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

October 14, 2016

Item 3 Press Release/Publication/Filing

Issued Sept76, 2016 and distributed through the facilities of Canada Stockwatch and Market News.

Item 4 Summary of Material Change

Financing closed and early warnings

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, President

DATED at Stewart, B.C., this14th day of October, 2016 in connection with the Company’s October 14, 2016 press release

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

MOUNTAIN BOY MINERALS LTD.
306 – Suite D, 5th Avenue
P. O. Box 859
Stewart, B. C. V0T 1W0

Telephone: (250) 636-9283 Facsimile: (250) 636-2446

October 14, 2016 TSX-V: MTB

Mountain Boy Minerals Ltd. Closes Private Placement

Mountain Boy Minerals Ltd. (the "Company") is pleased to announce it has received TSX Venture Exchange approval for and closed its previously announced non-brokered private placement of 11,000,000 flow-through units, at a price of $0.05 per flow-through unit, to raise proceeds of $550,000. Each flow-through unit consists of one flow-through common share and one warrant to purchase an additional common share, at $0.07 per share, until October 11, 2018. No finder's fee or commission was paid in connection with the private placement.

All of the shares, warrants and any shares issued upon exercise of the warrants comprising the flow-through units are subject to a hold period until February 12, 2017, except as permitted by applicable Canadian securities laws and the TSX Venture Exchange.

The proceeds from the flow-through portion of the private placement will be expended on the Issuer's properties located in British Columbia.

Early Warnings

The Company is advised that Wilfried Bernard, of Kelowna, British Columbia, has acquired ownership of 2,000,000 common shares and 2,000,000 warrants of the Company, at a purchase price of $0.05 per share. Mr. Bernard's shares and warrants, together with his previous direct and indirect holdings, and shares of his associates represent 12.29% of the Company's issued and outstanding common shares or 15.05% on a partially-diluted basis assuming the exercise of their warrants. The Company is advised by Mr. Bernard that the shares and warrants were acquired for investment purposes. Mr. Bernard may in the future increase or decrease his ownership of securities of the Company from time to time depending on the business and prospects of the Company, as well as future market conditions.

For a copy of the early warning report, please contact Mr. Bernard at (250) 769-6870.

The Company is advised that Edward Kruchkowski, of Calgary, Alberta, has acquired ownership of 1,500,000 common shares and 1,500,000 warrants of the Company, at a purchase price of $0.05 per share. Mr. Kruchkowski's shares, warrants and options, together with his previous direct and indirect holdings, and shares of his associates represent 8.55% of the Company's issued and outstanding common shares or 16.71% on a partially-diluted basis assuming the exercise of their warrants and options. The Company is advised by Mr. Kruchkowski that the shares and warrants were acquired for investment purposes. Mr. Kruchkowski may in the future increase or decrease his ownership of securities of the Company from time to time depending on the business and prospects of the Company, as well as future market conditions.

For a copy of the early warning report, please contact Mr. Kruchkowski at (250)-636-2264 or Mountain Boy Minerals Ltd, Box 859, Stewart, BC, V0T 1W0.

ON BEHALF OF THE BOARD OF DIRECTORS

"Randolph Kasum"
Randolph Kasum,
Director

"Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release."
"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."