

**Form 53-901.F Material Change Report  
Under Section 85(1) of the *Securities Act* (British Columbia)**

**Form 27 Material Change Report  
Under Section 118(1) of the *Securities Act* (Alberta)- Form 27**

**Item 1      Reporting Issuer**

Mountain Boy Minerals Ltd. (the "Company")  
306 – 5th Avenue, Suite D  
P. O. Box 859  
Stewart, B. C. V0T 1W0

**Item 2      Date of Material Change**

December 20, 2010

**Item 3      Press Release/Publication/Filing**

Issued December 20, 2010 and distributed through the facilities of Canada Stockwatch and Market News.

**Item 4      Summary of Material Change**

Upper Montrose Drill Results

**Item 5      Full Description of Material Change**

See attached press release.

**Item 6      Reliance on Confidentiality Provisions of the Securities Acts**

This report is not being filed on a confidential basis.

**Item 7      Omitted Information**

There are no significant facts required to be disclosed herein which have been omitted.

**Item 8      Senior Officer**

Contact:                  Randolph Kasum, Secretary  
Telephone:                (250) 636-9283

**Item 9      Statement of Senior Officer/Director**

The foregoing accurately discloses the material change referred to herein.

‘Ed Kruchkowski’

---

Ed Kruchkowski, Director

DATED at Stewart, B.C., this 20<sup>th</sup> day of December, 2010 in connection with the Company’s December 20th ,2010 press release