

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**

July 10, 2015.

**Item 3: News Release**

A news release was issued and disseminated on July 10, 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 has closed a private placement financing consisting of 3,360,500 units for gross proceeds of \$672,100 priced at \$0.20 per unit.

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

The Company announced that it has closed a private placement financing consisting of 3,360,500 units for gross proceeds of \$672,100 priced at \$0.20 per unit.

Each unit consists of one common share and one common share purchase warrant exercisable at \$0.25 per share for a period of two years. Total insider participation was 945,000 units with Christopher Crupi, CEO, subscribing for 759,000 units of the offering. A finder's fee and broker warrants amounting to 7% was paid to Canaccord Genuity Corp. on a portion of the funding. The proceeds will be used for ongoing exploration activities.

**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:

Christopher Crupi  
CEO  
1-855-557-4622

Matthew Harrington  
Launch IR  
1-613-882-7467

**Item 9: Date of Report**

July 10, 2015.