MEADOW BAY GOLD CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE QUARTER ENDED SEPTEMBER 30, 2015

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

November 13, 2015

This Management Discussion and Analysis ("MD&A") is intended to help the reader understand the Meadow Bay Gold Corporation ("Meadow Bay") financial statements. The statements are provided for the purpose of reviewing the first six months of fiscal year ending March 31, 2016, and comparing results to the corresponding period for the previous year. 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, 2015 and 2014.

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.”

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. The purchase of Desert Hawk Resources Inc. was completed on March 1, 2011.

OVERALL PERFORMANCE

During the six months ended September 30, 2015, the Company incurred a net loss for the period of $890,939 (2014 - $629,741). After consideration for a currency translation adjustment, the comprehensive loss for the six months ended September 30, 2015 was $17,755 (2014 - $446,374)

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 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. A National Instrument 43-101 resource estimation was prepared by Gustavson LLC and subsequently filed on SEDAR.

SELECTED ANNUAL INFORMATION

	Year ended March 31, 2015 $	Year ended March 31, 2014 $	Year ended March 31, 2013 $
Total revenues	-	-	-
Net loss for the year	(1,568,381)	(1,539,488)	(1,753,033)
Net loss per share, basic and diluted	(0.03)	(0.03)	(0.04)
Total assets	27,070,658	25,064,598	23,491,948
Total working capital (deficit)	3,685	535,115	(71,570)
Shareholder's equity	26,775,092	24,922,173	22,491,948

RESULTS OF OPERATIONS

For the quarter ended September 30, 2015 compared to the same quarter for the previous year – September 30, 2014

Total operating expenses for the quarter ended September 30, 2015 (referred to as “Q2 2016”) amounted to $618,477 compared to $415,962 for the quarter ended September 30, 2014 (referred to as “Q2 2015”). The difference of $202,515 represents a 49% increase in operating expenses from the previous year. A significant reason for the increase is the exchange rate between the Canadian and US dollar. The average exchange rate in Q2 2016 was 28% lower than the average rate in Q2 2015.

Claim maintenance fees, were $123,535 in Q2 2016 compared to $92,154 for Q2 2015. Consulting fees were 189,000 in Q2 2016 compared to $39,000 in Q2 2015. Wages and benefits in Q2 2016 amounted to $32,227 compared to a credit of $3,173 in Q2 2015. Trade shows and investor relations amounted to $69,931 in Q2 2016 vs. $42,530 in Q2 2015. Office and administrative services were $53,199 in Q2 2016 compared to $72,753 for Q1 2015. Depreciation was up marginally to $12,162 in Q2 2016 from $10,207 in Q2 2015. Professional fees increased to $24,106 in Q2 2016 compared to $19,049 in Q2 2015. Transfer agent and filing fees increased slightly to $14,551 in Q2 2016 from $10,039 in Q2 2015. Travel insignificantly to; $25,266 in Q2 2016 vs. $250 in Q2 2015. Finally, there was a small loss on foreign exchange in Q2 2016 of $210 vs. $nil in Q2 2015.

For the six months ended September 30, 2015 (“2015”) compared to the same period for the previous year – September 30, 2014 (“2014”)

In the six months ended September 30, 2015, the Canadian dollar averaged 17% less than the US dollar compared to the same period in 2014. There has been an increase in activity, for both exploration expenses and operating expenses. The result is that most costs were up in 2015 compared to 2014.

In the current year capitalized exploration costs on resource properties amounted to $135,407 compared to $78,601 in 2014.

For operating expenses, claim maintenance was $123,535 in 2015 compared to 92,154 in 2014. General consulting was $182,500 more in 2015 than in 2014. Trade shows and investor relations was $58,798 more in 2015. Travel was $30,685 in 2015 compared to $4,017 in 2014. Wages and benefits were $7,499 in 2015 compared to $30,354. Professional fees were $43,449 in 2015 and $22,276 in 2014. These were the areas where costs were significantly greater in 2015 compared to 2014.

Other areas experienced less increase and some areas even had a reduction. Depreciation was $23,546 in 2015 compared to $19,051 in 2014. Office and administration was $110,289 in 2015 and $115,283 in 2014. Transfer agent and filing was $44,130 in 2015 and $36,251 in 2014. Foreign exchange was negligible in both years. Finally, share based compensation, a non-cash item, was $67,290 in 2015 compared to $174,700 in 2014.

SUMMARY OF QUARTERLY RESULTS:

	31-Mar 2015 $	31-Mar 2015 $	Dec 31 2014 $	Sept 30 2014 $
Income Statement Data				
Total Revenues	Nil	Nil	Nil	Nil
Income (loss) before discontinued operations and extraordinary items	(618,081)	(851,240)	(169,193)	(415,714)
Net income (loss)	(618,081)	(851,240)	(169,193)	(415,714)
Income (loss) per common share outstanding				
Income (loss) per share before discontinued operations and extraordinary items	(0.01)	(0.01)	0.00	(0.01)
Net income (loss) per share	(0.01)	(0.01)	0.00	(0.01)

	June 30 2014 $	March 31 2014 $	Dec 31 2013 $	Sept 30 2013 $
Income Statement Data				
Total Revenues	Nil	Nil	Nil	Nil
Income (loss) before discontinued operations and extraordinary items	(213,779)	(357,363)	(348,165)	(337,535)
Net income (loss)	(213,779)	(357,363)	(348,165)	(337,535)
Income (loss) per common share outstanding				
Income (loss) per share before discontinued operations and extraordinary items	0.00	0.00	0.00	(0.01)
Net income (loss) per share	0.00	0.00	0.00	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2015, the Company had cash and cash equivalents of $477,035 compared to $53,404 as at September 30, 2014. The Company had working capital of $303,444 at September 30, 2015 compared to working capital deficit of $49,140 as at September 30, 2014.

During the six months ending September 30, 2015, the Company completed the following share transactions:

a) On April 4, 2015, a shareholder exercised options to purchase 30,000 common shares at $0.15 for proceeds of $4,500.

b) On April 8, 2015, 600,000 warrants were exercised; 400,000 at $0.25 and 200,000 at $0.15 for total proceeds of $130,000.

c) On July 10, 2015, the Company completed the first tranche of a non-brokered private placement by issuing 3,360,500 units at $0.20 each for gross proceeds of $672,100. 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 $0.25 per share. The Company paid finders' fees of $15,806 cash and 79,030 brokers' warrants, with each finder's warrant entitling the holder to purchase one common share of the Company under the same conditions as the warrants issued with the unit. The warrants were valued at $6,995 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 – .05%, expected life – 2 years, dividend nil and annualized volatility – 101.86%.

d) On August 27, 2015, the Company completed the second and final tranche of the non-brokered private placement issuing 2,360,000 units for gross proceeds of $472,000. The Company paid finders' fees of $27,090 cash and 135,450 brokers' warrants, with each finder's warrant entitling the holder to purchase one common share of the Company under the same conditions as the warrants issued with the unit. The warrants were valued at $13,324 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 – .04%, expected life – 2 years, dividend nil and annualized volatility – 104.84%.

Certain officers of the Company participated in this private placement in the amount of $189,000, of which $89,000 was for services rendered and applied against amounts owing to related parties.

During the year ending March 31, 2015, the Company completed the following share transactions:

a) On February 11, 2015, the Company completed a non-brokered private placement by issuing 1,700,000 units issued for $0.10 for gross proceeds of $170,000. 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 $0.15 per share.
b) On December 19, 2014, the Company completed a non-brokered private placement by issuing 5,500,000 units issued for $0.10 for gross proceeds of $550,000. 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 $0.15 per share. The Company paid finders' fees of $31,549 cash and 312,200 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 $20,586 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 – 1.01%, expected life – 2 years, dividend nil and annualized volatility 103.54%.

Certain officers of the Company participated in this private placement in the amount of $55,000, which was applied against amounts owing to related parties.

c) Shareholders exercised the following warrants:
   - 500,000 warrants were exercised on February 24, 2015 at $0.15 per share
   - 350,000 warrants were exercised on March 10, 2015 at $0.15 per share

The Company has no debt other than current accounts payable of $284,857 at September 30, 2015 ($197,184 as at September 30, 2014). Management believes that the Company has sufficient capital resources to meet its initial 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 and complete equity funding. 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 six months ended September 30 2015 (with comparisons for the quarter ended September 30, 2014):

a) Consulting fees paid or accrued to Robert Dinning, the Chairman of the Board and former CEO, of $90,000 (2014 - $60,000).

b) Consulting fees paid or accrued to Chris Crupi, the current CEO, of $57,500 (2014 - $Nil)

c) Consulting fees paid or accrued to Keith Margetson, the CFO, of $18,000 (2014 - $18,000)

d) Geological fees paid to, a former officer, in the amount of $39,434l (2014 - $24,695)

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 as loans and receivables and are carried at amortized cost. Receivables, accounts payable and accrued liabilities and accounts payable to related parties 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 September 30, 2015, the Company had funds on hand of $477,0355 while the federally insured limit is $100,000.

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 September 30, 2015, the Company had a cash balance of $477,035 to settle current liabilities of $284,857. 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:

Issued and Outstanding Common shares	74,990,295
Stock options	5,820,000
Warrants	26,122,216
	106,932,511

RISK AND UNCERTAINTIES

The Company is in the business of acquiring and exploring natural resource 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 early stages of exploration, the following risk factors, amongst others, apply:

<u>Negative Operating Cash Flow</u>

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 EVENTS

Subsequent to September 30, 2015, the Company issued 1,250,000 shares to directors of the Company. At the same time, the Company cancelled 1,200,000 options to directors and officers. These changes were taken into account in determining the outstanding share data as of the date of this report.

EXPLORATION PROGRAM

During the September 30, 2015 period and subsequent thereto to the date of this report, the Company commenced an extensive exploration program at its Atlanta Mine in Nevada. The program consists of an exploration budget of US$500,000 with a two part work program. The first part is a drill program in the current resource area designed to upgrade (confidence level) and expand the existing resource at the Atlanta Porphyry and Shear Zone. Layne Drilling of Arizona is under contract to drill six holes with a reverse circulation rig for a total of approximately 8,000 feet. It is expected that a new National Instruments 43-101 Technical Report will be prepared in 2016 based on the results of this first part.

The second part of the program is designed to test new targets at the Western Knolls area of the Atlanta Mine Gold Project. We expect up to twelve holes will be drilled in 2015.

The program is underway with results expected by the end of 2015. ALS Chemex of Vancouver has been engaged to conduct sample assays.

EFFECTIVENESS OF DISCLOSURE CONTROLS

The Chief Financial Officer and Chief Executive Officer have evaluated the effectiveness of the Company's disclosure controls as of September 30, 2015. 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.