

**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 7, 2016

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

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

**Item 4 Summary of Material Change**

Company purchased Zeolite property and announced 1.2 million financing.

**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., this 7th day of December, 2016 in connection with the Company’s December 7, 2016 press release

**Mountain Boy Minerals LTD**

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**Trading Symbol: TSX –MTB**

**Frankfurt-M9U**

**December 7, 2016**

**MOUNTAIN BOY ACQUIRES LARGE ZEOLITE AND POZZOLAN PROPERTY IN  
THE OKANAGAN: ANNOUNCE \$1.2 MILLION FINANCING**

**Stewart, BC** – The company is pleased to announce that it has secured a 100% interest in 42 Mineral tenures (2625 acres) overlaying the Manual Creek tuff hosting zeolites. The tuff beds which can be traced for 5km in road cuts range up to 10 meter in thickness. The property is located 7km northeast of the town of Keremeos and can be accessed from Highway 3A via the Twin Lakes and Grand Oro roads. A B.C. Hydro transmission line runs through the property. Several assessment reports have been filed on the property suggesting the effective zeolite to be a calcium-rich variety of clinoptilolite, very similar to Bromley Vale (Canadian Zeolite). In ARIS 26889 (B.N. Church, Ph.D., P. Eng.) estimated that the property could potentially host 3 million tonnes of zeolite within exposures along strike. *This estimate is not 43-101 compliant and the company has not verified this estimate. It is used for reference purpose only. Additional work including diamond drilling is needed to prove the tonnage, thickness, lateral continuity and consistency of the zeolite mineralization.*

Furthermore dacitic tuff from the Manual Creek member was submitted to AMEC Earth & Environmental Laboratories in Calgary (ARIS 31640) in 2011. This was done in order to determine pozzolanic activity and compressive strength variation with time of curing for the samples. This testing yielded excellent results. The zeolitic pozzolan is essentially equivalent to pure Portland cement and can be used in amounts up to 30% cement replacement. It should be competitive at this mixture level with fly ash. The process has many advantages from environmental aspects (less emission of CO2 into the atmosphere), enhanced strength, lower temperatures during curing and cost savings.

Mr. Edward Kruchkowski, P.Geo, President and CEO of Mountain Boy Minerals states “When the property was offered to us for \$16,500, we jumped on the opportunity. With agriculture being one of the primary uses for zeolite; easy and close access to the 180,000 hectares of land being farmed in the Okanagan is a great advantage. The importance of zeolite for many applications from soil amendments and hydroponics, water filtration, enhancement to livestock feed to waste management is increasingly recognized. With the company's precious and base metal properties within B.C.'s

"Golden Triangle" in Northern B.C. the exploration season is limited. We now can concentrate on fast tracking the development of a resource at this new project starting in early spring"

The Company is pleased to announce it is arranging a private placement to raise proceeds of up to \$1,200,000.00 consisting of 12 million flow-through units at \$0.08 and 4 million non flow-through units at \$0.06. Both non flow-through and flow-through units will be comprised of one common share and one common share purchase warrant, each warrant being exercisable for the purchase of one additional common share for a two year period, at a price of \$0.10 per share. The "Warrants" are subject to an acceleration clause, which provides that in the event the Company's share price exceeds \$0.15 for a continuous 20 day trading period before expiry, the Company may provide notice (the "Notice") that the warrants will expire on the 11th day after the Date of Notice. The proceeds from the sale of the flow-through units will be expended on the zeolite property and other properties, located in British Columbia.

The Company may pay a finder's fee in connection with the private placement in accordance with TSX Venture Exchange policies.

Certain directors and officers of the Company may acquire securities under the private placement. Any such participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to or the consideration paid by such persons will exceed 25% of the Company's market capitalization.

Ed. Kruchkowski, P. Geo., a qualified person under National Instrument 43-101, is responsible for the contents of this release. E. Kruchkowski is not independent of Mountain Boy as he is the president and a director of the Company.

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. For a complete listing of the Company assets and developments, visit the Company website at [www.mountainboyminerals.ca](http://www.mountainboyminerals.ca). If interested, brokers and accredited investors may call Gary Assaly at 604-377-7969.

ON BEHALF OF THE BOARD OF Mountain Boy Minerals LTD.

"Randy Kasum"  
Randy 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."*