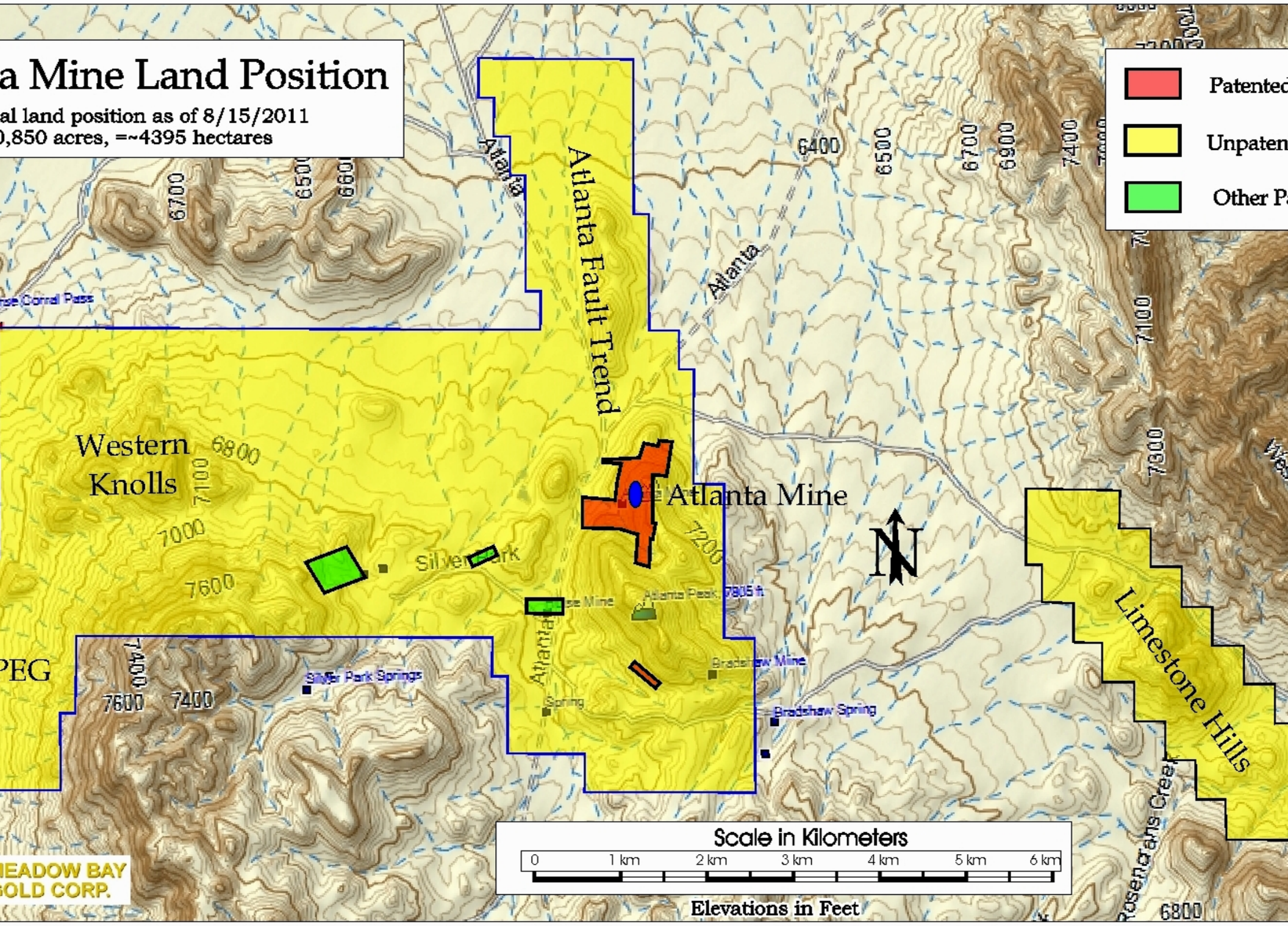
Launch IR  
Matthew Harrington  
Tel: 613-882-7467

Goal Capital  
Danny Gravelle  
Tel: 949-481-5396

# Atlanta Mine Land Position

Atlanta Mine land position as of 8/15/2011  
10,850 acres, ~4395 hectares

- Patented
- Unpatented
- Other Patented



PEG

MEADOW BAY  
GOLD CORP.

