Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Midway Gold Corp. (the "Company")
Point at Inverness, Suite 280
8310 South Valley Highway
Englewood, Colorado
U.S.A. 80112

Item 2 Date of Material Change

June 17, 2014

Item 3 News Release

The news release was disseminated on June 17, 2014 by the BusinessWire newswire service and through other various other approved public media.

Item 4 Summary of Material Change

The Company has issued an additional 3,012,100 common shares at an offering price of US$0.83 per common share for additional gross proceeds of US$2,500,043 pursuant to the exercise of the over-allotment option in its previously announced bought deal offering. In this regard, the Company issued an additional 381,669 common shares in payment of a consent fee to the holders of its outstanding Series A Preferred Shares.

Item 5 Full Description of Material Change

For full details please see a copy of the Company's news release dated June 17, 2014 attached as Schedule A hereto and the Company's filed Form 8-K attached as Schedule B hereto.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable

Item 7 Omitted Information

None

Item 8 Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this Report:

Kenneth A. Brunk, Chairman, President and CEO
Phone: (720) 979-0900

Item 9 Date of Report

June 17, 2014

SCHEDULE A

MIDWAY GOLD ANNOUNCES CLOSING OF OVER-ALLOTMENT

June 17, 2014

Denver, Colorado - Midway Gold Corp. (TSX and NYSE MKT:MDW) ("Midway Gold" or the "Company") is pleased to announce additional gross proceeds of US$2,500,043 pursuant to the exercise of the over-allotment option by a syndicate of underwriters co-led by RBC Capital Markets and Haywood Securities Inc., and including Canaccord Genuity Corp. and Cormark Securities Inc. The Company has issued an additional 3,012,100 common shares (“Common Shares”) at an offering price of US$0.83 per Common Share.

Aggregate gross proceeds from the offering, including the over-allotment option, now total US$27,500,473.

The Company intends to use the net proceeds of the offering to fund the construction and working capital for the Pan gold project, Gold Rock development and permitting, and general corporate purposes.

The prospectus supplement to the Company's short form base shelf prospectus dated December 5, 2012 filed with the securities commissions in British Columbia, Alberta and Ontario (the "Canadian Prospectus") and the prospectus supplement to the Company’s base prospectus dated November 14, 2012 included in the registration statement on Form S-3 filed with the Securities and Exchange Commission (the "U.S. Prospectus") contain important information relating to these securities. Copies of the Canadian Prospectus are available at www.sedar.com and copies of the U.S. Prospectus are available at www.sec.gov, and copies of both the Canadian Prospectus and the U.S. Prospectus may be obtained in Canada from, RBC Capital Markets at RBC Capital Markets, Attention: Distribution Centre, 180 Wellington St. W., 8th Floor, Toronto, Ontario M5J OC2 fax: 416-313-6066, email: distribution@rbccm.com or in the U.S., Attention: RBC Capital Markets, LLC, 3 World Financial Center, 200 Vesey Street, 8th Floor, New York, NY 10281-8098; Attention: Equity Syndicate; Phone: 877-822-4089; Fax: 212-428-6260, or from Haywood Securities Inc. & Haywood Securities (USA) Inc., Attention: Michelle Jankovich, Suite 700-200 Burrard Street, Vancouver, BC V6C 3L6; Phone: 604-697-7126; Fax: 604-697-7498; Email: mjankovich@haywood.com.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which the offer, solicitation or sale would be unlawful. The securities being offered have not been approved or disapproved by any regulatory authority, nor has any such authority passed upon the accuracy or adequacy of the prospectus supplements, the Canadian Prospectus or the U.S. Prospectus.

ON BEHALF OF THE BOARD

"Kenneth A. Brunk"

Kenneth A. Brunk, Chairman, President and CEO

About Midway Gold Corp.

Midway Gold Corp. is a precious metals company with a vision to explore, design, build and operate gold mines in a manner accountable to all stakeholders while assuring return on shareholder investments. For more information about Midway, please visit our website at www.midwaygold.com or contact Jaime Wells, Investor Relations Analyst, at (877) 475-3642 (toll-free).

Neither the TSX Exchange nor the NYSE MKT accepts responsibility for the adequacy or accuracy of this release.

This press release contains forward-looking statements about the Company and its business. Forward looking statements are statements that are not historical facts and include, but are not limited to, statements about the Company's intended work plans and resource estimates, and the potential use of proceeds from this offering of Common Shares. Forward-looking statements are typically identified by words such as: "may", "should", "plan", "believe", "predict", "expect", "anticipate", "intend", "estimate", postulate" and similar expressions or the negative of such expressions or which by their nature refer to future events. The forward-looking statements in this press release are subject to various risks, uncertainties and other factors that could cause the Company's actual results or achievements to differ materially from those expressed in or implied by forward looking statements. These risks, uncertainties and other factors include, without limitation, risks related to the timing and completion of the Company's intended work plans, risks related to fluctuations in gold prices; uncertainties related to raising sufficient financing to fund the planned work in a timely manner and on acceptable terms; changes in planned work resulting from weather, logistical, technical or other factors; the possibility that results of work will not fulfill expectations and realize the perceived potential of the Company's properties; uncertainties involved in the interpretation of drilling results and other tests and the estimation of gold resources and reserves; the possibility that required permits may not be obtained on a timely manner or at all; the possibility that capital and operating costs may be higher than currently estimated and may preclude commercial development or render operations uneconomic; the possibility that the estimated recovery rates may not be achieved; risk of accidents, equipment breakdowns and labor disputes or other unanticipated difficulties or interruptions; the possibility of cost overruns or unanticipated expenses in the work program; changes in interest and currency exchanges rates; local and community impacts and issues; environmental costs and risks; and other factors identified in the Company's SEC filings and its filings with Canadian securities regulatory authorities. Forward-looking statements are based on the beliefs, opinions and expectations of the Company's management at the time they are made, and other than as required by applicable securities laws, the Company does not assume any obligation to update its forward-looking statements if those beliefs, opinions or expectations, or other circumstances, should change. Although the Company believes that such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

SCHEDULE B

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: June 17, 2014

(Date of earliest event reported)

MIDWAY GOLD CORP.

(Exact Name of Registrant as Specified in Charter)

British Columbia, Canada (State or Other Jurisdiction of Incorporation)	**001-33894** (Commission File Number)	**98-0459178** (IRS Employer Identification No.)

Point at Inverness, Suite 280 **8310 South Valley Highway** **Englewood, Colorado**	**80112**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(720) 979-0900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 Unregistered Sales of Equity Securities

On June 6, 2014, Midway Gold Corp. (the "**Company**" or "**we**") closed a public offering in the United States and Canada on a bought deal basis (the "**Offering**") of 30,121,000 of the Company's common shares (the "**Offered Shares**") at a price of $0.83 per Offered Share (the "**Offering Price**") for aggregate gross proceeds of $25,000,430. In connection with the Offering, the Company granted the underwriters an over-allotment option (the "**Over-Allotment Option**") exercisable in whole or in part, to purchase up to an additional 3,012,000 common shares (the "**Additional Shares**") of the Company for a period of 30 days from and including the closing date of the Offering.

On June 17, 2014, the underwriters exercised the Over-Allotment Option in full to purchase 3,012,000 Additional Shares at a per Additional Share price equal the Offering Price for aggregate gross proceeds to the Company of approximately $2.5 million.

Pursuant to the Company's Articles and Notice of Articles, the Company may not issue common shares in an equity financing for a per common share price less than $1.85 per common share without the consent of the holders of the Company's Series A Preferred Shares (the "**Series A Preferred Shareholders**").

On May 14, 2014, we obtained the consent (the "**Consent**") of the Series A Preferred Shareholders with respect to the issuance of the Offered Shares in connection with the Offering. As consideration for obtaining the Consent and to compensate the Series A Preferred Shareholders for the dilution that they suffered. In connection with the exercise of the Over-Allotment Option, we issued the Series A Preferred Shareholders 381,669 common shares (the "**Fee Shares**"), which represents a consent fee equal to $316,785, at a deemed price per Fee Share equal to the Offering Price.

Concurrently with the exercise of the Over-Allotment Option, we issued the Fee Shares to the Series A Preferred Shareholders. The Fee Shares were not issued as part of the exercise of the Over-Allotment Option and have not been registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"). The issuance of the Fee Shares was exempt from registration under Section 4(a)(2) of the U.S. Securities Act. The Series A Preferred Shareholders are institutional "accredited investors" (as defined in Rule 501(a) of Regulation D of the U.S. Securities Act).

Item 7.01. Regulation FD Disclosure.

On June 17, 2014, the Company issued a press release announcing the exercise of the Over-Allotment Option. A copy of the press release is attached to this report as Exhibit 99.1. In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release is deemed to be "furnished" and shall not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended. The information set forth in Item 7.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01. Exhibits.

Exhibit	Description
99.1*	Press Release, dated June 17, 2014

***** The exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MIDWAY GOLD CORP.

DATE: June 17, 2014

By: /s/ Bradley J. Blacketor

Bradley J. Blacketor
Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description
99.1*	Press Release, dated June 17, 2014

***** The exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.