

Vancouver, BC / TheNewswire / June 29, 2016 - [Meadow Bay Gold Corp.](#) ("Meadow Bay Gold" or the "Company") (TSX: MAY) (OTCQB: MAYGF) (Frankfurt: 20M, WKN A1C3DN) announces that further to its news release of April 29, 2016 disclosing the closing of a unit private placement (the "April Private Placement"), the Company has arranged a second tranche of such private placement (the "Second Tranche") consisting of the sale of an additional 5,999,849 units (the "Units"), which sale is subject to receipt of Toronto Stock Exchange ("TSX") approval and approval from the Company's shareholders ("Shareholder Approval") to be sought at the Company's Annual General Meeting scheduled for Wednesday, July 20, 2016 (the "Meeting"). Each Unit consists of one common share of the Company and one share purchase warrant (a "Warrant"), each Warrant entitling the holder to purchase one additional common share of the Company (a "Warrant Share") at an exercise price of \$0.07 per Warrant Share for a period of five years from the date of issuance of the Warrants. Finder's fees amounting to 7% of the proceeds in cash may be paid and up to 419,989 finder's warrants (the "Finder's Warrants") having the same terms as the Warrants may be issued to persons who introduce the Company to investors in connection with the Second Tranche.

Closing of the Second Tranche is subject to receipt of Shareholder Approval pursuant to TSX policies for the following reasons: (a) the issue price of \$0.06 per Unit is less than \$0.0604515, being the lowest allowable Unit issue price after applying the maximum allowable discount of 25% from the five-day volume weighted average trading price (the "5 Day VWAP") of the Company's common shares (the "Common Shares") on the TSX of \$0.080602 for the period ended June 14, 2016 (the date of notice of the Second Tranche was submitted to the TSX); (b) the Warrant and Finder's Warrant exercise price of \$0.07 per Warrant Share is less than the 5 Day VWAP; and (c) the up to 12,419,687 Common Shares (being 14.76% of the Company's current issued and outstanding Common Shares (assuming exercise of the Warrants and Finder's Warrants) that may be issued pursuant to the Second Tranche, when added to the up to 8,222,636 Common Shares that were issued and which may be issued pursuant to the April Private Placement, totals 20,642,323 Common Shares, which constitutes in excess of 25% (25.78%) of the Company's issued and outstanding Common Shares immediately prior to closing of the April Private Placement. Any securityholder participating directly or indirectly in the Second Tranche and their associates and affiliates are not eligible to vote their Common Shares at the Meeting to approve the Second Tranche. In addition, securityholders who acquired Common Shares pursuant to the April Private Placement are also not eligible to vote such Common Shares at the Meeting to approve the Second Tranche.

It has come to the attention of management of the Company ("Management") that the printed versions of the Notice of Meeting, Information Circular of the Company dated June 13, 2016 (the "Circular"), the form of Proxy (the "Proxy") and the Voting Instruction Form (the "VIF", and collectively with the Circular and the Proxy, the "Meeting Materials") in connection with the solicitation of proxies for use at the Meeting, refers to an incorrect number of Units, Warrants and Finder's Warrants to be issued under the Second Tranche. In particular, the printed versions of the Meeting Materials refer to (a) 4,336,766 Units to be issued (rather than 5,999,849 Units); (b) up to 4,336,766 Warrant Shares (rather than up to 5,999,849 Warrant Shares) being issuable upon exercise of the Warrants; and (c) up to 303,573 Warrant Shares (rather than up to 419,989 Warrant Shares) being issuable upon exercise of the Finder's Warrants. Accordingly, the Company is to amend the text of the ordinary resolution to be proposed to the Company's shareholders at the Meeting in respect of the Second Tranche. The proxyholder named in the Proxy or VIF returned by Company shareholders who vote in favour of the Second Tranche will, pursuant to the discretionary authority granted by the shareholder in the Proxy or VIF, be voted in favour of the aforementioned ordinary resolution. Management confirms that all other disclosure pertaining to the Second Tranche in the printed versions of the Meeting Materials are correct and notes that the electronic versions of the Meeting Materials to be filed on SEDAR will refer to the correct amounts of securities.

For further information please contact:

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