

**EARLY WARNING REPORT FILED PURSUANT TO  
NATIONAL INSTRUMENT 62-103 ("NI 62-103")**

**1. The name and address of the offeror.**

Christopher Crupi (the "Offeror")  
#2600-160 Elgin Street  
Ottawa, Ontario K1P 1C3

**2. The designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.**

On March 4, 2016, the Offeror, who is the President, CEO and a director of Meadow Bay Gold Corporation ("Meadow Bay"), acquired beneficial ownership of 1,750,000 units ("Units") of Meadow Bay. Each Unit is comprised of one common share of Meadow Bay (a "Share") and one non-transferable common share purchase warrant (a "Warrant"), with each Warrant entitling the Offeror to purchase one common share of Meadow Bay (a "Warrant Share") at a price of \$0.06 per Warrant Share until March 4, 2021. The 1,750,000 Shares comprised in the Units represent approximately 2.2% of Meadow Bay's issued and outstanding common shares. The 1,750,000 Shares and the 1,750,000 Warrants comprised in the Units collectively represent approximately 4.3% of the issued and outstanding common shares of Meadow Bay, assuming the exercise of the Warrants.

**3. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.**

Prior to the acquisition of the Units, the Offeror beneficially owned 3,619,930 common shares, 2,126,647 common share purchase warrants and 1,000,000 stock options of Meadow Bay, collectively representing approximately 8.6% of the issued and outstanding common shares of Meadow Bay, assuming the exercise of the common share purchase warrants and stock options. As a result of the acquisition of the Units, the Offeror now has control over an aggregate of 5,369,930 common shares, 3,876,647 common share purchase warrants and 1,000,000 stock options of Meadow Bay, collectively representing approximately 12.1% of the issued and outstanding common shares of Meadow Bay, assuming the exercise of the common share purchase warrants and stock options.

**4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:**

- (i) **the offeror, either alone or together with any joint actors, has ownership and control,**

Please refer to paragraphs 2 and 3 above.

- (ii) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and**

Not applicable.

- (iii) **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

5. **The name of the market in which the transaction or occurrence that gave rise to the news release took place.**

Not applicable.

- 5.1 **The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

Not applicable.

6. **The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

The Units were acquired by the Offeror for investment purposes. The Offeror may increase or decrease his beneficial ownership or control of securities of Meadow Bay as the circumstances or market conditions warrant.

7. **The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

A subscription agreement was entered into between Meadow Bay and the Offeror setting out the price and general terms for the purchase of the Units, customary for transactions of this nature.

8. **The names of any joint actors in connection with the disclosure required by this Form.**

Not applicable.

9. **In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value in Canadian dollars of the consideration paid by the offeror.**

The Units were purchased at a price of \$0.05 per Unit.

10. **If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of NI 62-103 in respect of the reporting issuer's securities.**

Not applicable.

- 11. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting the reliance.**

Not applicable.

DATED this 11<sup>th</sup> day of March, 2016

*“Christopher Crupi”*

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