MEADOW BAY GOLD CORPORATION

MANAGEMENT’S DISCUSSION AND ANALYSIS

FOR THE QUARTER ENDED DECEMBER 31, 2014

FORWARD LOOKING STATEMENTS

All statements in this report that do not directly and exclusively relate to historical facts, constitute forward looking statements. These statements represent the Company's intentions, plans, expectations and beliefs, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward looking statements. The Company disclaims any intention or obligation to update or revise such forward looking statements, as a result of new information, future events or otherwise.

MANAGEMENTS DISCUSSION AND ANALYSIS

February 12, 2015

This Management Discussion and Analysis (“MD&A”) is intended to help the reader understand Meadow Bay Gold Corporation’s (“Meadow Bay”) financial statements. The statements are provided for the purpose of reviewing the third quarter of the fiscal year ending March 31, 2015, and comparing results to the previous period, as well as the fiscal year, and comparing results to the previous period. The MD&A should be read in conjunction with the Company's audited consolidated financial statements and corresponding notes for the fiscal years ending March 31, 2014 and 2013.

The financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) and all monetary amounts are expressed in Canadian dollars. The following comments may contain management estimates of anticipated future trends, activities, or results. These are not a guarantee of future performance, since actual results could change based on other factors and variables beyond management control.

The management of Meadow Bay is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The board of directors of Meadow Bay follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders.

The audit committee of Meadow Bay meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

The reader is encouraged to review the Company's statutory filings on www.sedar.com.

DESCRIPTION OF BUSINESS

Meadow Bay was incorporated in British Columbia under the laws of the Business Corporations Act on March 8, 2005. The Company was listed for trading on the TSX Venture Exchange (TSX.V) as a Capital Pool Company on September 18, 2006. The Company currently trades on the TSX as a tier 1 Company under the symbol “MAY.”

In August, 2008, the Company completed its Qualifying Transaction by acquiring the Molybdenite Creek property from In-Dex Minerals Corp. In December 2009, the Company entered into an option agreement to acquire a 30% interest in the Mag property. During the year ended March 31, 2010, the Company returned both the Molybdenite Creek and Mag properties back to the optionors and wrote off acquisition and deferred exploration costs of $1,221,215.

In March 2010, the Company completed a share consolidation on the basis of one new common share for every three old common shares. All share and per share amounts have been retroactively restated to reflect the share consolidation.

On January 21, 2011 the Company entered into a Letter of Intent (“LOI”) to acquire all of the issued and outstanding common stock of Desert Hawk Resources Inc. (“Desert Hawk”), a private Delaware corporation. The Company also launched a private placement financing that closed March 1, 2011 with the sale of 11,313,750 common shares at $1.00US. A portion of the financing, $6,000,000US was used to complete the payment to the previous owner of the Atlanta Mine (described below). The purchase of Desert Hawk Resources Inc. was completed on March 1, 2011.

OVERALL PERFORMANCE

During the quarter ended December 31, 2014, the Company incurred a net loss for the period of $169,193 (2013 - $348,165). After consideration for a currency translation adjustment, the comprehensive gain for the quarter ended December 31, 2014 was $332,338 vs. a comprehensive loss of $186,180 for the quarter ended December 31, 2013.

Desert Hawk Resources Inc., a wholly owned subsidiary of Meadow Bay Gold Corporation, is a mining and exploration Company with a gold project in Nevada called the Atlanta Gold and Silver Mine, a former producing gold and silver mine. The Atlanta mine is an advanced stage exploration project that was acquired March 1, 2011 for a cash consideration of $6 million. Meadow Bay’s strategy is to carry out an extensive drill program to enhance the existing resource base well beyond existing levels. The mine-site already has infrastructure on site – with power, water, road access, and accommodation which can house approximately 20 people. The Company has added significantly to the land base since acquiring the mine site with current acreage in excess of 12,000 acres compared to about 1,000 acres at time of acquisition.

The Atlanta Mine produced 1.5 million tons of ore containing 0.09 ounces gold/ton and 1.25 ounces silver/ton and recovered 121,000 ounces of gold and 800,000 ounces of silver during the period 1975 to 1985 based on historical records. The remaining indicated and inferred resource of 464,000 ounces of gold has been estimated by previous workers which is not compliant with standards as set out in National Instrument 43-101. The mine development plan will include substantial pit expansion and capital expenditures to refurbish the mining equipment and near term production potential. In addition to the excellent near-term development aspect of the project, the Company considers the Atlanta Mine to offer excellent exploration and development upside by drilling extensions to the known mineralization and larger scale production than previous mining through both pit-extension and possibly underground mining.

The Company previously had optioned the Colorback Gold Project on the Battle Mountain trend 12 miles north of Pipeline. The property was host to both surface gold targets and a lower-plate Carlin-Style gold system. Previous surface sampling contains gold values as high as 1 ounce per ton and near surface intercepts in upper plate chart considered leakage from the deeper system. In the fiscal year ending March 31, 2012, the Company cancelled its option on this property as it had no immediate plans to explore further on this property. The property was written off to operations as impaired.

The Company also had previously optioned the Spruce Mountain Gold and Silver Project located in Elko County, Nevada which was comprised of 63 unpatented lode claims adjacent and overlapping with a 100 million ton copper-molybdenum resource. The property is a porphyry deposit with a silver skarn on the west side and a porphyry copper deposit in the centre of the project. As this property did not fit the Company’s exploration plans going forward, the option was cancelled and the property was written off to operations as impaired

SELECTED ANNUAL INFORMATION

	Year ended March 31, 2014 $	Year ended March 31, 2013 $	Year ended March 31, 2012 $
Total revenues	-	-	-
Net loss for the year	(1,539,488)	(1,753,033)	(4,064,753
Net loss per share, basic and diluted	0.03	0.04	(0.10)
Total assets	25,064,598	23,491,948	23,576,559
Total working capital (deficit)	535,115	(71,570)	1,000,939
Shareholder's equity	24,922,173	22,491,948	23,196,310

RESULT OF OPERATIONS

For the three month period ended December 31, 2014:

Total operating expenses for the current quarter ending December 31, 2014 amounted to $169,193 compared to $360,443 for the quarter ending December 31, 2013. Following is a review of the major changes between the quarter ending December 31, 2014 and December 31, 2013:

Claim maintenance (an amount paid to the Bureau of Land Management) was $6,554 compared to $6,196. General consulting was $39,000 compared to $46,000. Office and admin services were $52,424 compared to $74,109. Professional fees were virtually unchanged; $12,202 in 2014 and 8,811 in 2013. Trade shows and investor relations amounted to $4,946 compared to

$156,025 in 2013. Wages and benefits amounted to $30,251 in 2014 compared to $27,681 in 2013.

For the nine month period ended December 31, 2014:

There has been a significant reduction in expenses in the current year as less general exploration was undertaken in the comparative periods. Capitalized exploration costs on resource properties amounted to $93,035 in 2014 compared to $308,745 in 2013. In addition to a reduction in exploration activities, the Company also cut back on its participation in trade shows, recognizing the slow market for junior resource entities. As a result, trade show costs were $62,849 compared to $247,883 for the previous year. Consulting fees amounted to $117,000 compared to $232,000 as the Company reduced its workforce pending receipt of BLM clearance for a drill permit on the Western Knolls area. The Company has received a Finding of No Significant Impact (FONSI) from the Bureau of Land Management (BLM) which frees the Company to begin work on its Plan of Operation. Other expenditures were reduced as management reduced all optional expenditures. Office and admin was $167,707 compared to $223,638. Travel expenses were $3,807 compared to $37,114. Wages and benefits were $60,605 compared to $91,469.

Extensive geochemical sampling, geologic mapping and geophysical surveys have been carried out on the Western Knolls and final drill targets are being identified for a proposed drill program later this spring or summer. The proposed drill program will include in-fill drilling in the Atlanta shear zone, targets located to the north of the shear zone and specific targets on the Western Knolls which has completed mapping, a gravity survey, and geophysical and geochemical results all of which suggest a target-rich environment. The Western Knolls has never been drilled.

SUMMARY OF QUARTERLY RESULTS:

	Dec 31 2014 $	**Sept 30 2014** $	**June 30 2014** $	**March 31 2014** $
Income Statement Data				
Total Revenues	Nil	Nil	Nil	Nil
Income (loss) before discontinued operations and extraordinary items	(169,193)	(415,714)	(213,779)	(357,363)
Net income (loss)	(169,193)	(415,714)	(213,779)	(357,363)
Income (loss) per common share outstanding				
Income (loss) per share before discontinued operations and extraordinary items	0.00	(0.01)	0.00	0.00
Net income (loss) per share	0.00	(0.01)	0.00	0.00

	Dec 31 2013 $	Sept 30 2013 $	June 30 2013 $	March 31 2013 $
Income Statement Data				
Total Revenues	Nil	Nil	Nil	Nil
Income (loss) before discontinued operations and extraordinary items	(348,165)	(337,535)	(496,425)	155,645
Net income (loss)	(348,165)	(337,535)	(496,425)	155,645
Income (loss) per common share outstanding				
Income (loss) per share before discontinued operations and extraordinary items	0.00	(0.01)	(0.01)	0.00
Net income (loss) per share	0.00	(0.01)	(0.01)	0.00

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2014, the Company had cash and cash equivalents of $275,477 compared to $79,398 as at December 31, 2013 and $636,859 as at March 31, 2014. The Company had working capital of $286,942 as at December 31, 2014 compared to $535,115 as at March 31, 2014 and a working capital deficit of $119,234 as at December 31, 2013.

In December, 2014, the Company completed a non-brokered private placement of a total of 5,500,000 units for gross proceeds of $550,000. Each unit consisted 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 15 cents per share. The securities are subject to a four-month hold period as required under applicable securities laws.

Finders' fee of 7% cash ($31,549) and 7% in finders' warrants (312,200) were paid on a portion of the proceeds. Each finders' warrant entitles the holder to purchase one common share of the company on the same terms as the warrants issued with the placement. The finders' warrants were valued at $20,586 using a Black Scholes option pricing model with the following assumptions: risk free interest rate – 1.01%, expected life – 2 years, dividend nil and annualized volatility 103.54%.

The Company's CEO and CFO participated in this private placement in the amount of $55,000, which was applied against amounts owing to related parties.

During the year ended March 31, 2014, the Company completed the following share transactions:

a) On April 29, 2013, the Company completed the first tranche of a private placement by issuing 2,530,910 units of which 2,190,000 were issued at $0.20 CDN and 340,910 were issued at $0.22 CDN per unit for gross proceeds of $513,000. Each unit comprised one share and one share warrant, entitling the holder to purchase one additional share for a period of 2 years from the date of closing at a price of $0.30 per share, for the third year at $0.35 per share and for the fourth year at $0.40 per share. The Company paid finders' fees of $18,900 cash and 94,500 finders' warrants, with each finder's warrant entitling the holder to purchase one common share of the Company under the same conditions as the unit holders. The warrants were valued at $17,684 using a Black Scholes option pricing model, as the value of the services performed was not readily verifiable. The assumptions used for in the model were as follows: risk free interest rate – 1.137%, expected life – 4 years, dividend nil and volatility 135.27%.

b) On June 3, 2013, the Company completed the second and final tranche of the same private placement by issuing 2,640,475 units at $0.20 CDN for gross proceeds of $528,095. The Company paid finders' fees of $17,325 cash and 86,625 finders' warrants. The warrants were valued at $22,325 using a Black Scholes option pricing model, as the value of the services performed was not readily verifiable. The assumptions used for in the model were as follows: risk free interest rate – 1.3743%, expected life – 4 years, dividend nil and volatility 134.34%

c) On November 22, 2013, the Company completed a private placement by issuing 1,143,000 units at $0.20 CDN for gross proceeds of $228,600. Each unit comprised one share and one share warrant, entitling the holder to purchase one additional share for a period of 5 years from the date of closing at a price of $0.25 CDN per share. The Company paid finders' fees of $4,802 cash and 24,010 finders' warrants, with each finder's warrant entitling the holder to purchase one common share of the Company under the same conditions as the unit holders. The warrants were valued at $3,612 using a Black Scholes option pricing model, as the value of the services performed was not readily verifiable. The assumptions used for in the model were as follows: risk free interest rate – 1.73%, expected life – 5 years, dividend nil and volatility 130.11%

d) On February 28, 2014, the Company completed a private placement by issuing 5,294,116 units at $0.17 CDN for gross proceeds of $900,000. Each unit comprised one share and one share warrant, entitling the holder to purchase one additional share for a period of 4 years from the date of closing at a price of $0.25 CDN per share. The Company paid finders' fees of $38,820 cash and 234,236 finders' warrants, with each finder's warrant entitling the holder to purchase one common share of the Company under the same conditions as the unit holders. The warrants were valued at $45,228 using a Black Scholes option pricing model, as the value of the services performed was not readily verifiable. The assumptions used for in the model were as follows: risk free interest rate – 1.16%, expected life – 4 years, dividend nil and volatility 129.30%.

Effective July 15, 2014, the Company granted 700,000 common shares to officers and consultants. The option granted the recipient the right to purchase shares at a price of $0.25 for a period of 5 years. The cost of this grant as recorded in the statement of operations was $90,070 and was calculated using the Black Scholes option model with the following inputs: risk-free interest rate – 1.10%; expected life – 4yrs; annualized volatility – 126.45%; and a nil dividend rate.

Also effective July 15, 2014, the Board of Directors approved a re-pricing to $0.25 of 3,450,000 previously granted options. The re-pricing resulted in a charge to operations of $84,000 and was determined by using the Black Scholes option model with the following inputs: risk-free interest rate – 1.10%; expected life – from ½ year to 3-1/4 yrs; annualized volatility – from 92.04% to 101.86%; and a nil dividend rate.

The Company has no debt other than current accounts payable and accrued payables and amounts due to related parties. Accounts payable and accrued payables amount to $170,960 as compared to $112,583 at March 3, 2014 and $310,468 at December 31, 2013. Amounts due to related were $75,710 as at December 31, 2014 vs. $29,842 at March 31, 2014 and $64,584 at December 31, 2013. Management believes that the Company has sufficient capital resources or the ability to raise such required funding to meet its capital requirements for the current year.

At present, the Company's operations do not generate cash flow and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. In order to continue as a going concern and to meet its corporate objectives, which primarily consist of exploration work on its mineral properties, the Company will require additional financing through debt or equity issuances or other available means. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control. The annual and interim financial statements do not include any adjustments to the recoverability and classification of reduced asset amounts and classification of liabilities that might be necessary should the Company be unable to continue operations. These adjustments could be material. The Company is not subject to material externally-imposed capital constraints.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the nine months ended December 31, 2014:

a) Consulting fees paid or accrued to the CEO of the Company of $90,000 vs. $97,500 for the nine months ended December 31, 2013.

b) Consulting fees paid or accrued to the CFO of $27,000 vs. $27,000 for the nine months ended December 31, 2013.

c) Geological fees paid or accrued to an officer of $38,971 vs. $54,400 for the nine months ended December 31, 2013.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the year. Significant areas requiring the use of management estimates relate to determination of stock-based compensation, impairment of assets, and future income taxes. Actual results could differ from these estimates.

FUTURE ACCOUNTING CHANGES

The Company adopts new pronouncements relating to generally accepted accounting principles applicable to the Company as they are issued, which may be in advance of their effective date. Management does not believe that any recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the accompanying financial statements.

FINANCIAL INSTRUMENTS

The Company classified its cash and cash equivalents and prepaid expenses and advances as loans and receivables and are carried at amortized cost. Receivables Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The carrying values of the Company's financial assets and liabilities approximate their fair value due to the relatively short periods to maturity of these investments.

The Company's financial instruments and risk exposures are summarized below.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk with respect to its cash and cash equivalents is minimal as they are held with a high-credit quality financial institution. As at December 31, 2014, the Company had funds on hand of $275,477 while $160,031 were over the federally insured limit (December 31, 2013 - $4,240 was over the limit.)

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2014, the Company had a cash balance of $275,477 to settle current liabilities of $246,670. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The interest rate risks on cash and cash equivalents are not considered significant.

(b) Foreign exchange rate risk

Foreign exchange risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company does not have material transactions designated in a foreign currency and therefore management considers the foreign exchange risk to be minimal.

OUTSTANDING SHARE DATA

The company had the following common shares, stock options and warrants outstanding as at the date of this report:.

There have been no other changes as of the date of this report:

Issued and Outstanding Common shares	64,839,795
Stock options	4,380,000
Warrants	19,937,236
Total	89,157,031

RISK AND UNCERTAINTIES

The Company is in the business of acquiring and exploring natural mineral properties. Due to the nature of the Company's proposed business and the present stage of exploration of its mineral property, which is at very early stages of exploration, the following risk factors, amongst others, apply:

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow. The Company has incurred losses since its inception. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Properties and administrative costs. The Company cannot predict when it will reach positive operating cash flow.

Mining Industry

The Company is engaged in the exploration for and development of mineral deposits. These activities involve significant risks which careful evaluation, experience and knowledge may not, in some cases, eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit.

Equity Market Risk

The Company raises money in the equity markets which can fluctuate significantly. If the appetite for equity financing is curtailed it may be difficult or impossible to raise additional equity. This could have a negative effect on the Company and its ability to operate. These factors are beyond the control of management.

Reliance on Management

The Company relies on its management to execute its business plan. If members of the management team should become unavailable for any reason the Company could experience difficulties in executing its plans.

Title

There is no guarantee that title to properties in which Company has a material interest will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Before a number of claims under option can be recorded in Company's name, the underlying title holder has to assign title to the Company once the Company satisfies its option agreement obligations. There are no assurances that the underlying title holder will assign title.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions as at the date of this MD&A. The words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets", "may", "will" and similar expressions identify forward-looking statements. Information concerning the interpretation of drill results may also be considered a forward-looking statement; as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. The forward-looking statements reflect the current beliefs of the management of the Company, and are based on currently available information. Readers are cautioned not to place undue reliance on these statements as they are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, such forward-looking statements. The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

SUBSEQUENT EVENT

There are no reportable subsequent events as of the date of this report.

EFFECTIVENESS OF DISCLOSURE CONTROLS

The Chief Financial Officer and Chief Executive Officer have evaluated the effectiveness of the Company's disclosure controls as of March 31, 2014. They have concluded that the Company's disclosure controls and procedures provide reasonable assurance that material information relating to the Company would be made known to them by others within the Company, particularly during the period during which this report was being made.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR at www.sedar.com. Additional financial information concerning the Company is provided in its audited comparative financial statements and management's discussion and analysis for the Company's most recently completed financial year. Copies of this information are available by contacting the Company at its offices located at Suite 210 - 905 West Pender Street, Vancouver, BC, V6C 1L6; phone 604-641-4450 or 604-682-2928; fax 1-855-557-4622 or 604-685-6905.