

"FORM 51 102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Meadow Bay Gold Corporation (the "**Company**")
Suite 210 – 905 West Pender Street
Vancouver, BC V6C 1L6

Item 2 Date of Material Change

July 25 and July 27, 2016

Item 3 News Release

A news release was issued and disseminated on July 27, 2016 through Marketwired and filed on SEDAR at www.sedar.com.

Item 4 Summary of Material Change(s)

The Company closed the non-brokered private placement financing (the "**Private Placement**") announced in the Company's news release dated June 29, 2016, consisting of the sale of 5,949,849 Units ("**Units**") at a price of \$0.06 per Unit, raising gross proceeds of \$356,990.94. Each Unit consisted of one common share of the Company and one warrant (a "**Warrant**") exercisable to purchase an additional common share of the Company at a price of \$0.07 per share for a period of five years

The Company announced the voting results for the election of directors at the Company's Annual General Meeting held on Wednesday, July 20, 2016 (the "**Meeting**").

Lance Morginn has resigned as a director of the Company and Keith Margetson has assumed the role of Corporate Secretary in addition to acting as Chief Financial Officer of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company closed the Private Placement announced in the Company's news release dated June 29, 2016, consisting of the sale of 5,949,849 Units at a price of \$0.06 per Unit, raising gross proceeds of \$356,990.94. Each Unit consisted of one common share of the Company and Warrant exercisable to purchase an additional common share of the Company at a price of \$0.07 per share for a period of five years. The Company paid finder's fees in the amount of \$10,149.37 in cash and issued 169,156 finder's warrants ("**Finder's Warrants**") in respect of a portion of the Private Placement. Each Finder's Warrant entitles the holder to purchase one common share of the Company at a price of \$0.07 per share for a period of five years.

The Company received shareholder approval for the Private Placement as required by the policies of the Toronto Stock Exchange at the Meeting. Net proceeds from the Private Placement will be used for general working capital

The Company announced the voting results for the election of directors at the Meeting. A total of 13,723,251 common shares, representing 16.31% of the issued and outstanding common shares of the Company, were represented at the Meeting, which common shares were voted with respect to the election of directors as follows:

Nominee	For	Withheld
Christopher Crupi	99.78%	0.22%
Robert Dinning	99.78%	0.22%
Adrian Robertson	99.77%	0.23%
Charles William (Bill) Reed	99.78%	0.22%
Jordan Estra	99.78%	0.22%
Lance Morginn	99.78%	0.22%

Lance Morginn has resigned as a director of the Company and Keith Margetson has assumed the role of Corporate Secretary in addition to acting as Chief Financial Officer of the Company.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51 102

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Robert Dinning, Chairman and director
Tel: (604) 641-4450

Item 9 Date of Report

August 5, 2016