## FORM 13-502F1 CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE

MANAGEMENT CERTIFICATION								
I, <u>Robert Dinning</u> , an officer of the reporting issuer noted below have examined this Form 13-502F1 (the <b>Form</b> ) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.								
(s)"Robert Dinning"	June 29, 2017							
Name: Robert Dinning	Date:							
Title: Chairman								
Reporting Issuer Name:	Meadow Ba	y Gold Corpora	tion	_				
End date of previous financial year:	March 31, 2017			_				
Type of Reporting Issuer:	⊠ Class 1 reporting issuer			□ Class 3B reporting issuer				
Highest Trading Marketplace: (refer to the definition of "highest trading marketpla	TSX ace" under OSC	Rule 13-502 Fees	;)	-				
Market value of listed or quoted equity securities: (in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 <i>Fees</i> )								
Equity Symbol								
		MAY						
<b>1<sup>st</sup> Specified Trading Period</b> (dd/mm/yy) (refer to the definition of "specified trading perio Rule 13-502 <i>Fees</i> )	d" under OSC	01/04/2016		_ to30/06/2016				
Closing price of the security in the class or a last trading day of the specified trading per such security was listed or quoted on the himarketplace	riod in which		\$	0.085	_ (i)			
Number of securities in the class or se security outstanding at the end of the last to the specified trading period				84,146,963	_ (ii)			
Market value of class or series		(i) x (ii)	\$	7,152,491.86	_ (A)			
2 <sup>nd</sup> Specified Trading Period (dd/mm/yy) (refer to the definition of "specified trading perio Rule 13-502 <i>Fees</i> )	d" under OSC	01/07/2016		_ to				
Closing price of the security in the class or last trading day of the specified trading per such security was listed or quoted on the hi marketplace	riod in which		\$	<u>0.07</u> (ii	ii)			
Number of securities in the class or se security outstanding at the end of the last to the specified trading period				90,096,812	(iv)			

3 <sup>44</sup> Specified Trading Period (dd/mm/y)/ (mer to the definition of "specified trading period" under OSC (but 13:3927 Person)	Market value of class or series	(iii) x (iv)	\$	6,306,776.84	(B)
last trading day of the specified trading period in which such security varialised or quoted on the highest trading marketplace \$ 0.05 (v)   Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period (dd/mm/yy) (refer to the definition of "specified trading period under OSC Rule 13- 502 Fees) (v) × (vi) \$ 4,710,495.60 (C)   Closing price of the specified trading period under OSC Rule 13- 502 Fees) 0.06 (vii)   Number of securities in the class or series of such security was listed or quoted on the highest trading marketplace 0.06 (vii)   Number of securities in the class or series of such security was listed or quoted on the highest trading marketplace (vii) × (viii) \$ 5.652.594.72 (D)   Market value of class or series (vii) × (viii)   S <sup>*</sup> Specified Trading Period (dd/mm/yy) (rif applicable - rifer to the definition of "specified trading period" under OSC Rule 13-502 Fees) (vii) × (viii)   Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace (vii) × (viii)   Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace (vi) × (vii)   Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period in which such security outstanding at the end of the last trading day of the specified trading period (udir waling peri	(refer to the definition of "specified trading period" under OSC	01/10/2016	j	to31/12/2016	
security outstanding at the end of the last trading day of the specified trading period       94,209,912       (vi)         Market value of class or series       (v) × (vi)       \$ 4,710,495.60       (C)         4 <sup>th</sup> Specified Trading Period (dd/mm/yy) (refer to the definition of "specified trading period" under OSC Rule 13- 502 Fees)       01/01/2017       to       31/03/2017         Closing price of the security in the class or series on the tast trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace       0.06       (vii)         Number of securities in the class or series of such 	last trading day of the specified trading period in which such security was listed or quoted on the highest trading		\$	0.05	(v)
4 <sup>n</sup> Specified Trading Period (dd/mm/yy) (refer to the definition of "specified trading period" under OSC Rule 13- 502 Fees)	security outstanding at the end of the last trading day of			94,209,912	(vi)
refer to the definition of "specified trading period" under OSC Rule 13- 502 Fees)       01/01/2017       to       31/03/2017         Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace       0.06       (vii)         Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period       94,209,912       (viii)         Market value of class or series       (vii) x (viii)       \$_5.652,594.72       (D)         S <sup>in</sup> Specified Trading Period (dd/mm/yy) (if applicable – refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)       N/A       to       N/A         Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace       (xi)       \$	Market value of class or series	(v) x (vi)	\$	4,710,495.60	(C)
last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace   Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period   Market value of class or series <b>5<sup>th</sup> Specified Trading Period</b> (dd/mm/yy)   (if applicable – refer to the definition of "specified trading period"   under OSC Rule 13-502 Fees)   Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace   Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period in which such security was listed or quoted on the highest trading day of the specified trading period is which security outstanding at the end of the last trading day of the specified trading day of the specified trading period   Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period   Market value of class or series   (ix) × (x)   Market value of class or series   (ix) × (x)   Surge Market Value of Class or Series   Claculate the simple average of the market value of the class or series or series of security for each applicable specified trading period   (i.e. A through E above))	(refer to the definition of "specified trading period" under OSC Rule 13-	01/01/2017	7	to31/03/2017	
security outstanding at the end of the last trading day of       94,209,912 (viii)         Market value of class or series       (vii) x (viii)       \$_5,652,594.72 (D)         S <sup>th</sup> Specified Trading Period (dd/mm/yy)       (if applicable - refer to the definition of "specified trading period"       N/A to N/A         Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace       \$	last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace			0.06	_ (vii)
S <sup>th</sup> Specified Trading Period (dd/mm/yy)       (ii applicable - refer to the definition of "specified trading period"       N/A       to       N/A         Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace       N/A       to       N/A         Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period       -       (ix)         Market value of class or series       (ix) x (x)       \$	security outstanding at the end of the last trading day of			94,209,912	_ (viii)
(if applicable - refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)       N/A       to       N/A         Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace       \$	Market value of class or series	(vii) x (viii)	\$	5,652,594.72	(D)
last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace       \$	(if applicable - refer to the definition of "specified trading period"	N/A		toN/A	
<ul> <li>security outstanding at the end of the last trading day of the specified trading period</li> <li>- (x)</li> <li>Market value of class or series</li> <li>(ix) x (x)</li> <li>- (E)</li> <li>Average Market Value of Class or Series</li> <li>(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))</li> </ul>	last trading day of the specified trading period in which such security was listed or quoted on the highest trading		\$	-	_ (ix)
Average Market Value of Class or Series (Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))	security outstanding at the end of the last trading day of			-	_ (x)
(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))	Market value of class or series	(ix) x (x)	\$	-	(E)
\$5,955,589.76 <b>(1)</b>	(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period				
			\$	5,955,589.76	(1)

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

<b>Fair value of outstanding debt securities:</b> (See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 <i>Fees</i> )		\$ N/A	(2)
(Provide details of how value was determined)			
Capitalization for the previous financial year	(1) + (2)	\$ 5,955,589.76	
<b>Participation Fee</b> (For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 <i>Fees</i> , select the participation fee)		\$ 890	
(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 <i>Fees</i> , select the participation fee)			
Late Fee, if applicable (As determined under section 2.7 of OSC Rule 13-502 <i>Fees</i> )		\$ Nil	
<b>Total Fee Payable</b> (Participation Fee plus Late Fee)		\$ 890	