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

March 22, 2006

Item 3. News Release

The News Release dated March 22, 2006 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

Further to the Company’s announcement on July 22, 2005 with respect to the Alliance Agreement between MINERAL HILL Industries Ltd (“MHI”) and the Nisga’a GITXAT’IN Development Corporation (“GDC”), the Company is pleased to announce that the Steering Committee between GDC and MHI has developed and refined its so called Nisga’a MHIND Coalition Matrix and Strategy (“NMC-Strategy”) to fund, develop and explore the Nisga’a Core Lands. In order to implement the NMC-Strategy, GDC and MHI have incorporated and established a Centre Corporation called GITXAT’IN MHIND World Link Inc. (“GMWL”) and entered into a Shareholders’ Agreement (the “Agreement”) with GDC on a 50%/50% basis.

MHI in connection with GMWL will design and implement a five year exploration plan for the approximately 2,200 square kilometre Nisga’a Core Lands in order to enable GMWL to provide options on certain mineral properties within the Nisga’a Core Lands on an earn-out basis to venture companies interested in doing exploration work on a joint venture basis.

Currently, Mineral Hill Industries Ltd. holds 50% of the issued and outstanding Common Shares in GMWL jointly with GDC. MHI is also the sole holder of 193,500 Preferred Class “A” Shares in GMWL. Once all of the Preferred Class “A” Shares are redeemed by GMWL, the Shareholder Agreement provides that GDC will hold 51% of the outstanding Common Shares and MHI will hold 49% of the outstanding Common Shares.

The members of the current steering Committee Messrs. Mathew Moore , Melvin Stevens, Hugh Maddin and Dieter Peter will form the first Board of Directors of GMWL . Mr. Melvin Stevens has been appointed as GMWL’s Chairman and MHI’s President Mr. Dieter Peter has been appointed as GMWL’s first President and CEO. The Corporate Office of GMWL will be at 570-1111 West Hastings St., Vancouver, BC, V6E 2J3 and the Head Office at 416 North Road, Laxgalts’ap, BC, V0J 1X0.

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 March, 2006.

MINERAL HILL INDUSTRIES LTD.
Per:

"Dieter Peter"

Dieter Peter
President & CEO

SCHEDULE "A"

Mineral Hill Industries Ltd.

Aggregate and Industrial Mineral Processing – Precious Metals Exploration

(the "Company")

Suite 575 – 1111 West Hastings Street
Vancouver, BC V6E 2J3 Telephone: 604-685-4170
Fax: 604-685-2360

NEWS RELEASE

Trading Symbol: TSXV-MHI

March 22, 2006, Vancouver, British Columbia

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For further information, please contact:

Dieter Peter	*Mel Stevens*
Vancouver, BC,	*Laxgalts'ap, BC,*
Telephone: (604) 685-4170	*Telephone: (250) 621-3286*

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