

MOUNTAIN BOY MINERALS LTD.
(An Exploration Stage Company)
MANAGEMENT’S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS
FOR THE SIX MONTHS ENDED MAY 31, 2019

OVERVIEW AND INTRODUCTORY COMMENT

Mountain Boy Minerals Ltd. (“Mountain Boy” or the “Company”) is a Canadian based mineral exploration company listed on the TSX Venture Exchange under the trading symbol “MTB”. The Company is a Canadian based mineral exploration company with extensive property holdings in the Stewart Camp in the very prolific Golden Triangle of British Columbia.

The Company has three primary properties, namely the Barbara (BA) and Surprise Creek properties (silver-zinc-lead), the Red Cliff property (gold-copper-zinc-lead-silver) and the American Creek West property (formerly Mountain Boy Silver property) (silver-zinc-lead).

This MD&A is dated July 10, 2019 and discloses specified information up to that date. Unless otherwise noted, all currency amounts are expressed in Canadian dollars. The following information should be read in conjunction with the unaudited condensed interim financial statements and the related notes for the six months ended May 31, 2019 and the Company’s audited financial statements for the year ended November 30, 2018 and the related notes thereto

Additional information relevant to the Company and the Company’s activities can be found on SEDAR at www.sedar.com, and/or on the Company’s website at www.mountainboyminerals.ca.

MAJOR QUARTERLY OPERATING MILESTONES

Red Cliff Property

On March 5, 2019, the Company reported that Decade had reported the final assay results from the 2018 drilling on the Red Cliff property. Highlights of drilling, as reported by Decade, include:

- 16.56 g/t gold over 5.12m in DDH-MON-18-50
- 13.90 g/t gold over 2.99m in DDH-MON-18-48
- 21.90 g/t gold over 1.83 m in DDH-MON-18-58
- 8.93 g/t gold over 6.1m in DDH-MON-18-67
- 13.58 g/t gold over 3.2 m DDH-MON-18-46

Final Results of the 2018 drilling, as reported by Decade, are shown below:

MONTROSE ZONE				
DDH No.	From(m)	To(m)	Core Length(m)*	Gold g/t
MON-2018-45	208.90	210.06	1.16	1.78
and	211.89	215.24	3.66	8.94

and	224.54	225.64	1.10	6.33
and	227.44	228.05	0.61	9.06
MON-2018-46	202.41	203.05	0.64	2.06
	206.10	207.77	1.68	4.59
	210.82	214.02	3.20	13.58
MON-2018-48	225.64	226.25	0.61	3.97
	233.84	236.13	2.29	13.90
	245.30	246.34	1.04	1.46
	251.89	257.32	5.43	3.90
MON-2018-49	233.84	236.89	3.05	1.37
	238.45	239.05	0.61	25.10
	239.94	245.12	5.18	7.16
	257.01	259.91	2.90	9.29
MON-2018-50	236.89	239.94	3.05	1.41
	243.96	249.09	5.12	16.56
	252.01	253.66	1.65	2.83
	268.35	269.27	0.91	13.70
MON-2018-51	274.39	276.86	2.47	3.74
	278.08	278.54	0.46	2.26
	281.25	281.71	0.46	4.33
	294.82	296.74	1.92	17.93
MON-18-52	370.24	371.62	1.37	1.29
	380.12	381.62	1.49	4.86
	382.84	383.66	0.82	3.26
	384.60	385.43	0.82	3.76
	390.09	392.38	2.29	1.74
	395.43	398.48	3.05	2.88
MON-18-55	215.24	218.29	3.05	2.25
MON-18-56	236.13	240.24	4.12	8.59
Incl.	236.13	237.04	0.91	12.60
Incl.	239.73	240.24	0.52	45.50
	242.96	243.29	0.34	4.49
	246.04	247.10	1.07	1.36
MON-18-57	242.53	244.51	1.98	1.85
	252.74	253.35	0.61	2.08
MON-18-58	307.01	308.84	1.83	21.90
	316.46	317.13	0.67	1.36
MON-18-59	235.12	236.89	1.77	2.99
	239.09	240.30	1.22	4.36
	252.87	253.87	1.01	3.95
	258.23	261.28	3.05	7.61
MON-18-60	91.01	92.59	1.59	3.88
	114.63	117.68	3.05	1.06
MON-18-61	108.54	111.59	3.05	6.57
	114.63	116.62	1.98	1.25

	121.65	123.78	2.13	1.05
MON-18-62	148.48	151.07	2.59	2.01
	155.43	156.49	1.07	11.28
MON-18-63	95.73	96.65	0.91	8.23
	157.62	158.90	1.28	3.27
	169.42	172.26	2.84	1.44
	193.75	197.26	3.51	5.05
MON-18-64	214.12	214.88	0.76	5.85
	220.27	222.56	2.29	1.15
	227.74	230.79	3.05	1.87
	250.76	255.79	5.03	6.88
Incl.	251.83	254.27	2.44	12.56
MON-18-65	105.49	108.54	3.05	3.37
	109.76	114.63	4.87	2.50
	117.68	120.67	2.99	3.55
	123.17	123.78	0.61	13.01
	126.83	129.88	3.05	1.35
MON-18-67	93.60	99.70	6.10	8.93
	110.52	112.50	1.98	3.31
	117.99	122.10	4.11	2.88
Incl.	117.99	118.90	0.61	6.94

* True width is believed to be 70 % of intersection length.

As of May 31, 2019, the Company has a balance payable to Decade of \$925,000 (subsequently \$500,000 was paid) (November 30, 2018: \$1,135,278) for joint venture exploration costs on Red Cliff which was included in due to joint venture partner and Decade owed \$nil (November 30, 2018 - \$37,521) to the Company for the reimbursement of expenses. The amounts owing between Decade and the Company are non-interest bearing and due on demand.

America Creek West Project (formerly Mountain Boy Silver Property)

On March 1, 2019, the Company entered into an option agreement to acquire a 100% interest in the Dorothy property. The 878-hectare (8.78-square-kilometre) property is contiguous to the north of the Company's MB Silver property.

Pursuant to the terms of the agreement, the following share issuances and payments are required:

	Cash	Shares	Cumulative Exploration Work Commitments
5 days from TSXV approval	\$ 5,000	Paid 100,000	Issued \$ -
March 1, 2020	15,000	100,000	\$ 50,000
March 1, 2021	25,000	150,000	\$ 125,000
March 1, 2022	25,000	200,000	\$ 200,000
March 1, 2023	50,000	250,000	\$ 500,000
TOTAL	\$ 120,000	800,000	

The MB Silver property hosts the historic high grade Mountain Boy silver mine. The mine operated until 1939, and was accessed historically by packhorses from Stewart, BC, 24 kilometres away. Current access is by a 5 kilometre 4x4 road from Highway 37A. Mountain Boy conducted drill programs in 2006 and 2011. Significant intercepts included 8.53 meters of 2260 grams per tonne silver in DDH-2006-19 and 5.18 m of 5258.0 g/t Ag in DDH-2006-10 (Assessment Report 29066), and 396.33 g/t Ag over 4.57 m in DDH-2011-1 (Assessment Report 33036). Numerous mineralized veins, like those drilled in 2006 and 2011, have been identified on the property and have seen minimal modern exploration.

Another drill program in 2011 tested the Mann Vein with 2,381 metres in 36 holes. Results include 396 g/t silver over 4.57m in DDH-MB-2011-1. There are several other old mines and occurrences on the current MB Silver property.

The Dorothy property adjoins the MB Silver property on the north and includes a number of silver-bearing veins that are interpreted to be a continuation of the geological system on the MB Silver property. There is no record of drilling on the Dorothy property.

On March 19, 2019, the Company announced that it had an option to acquire a 100% interest in a portion of the Silver Crown property. Under the agreement with Auramex, the Company participated in an underlying option agreement, by which the two companies divide the property based on the relative areas, each taking portions adjacent to existing projects, with Auramex being responsible for 15% of the payments to the underlying owners and the Company being responsible for 85% of the payments. The Silver Crown option property is contiguous to the MB Silver project (including Dorothy) to the south and west.

Auramex and the Company have one director in common with the decision on this agreement determined by the other directors.

The underlying Auramex option of the Silver Crown property is an arm's-length transaction and, in order to exercise the option, Auramex must pay to the vendor a total of \$120,000 and 500,000 common shares of Auramex over a four year period. The vendor retains a 2% net smelter return royalty, of which one-half can be purchased for \$1 million until 90 days after the start of commercial production, with an advance royalty commencing in 2026. Auramex is required to keep the property in good standing. The Company is required to pay Auramex back 85% of the payments that Auramex made in cash within 5 business days and for the payments

Auramex made in shares, the Company will make an equivalent cash payment based on the value that Auramex records as the transaction.

	Cash	Shares
		Paid by Auramex, but not yet reimbursed by the Company
March 15, 2019	\$ 10,000	-
		Issued by Auramex, but not yet reimbursed by the Company
5 days from TSXV approval	-	100,000
March 15, 2020	15,000	100,000
March 15, 2021	20,000	100,000
March 15, 2022	25,000	100,000
	50,000	100,000
TOTAL	\$ 120,000	500,000

The Silver Crown property adjoins the Dorothy and MB Silver properties to the west, south and north.

Collectively, the MB Silver, Dorothy and Silver Crown properties are referred to as the American Creek West Project. Given the location to many past producing mines, the numerous mineralized showings and historic mines on the claims and surrounding area, the historic fragmentation of the land holdings and recent encouraging results reported by Pretium Resources on their property adjacent to the north, the company considers the American Creek West Project to be highly prospective and underexplored.

On April 23, 2019, the Company announced that permitting is underway for drilling, which will follow up the earlier drill results as well as test other highly prospective targets. On June 26, 2019, the Company announced that fieldwork will begin on the American Creek West project in mid-July and is intended to further enhance the geologic picture and establish drill targets.

The geological team has mobilized to Stewart, BC and is currently prospecting and mapping areas of known mineralization and new ground that was historically under ice, as well as finalizing its data compilation. The Company is looking forward to conducting both self- and joint venture-financed work on the projects.

Barbara (BA) and Surprise Creek Properties

On April 15, 2019, the Company issued 500,000 common shares to Great Bear Resources Ltd. pursuant to the June 1, 2017 option agreement.

On June 26, 2019, the Company reported that field work by the geological team on the Company's Surprise Creek property has produced further evidence for an extensive silver-lead-zinc Volcanogenic Massive Sulphide ("VMS") district. The latest discoveries are 1.6 and 3.4 kilometres north of the Ataman silver-lead-zinc zone and occur within similar stratigraphy. The two new discoveries feature galena and sphalerite mineralization; both zones are associated with barite or quartz veining. One of the zones occurs as sheeted quartz veins over 250 metres. The second zone occurs in a 50 to 100 metre wide area that appears to be underlying the Salmon River formation. These newly found occurrences are similar to others in this emerging district as well as to other well-established VMS districts. VMS style mineralization continues to be found along this 20-kilometre trend and the retreating glaciers continue to expose new outcrops. The present work is focused on defining the prospective ore horizon and developing future drill targets.

CORPORATE

On April 23, 2019, the Company announced the appointment of Lucia Theny as VP Exploration.

QUARTERLY FINANCIAL CONDITION

Capital Resources

The Company has \$120,021 as reclamation bonds.

The Company is aware of the current conditions in the financial markets and has planned accordingly. The Company's current treasury and the future cash flows from warrants and options, along with the planned developments within the Company as well as with its JV partners will allow its efforts to continue throughout 2019. If the market conditions prevail or improve, the Company will make adjustment to budgets accordingly.

Liquidity

As at May 31, 2019, the Company's working capital was \$1,536,604 (November 30, 2018 - \$2,941,281). With respect to working capital, \$252,354 was held in cash (November 30, 2018 - \$160,313). The increase in cash was mainly due to the proceeds from the sale of marketable securities of \$187,745 and British Columbia Mining Exploration Tax Credit of \$83,387 received; while being offset by the \$114,701 used in operations and \$62,910 used in the exploration and evaluation assets, including increasing its reclamation bonds and \$1,480 used in share issuance costs.

Operations

During the three months ended May 31, 2019, the Company reported a loss of \$922,955 (\$0.03 loss per share) (2018 – \$32,881 (\$0.00 loss per share)).

The Company's general and administrative expenses amounted to \$62,925 during the three months ended May 31, 2019 (2018 – \$33,317), an increase of \$29,608 as a result of the increase in expenditures in investor relations (from 2018's \$3,250 to 2019's \$9,000), legal fees (2018's \$404 to 2019's \$4,878), management fees (from 2018's \$nil to 2019's \$5,900), and transfer agent fees (from 2018's \$1,777 to 2019's \$5,859). The Company has been monitoring its use of cash and has been actively seeking ways to conserve cash.

The other major items for the three months ended May 31, 2019, compared with May 31, 2018 was:

- Fair value loss on marketable securities of \$826,604 (2018 - \$nil); and
- Realized loss on marketable securities of \$35,605 (2018 - \$nil).

During the six months ended May 31, 2019, the Company reported a loss of \$1,221,069 (\$0.04 loss per share) (2018 – \$116,104 (\$0.00 loss per share)).

The Company's general and administrative expenses amounted to \$116,779 during the six months ended May 31, 2019 (2018 – \$117,395), a decrease of \$616. The Company has been monitoring its use of cash and has been actively seeking ways to conserve cash.

The other major items for the six months ended May 31, 2019, compared with May 31, 2018 was:

- Gain on settlement of debt of \$172,575 (2018 - \$nil);
- Fair value loss on marketable securities of \$1,244,040 (2018 - \$nil);
- Realized loss on marketable securities of \$35,605 (2018 - \$nil).

SIGNIFICANT RELATED PARTY TRANSACTIONS

During the quarter, there was no significant transaction between related parties.

COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

As of the date of this MD&A, other than disclosed in this MD&A – Quarterly Highlights, the Company has does not have any commitments, expected or unexpected, or uncertainties.

RISK FACTORS

In our MD&A filed on SEDAR March 29, 2019 in connection with our annual financial statements (the "Annual MD&A"), we have set out our discussion of the risk factors *Exploration risks*, *Market risks* and *Financing risk* which we believe are the most significant risks faced by the

Company. An adverse development in any one risk factor or any combination of risk factors could result in material adverse outcomes to the Company’s undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to take into account the risk factors to which the Company and its operations are exposed. To the date of this document, there have been no significant changes to the risk factors set out in our Annual MD&A.

DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of common shares without par value. The following is a summary of the Company’s outstanding share data as at May 31, 2019:

	Issued and outstanding	
	May-31-19	July-10-19
Common shares outstanding	34,910,382	34,910,382
Stock options	3,000,000	3,000,000
Warrants	1,926,000	1,926,000
Fully diluted common shares outstanding	39,836,382	39,836,382

QUALIFIED PERSON

Mr. Andrew Wilkins, P.Geo, is a Qualified Person, as defined by National Instrument 43-101. Mr. Andrew Wilkins has reviewed the technical contents of this MD& A.

Cautionary Statements

This document contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, our estimates of exploration investment, the scope of our exploration programs, and our expectations of ongoing administrative costs. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company’s documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are cautioned not to place undue reliance on forward-looking statements.