

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Mineral Hill Industries Ltd. (the "Company")
575-1111 West Hastings Street
Vancouver, BC V6E 2J3

Item 2. Date of Material Change

July 22, 2005

Item 3. News Release

The News Release dated July 22, 2005 was disseminated via Stockwatch and forwarded to the TSX Venture Exchange.

A copy of the News Release is attached as Schedule "A".

Item 4. Summary of Material Change

Mineral Hill Industries Ltd. (the "Company") and GITXAT'IN Development Corporation ("GDC") are pleased to announce that they have entered into an Alliance Agreement for the purpose of establishing a business alliance (the "Alliance") to pursue joint venture opportunities in Nisga'a Territory including the lands of the Laxgalts'ap Village Government and elsewhere in the North Coast Region of British Columbia in the areas of mineral exploration and development and marine transportation.

The Laxgalts'ap Village Government ("LVG") is the government of the community of Greenville- Laxgalts'ap of the Nisga'a Nation. GDC is a wholly owned subsidiary of LVG, and as such is mandated pursuant to a partnership agreement with LVG and pursuant to LVG council resolution, to pursue the development and implementation of all economic activity pertaining to LVG.

This is the first time in the history of the Nisga'a Nation that such an alliance has been reached between a corporate entity of a Village Government of the Nisga'a Nation and a publicly listed Canadian company. Management of both corporations are very excited about this milestone opportunity and will explore and pursue joint venture opportunities in areas of common interest in the North Coast Region of British Columbia.

A Steering Committee comprising two representatives from each corporation will be charged with pursuit of the purposes of the Alliance.

Item 5. Full Description of Material Change

For a full description of the material change, see Schedule "A".

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

The following Senior Officer of the Company is available to answer questions regarding this report:

Dieter Peter
President & CEO
(604) 685-4170

Item 9. Date of Report

Dated at Vancouver, BC, this 22nd day of July, 2005.

MINERAL HILL INDUSTRIES LTD.

Per:

“Dieter Peter”

Dieter Peter
President & CEO

SCHEDULE "A"
MINERAL HILL INDUSTRIES LTD.
Suite 575 – 1111 West Hastings Street
Vancouver, BC V6E 2J3 Telephone: 604-685-4170
Fax: 604-685-2360

NEWS RELEASE

Trading Symbol: TSXV-MHI

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**ON BEHALF OF THE BOARD OF
DIRECTORS**

Mineral Hill Industries Ltd.

"Dieter Peter"

Dieter Peter
President & CEO

"Hugh Maddin"

Hugh Maddin
Director

**ON BEHALF OF THE BOARD OF
DIRECTORS**

GITXAT'IN Development Corporation

"Bernie Malach"

Bernie Malach
CEO

"Mel Stevens"

Mel Stevens
General Manager

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.