

**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**

February 9, 2012

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

Issued Feb.9, 2012 and distributed through the facilities of Canada Stockwatch and Market News.

**Item 4 Summary of Material Change**

Further 2011 Red Cliff 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 9th day of February, 2012 in connection with the Company's February 9, 2012 press release