

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, British Columbia
V6C 1L6

Item 2: Date of Material Change

December 29, 2017

Item 3: News Release

A news release dated December 29, 2017 was disseminated through various approved public media and filed on SEDAR with the securities commissions of British Columbia, Alberta and Ontario.

Item 4: Summary of Material Change

Christopher Crupi has resigned as Chief Executive Officer and a director of the Company effective December 29, 2017.

Robert Dinning, Chairman and a director of the Company, has been appointed as Chief Executive Officer of the Company. Mr. Dinning will continue to act as Chairman of the Company.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

Christopher Crupi has resigned as Chief Executive Officer and a director of the Company effective December 29, 2017.

Robert Dinning, Chairman and a director of the Company, has been appointed as Chief Executive Officer of the Company. Mr. Dinning will continue to act as Chairman 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

Not applicable

Item 8: Executive Officer

Robert Dinning
President, Chief Executive Officer, Chairman and Director
(604) 641-4450

Item 9: Date of Report

January 4, 2018