

FORM 51-102F3

MATERIAL CHANGE REPORT

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

MEADOW BAY GOLD CORPORATION (the "Company")  
Suite 210 – 905 West Pender Street  
Vancouver, BC V6C 1L6

**Item 2: Date of Material Change**

January 27, 2015.

**Item 3: News Release**

A news release was issued and disseminated on January 27, 2015 through MarketWired and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Changes**

The Company announced that it proposes to raise up to \$176,137 through a non-brokered private placement (the "**Private Placement**") of up to 1,761,374 units at a price of CDN\$0.10 per unit. Each unit will consist of one common share and one non-transferable common share purchase warrant, with each warrant exercisable for a period of two years from the closing at a price of \$0.15 per share. No finders' fees or commissions will be paid in connection with the placement.

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

The Company announced that it proposes to raise up to \$176,137 through a non-brokered private placement (the "**Private Placement**") of up to 1,761,374 units at a price of CDN\$0.10 per unit. Each unit will consist of one common share and one non-transferable common share purchase warrant, with each warrant exercisable for a period of two years from the closing at a price of \$0.15 per share. No finders' fees or commissions will be paid in connection with the placement.

Completion of the private placement is subject to the approval of the Toronto Stock Exchange. The net proceeds will be used for drilling and exploration activities at the Atlanta Gold Mine Project in Nevada and for general working capital.

**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: 1.855.777.4622  
Fax: 1.855.557.4622

**Item 9: Date of Report**

January 27, 2015.