

**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

June 19, 2012

Item 3 Press Release/Publication/Filing

Issued June 19, 2012 and distributed through the facilities of Canada Stockwatch and Market News.

Item 4 Summary of Material Change

\$1,200,000 Private Placement

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 20th day of June ,2012 in connection with the Company's June 19 ,2012 press release

Not for distribution to U.S. news wire services or dissemination in the United States.

MOUNTAIN BOY MINERALS LTD.

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NEWS RELEASE

Trading Symbol: TSXV-MTB

June 19, 2012

Flow-Through Non-Brokered Private Placement to Raise up to \$1,200,000

The Company is pleased to announce it is using its best efforts to complete a flow-through private placement to raise proceeds of up to \$1,200,000. The offering will be comprised of up to 24,000,000 flow-through units, at a price of \$0.05 per unit. The units will be comprised of one flow-through common share and one transferable, non-flow-through warrant, each warrant being exercisable for the purchase of one additional share, at a price of \$0.10 per share, for a two year period. No finders' fees are payable.

Proceeds of the offerings will be expended on further exploration on the Company's Red Cliff property located in British Columbia.

Directors and officers of the Company may participate in the private placement.

The private placement announced by the Company on May 3, 2012 is not proceeding.

Mountain Boy Minerals Ltd. is a Canadian-based mineral exploration company whose activities are in the Stewart and Mackenzie area of B.C. It is actively exploring for gold-silver-base metals on the Silver Coin project, silver-zinc metals on the Barbara project, silver-base metals on their American Creek properties, copper-gold in the Stewart area, porphyry molybdenum in the Stewart and Mackenzie areas and copper-nickel-platinum group metals in the Mackenzie area.

ON BEHALF OF THE BOARD OF DIRECTORS

"Frank Kamermans"

Frank Kamermans,
Director

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