



February 3, 2012

BY SEDAR

British Columbia Securities Commission
5th Floor, 701 West Georgia Street
Vancouver, BC V7Y 1L2

Alberta Securities Commission
Suite 600, 250–5th St. SW
Calgary, AB T2P 0R4

Ontario Securities Commission
20 Queen Street West, Suite 1903
Toronto, ON M5H 3S8

Attention: Corporate Finance

Dear Sirs/Mesdames:

**RE: Meadow Bay Gold Corporation (the “Company”)
Amended and Restated MD&A – September 30, 2011
SEDAR Project #01834481**

We are filing an amended and restated management discussion and analysis for the period ended September 30, 2011 (the “MD&A”), which have been revised as a result of a review by the British Columbia Securities Commission with respect to certain technical disclosure relating to the Company’s properties. We are also filing the accompanying certificates pursuant to National Instrument 52-109 *Certification of Disclosure In Issuers’ Annual and Interim Filings*.

Please make the previously filed management discussion and analysis for the period ended September 30, 2011 “private” and publish the attached MD&A.

Yours truly,

MEADOW BAY GOLD CORPORATION

‘Robert Dinning’

Robert Dinning,
Chairman and CEO