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 5, 2011

Item 3 Press Release/Publication/Filing

Issued Dec.5 2011 and distributed through the facilities of Canada Stockwatch and Market News.

Item 4 Summary of Material Change

Silver Coin 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’

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Ed Kruchkowski, Director

DATED at Stewart, B.C., this 5th day of December,2011 in connection with the Company’s December 5,2011 press release

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TSX.V Trading Symbol: MTB

December 5, 2011

Drilling Intersects 11.68 g/t Gold over 18.5 Meters Including 25.47 g/t over 5.9 Meters at Silver Coin

Stewart, BC – Mountain Boy reports that it's joint venture ("JV) partner Jayden Resources has reported further drill results from the 2011 drill program on the Silver Coin property. The property is a joint venture in which Mountain Boy has a 20 % carried interest in all future exploration. Highlights from the new holes are shown in the following table:

Hole ID	From Meters	To Meters	Intercept Length Meters	Au (g/t)	Ag (g/t)	Au (oz/t)	Ag (oz/t)
SC11-345	66.1	68.7	2.6	3.60	12.39	0.11	0.36
SC11-417	37.3	89.0	51.7	2.23	13.92	0.07	0.41
including	63.4	66.5	3.1	5.60	25.21	0.16	0.74
	83.0	89.0	6.0	7.92	28.68	0.23	0.84
including	84.4	86.0	1.6	25.10	64.20	0.73	1.87
SC11-419	8.8	10.0	1.2	5.31	5.30	0.16	0.16
	84.7	91.9	7.3	1.83	16.34	0.05	0.48
SC11-421	21.0	25.3	4.3	2.94	43.65	0.09	1.27
	42.0	51.0	9.0	1.64	62.05	0.05	1.81
	64.4	65.5	1.1	5.65	4.00	0.17	0.12
SC11-422	18.3	33.2	14.9	2.45	12.15	0.07	0.35
	30.2	33.2	3.0	6.90	32.20	0.20	0.94
SC11-424	72.5	100.0	27.4	8.04	13.62	0.23	0.40
including	78.5	96.9	18.5	11.68	18.89	0.34	0.55
including	85.5	91.5	5.9	25.47	40.78	0.74	1.19
including	88.0	89.0	1.0	72.37	59.9	2.11	1.75
	93.0	95.4	2.4	16.77	18.27	0.49	0.53

the 2011 drill program was to target areas on the property between previously drilled holes. This infill program was designed to add overall resources to the project while upgrading measure and indicated resources which are the only resources that qualify in a feasibility report. The Company expects to report assays from finals holes in the coming weeks.

Technical information in this press release was reviewed by E Kruchkowski, P.Geo., recognized as a Qualified Person under the guidelines of National Instrument 43-101. Drill samples were assayed by Inspectorate Exploration and Mining Services Ltd. (ISO9001:2008) in Richmond, B.C. for gold by fire assay of a 30 gram (1 assay ton) charge with an AA finish, or if over 10.0 g/t were re-assayed and completed with a gravimetric finish. For these over-limit samples, the gravimetric data were utilized in calculating gold intersections. QA/QC included the insertion and continual monitoring of numerous standards and blanks into the sample stream. Samples were also analyzed for a 30-element geochemical suite using ICP-MS.

Prior to the 2011 drill program, an independent technical report and resource calculation prepared by Minarco MineConsult in April 2011, showed that at a 0.3 cut-off Silver Coin contained a 24.1M ton Measured and Indicated Resource (M&I) of 842,216 ounces gold grading 1.08 g/t, 4,456,186 ounces silver grading 5.74 g/t and 91,174,018 pounds of 0.17% zinc. Additionally, the report showed that the project held a 32.4M ton Inferred Resource of 813,273 ounces gold grading 0.78 g/t, 6,691,185 ounces silver grading 6.41 g/t and 128,006,920 pounds of 0.18% zinc. The intent of this years' drill program is to increase the M&I resource while expanding the Inferred category.

About Mountain Boy Minerals

Mountain Boy Minerals Ltd. is a Canadian based mineral exploration company with diverse property and resource holdings around the Stewart region in British Columbia's golden triangle. It owns 20% of the Silver Coin project, a gold-silver-base metals project that has a new 43-101 compliant resource calculated. The Company is also exploring silver-base metals on its American Creek and Bear Valley properties as well as copper-gold on their Stewart area claims.

For further information, please contact Company investor relations at 604-681-0710, Ed Kruchkowski at 250-636-9232 or visit the website at http://www.mountainboyminerals.ca.

ON BEHALF OF THE BOARD

"Ed Kruchkowski"

Ed Kruchkowski, Director

"This news release may contain forward–looking statements. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements."