

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

May 6, 2015.

Item 3: News Release

A news release was issued and disseminated on May 6, 2015 through Marketwired and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced the appointment of Christopher Crupi, CPA, CA as President, CEO and a Director, effective immediately, succeeding Robert Dinning, who will continue on as Chairman.

Item 5: Full Description of Material Change

The Company announced the appointment of Christopher Crupi, CPA, CA as President, CEO and a Director, effective immediately, succeeding Robert Dinning, who will continue on as Chairman. Mr. Crupi was previously the CEO and co-founder of Paramount Gold and Silver Corp. which was recently acquired by Coeur Mining, Inc. of Chicago in a stock transaction valued in excess of \$200 million.

Mr. Crupi commented, "I am very excited about the opportunity to work with the Company due to the quality of its asset - the Atlanta Gold Mine in Nevada. The project has a significant gold resource with tremendous upside potential in one of the best mining jurisdictions in the world."

The Company is focused on developing the former producing Atlanta Gold Mine in Nevada. Prior drilling confirmed a resource on the Atlanta Shear Zone and resulted in the discovery of disseminated mineralization in the Atlanta Porphyry. Further details including the results of a NI 43-101 resource estimate prepared by Gustavson Associates LLC are available on the Company's website at www.meadowbaygold.com.

The Company also announced the resignation of Alex Khutorsky as a Director effective immediately. Robert Dinning thanks Mr. Khutorsky for his years of service to the Company.

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

Christopher Crupi, President & CEO

1-855-557-4622

Item 9: Date of Report

May 6, 2015.