OTC Markets

OTCQB Certification

I, Keith Margetson, CFO of Meadow Bay Gold Corporation ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):

- ☐ Company is registered under Section 12(g) of the Exchange Act
- ☒ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of July 20 2016 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

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e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

N/A

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
Robert Dinning	#12 – 900 Indian River Court North Vancouver, BC V7G 2R1	1,716,200 = 2.04%
Adrian Robertson	10695 Aintree Place Richmond, BC V7A 3H1	250,000 = 0.30%
Charles William (Bill) Reed	4905 N. Calle Faja Tucson, AZ 85718	536,364 = 0.64%
Jordan Estra	5888 North Ocean Boulevard Ocean Ridge, FL 33435	250,000 = 0.30%
Lance Morginn	3248 W. 1st Avenue Vancouver, BC V6K 1H5	1,006,000 = 1.20%
Christopher Crupi	2029 Rolling Brook Drive Ottawa, ON K1W 1C9	5,369,930 = 6.38%
Keith Margetson	331 East 5th Street North Vancouver, BC V7L 1M1	113,636 = 0.14%
Thomas Kennedy	5646 Covey Place	Nil

	North Vancouver, BC V7R 4T8	

Date: July 20 2016

Name of Certifying CEO or CFO: Keith Margetson

Title: CFO

Signature: /s/ Keith Margetson
(Digital Signatures should appear as "/s/ [OFFICER NAME]")