

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

February 10, 2015.

Item 3: News Release

A news release was issued and disseminated on February 11, 2015 through Marketwired and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that it has completed a non-brokered private placement (the "**Private Placement**") of a total of 1,700,000 units for gross proceeds of \$170,000

Item 5: Full Description of Material Change

The Company announced that it has completed the Private Placement of a total of 1,700,000 units for gross proceeds of \$170,000. Each unit consists of one common share and one non-transferable common share purchase warrant, with each warrant exercisable for a period of two years at a price of \$0.15 per share. The securities are subject to a four-month hold period as required under applicable securities laws.

The net proceeds of the financing will principally 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

February 11, 2015.