

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name & Address of Company

Meadow Bay Gold Corporation (“**Meadow Bay**” or the “**Company**”)
Suite 210 – 905 West Pender Street,
Vancouver, British Columbia V6C 1L6

Item 2. Date of Material Change

November 15, 2019

Item 3. News Release

A news release dated November 18, 2019 was disseminated through various other approved public media and was SEDAR filed with the applicable securities commissions of British Columbia, Alberta and Ontario.

Item 4. Summary of Material Change

Meadow Bay closed the sale of all of the Company’s shares in Desert Hawk Resources Inc. (“**Desert Hawk**”), and thereby the Atlanta Gold Mine project in Lincoln County, Nevada, to Casino Gold Corp. (“**Casino Gold**”).

Item 5. Full Description of Material Change

Meadow Bay closed the sale of all of the Company’s shares in Desert Hawk, and thereby the Atlanta Gold Mine Project in Lincoln County, Nevada, to Casino Gold, which transaction was previously announced in its news releases of September 25, 2019 and October 8, 2019.

Casino Gold is a Toronto-based private gold exploration company that holds gold exploration projects in the Battle Mountain Trend in Nevada. Casino Gold also currently holds 46.29% of the issued and outstanding shares of Victory Metals Inc. (TSXV: ECC), which owns a 100% interest in the Iron Point Vanadium Project located 22 miles east of Winnemucca, Nevada. As consideration for the purchase of Desert Hawk, Casino Gold issued to Meadow Bay 10,000,000 common shares in its capital (the “**Casino Gold Shares**”), which currently represents approximately 5.8% of Casino Gold’s issued and outstanding shares.

Meadow Bay sold Desert Hawk in conjunction with its planned acquisition of Mountain Valley MD Inc. (“**MVMD**”), a private Ontario corporation focused on becoming a health and wellness organization centred around cannabis derivatives. The Company and MVMD are currently in the process of seeking regulatory approval to closing this transaction.

The sale of Desert Hawk constituted a sale of all or substantially all of the undertaking of the Company for which it obtained approval from its shareholders by way of a special

resolution (the “Desert Hawk Resolution”) passed at the Annual General and Special Meeting of Meadow Bay shareholders held on October 17, 2019.

Meadow Bay intends to alter its authorized share structure to create Class B Non-Voting Common Shares of Meadow Bay (the “**Class B Shares**”) and issue to each holder of common shares of Meadow Bay, prior to Meadow Bay acquiring MVMD, one Class B Share for every common share of Meadow Bay held by such shareholder, by way of share distribution, dividend or otherwise. If, after the Company acquires MVMD, the Company determines to distribute the Casino Gold Shares to the holders of the Class B Shares or the Company completes the sale of all or any portion of the Casino Gold Shares, the Company would redeem all of its then outstanding Class B Shares and distribute the Casino Gold Shares and/or the proceeds arising from the sale of any of the Casino Gold Shares, as the case may be, to the holders of the Class B Shares.

Additional information on the above-noted matters may be found in the management information circular of the Company filed on September 26, 2019 under the Company’s profile on www.sedar.com.

Forward-Looking Information

This material change report may contain forward-looking information (as such term is defined under applicable Canadian securities laws) that are based on the Company’s current expectations and estimates. Forward-looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “suggest”, “indicate” and other similar words or statements that certain events or conditions “may” or “will” occur, and include, without limitation, statements regarding the Company’s current plans. Such forward-looking information involve known and unknown risks, uncertainties and other factors that could cause actual events or results to differ materially from estimated or anticipated events or results implied or expressed in such forward-looking information. Such forward-looking information are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations, including that the acquisition of MVMD will be completed. Forward-looking information is based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability of Meadow Bay to obtain necessary regulatory approval to satisfy the requirements of the CSE with respect to the acquisition of MVMD. The cautionary statements qualify all forward-looking information attributable to Meadow Bay, Casino Gold and MVMD and persons acting on their behalf. Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be placed on such information due to the inherent uncertainty therein.

The securities referred to in this material change report have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States unless pursuant to an exemption therefrom. This material change report is for information purposes only and does constitute an offer to sell or a solicitation of an offer to buy any securities of Meadow Bay, Casino Gold or MVMD in any jurisdiction.

Item 6. Reliance on subsection 7.1 of National Instrument 51-102

N/A

Item 7. Omitted Information

N/A

Item 8. Executive Officer

Attention: Robert Dinning, Chairman and CEO
Email: bob@meadowbaygold.com

Item 9. Date of Report

November 25, 2019