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

June 28, 2010

Item 3. News Release

The News Release dated June 28, 2010 was disseminated via Canada Newswire 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' or "Mineral Hill") is pleased to announce that it has entered into a letter of intent ("LOI") for an Earn-In Option Agreement ("EIO Agreement") and a joint venture encompassing 127 gold and precious metals mining claims in the United States (the "Gold Mine Project"). Under the LOI, the Company is required to raise $1 million towards the acquisition price of the project and $1.5 million towards processing a previous stockpiled bulk sample of 40,000 cubic yards and the preparation for processing of a further 1.4 million cubic yards of previously exposed material within the gold bearing channel. Mineral Hill is currently completing its due diligence process. Its prospective joint venture partner has initiated the renewal of the exploration and extraction permits, which is a pre-requisite for the EIO-Agreement in order to facilitate an immediate start-up of the joint work program as soon as Mineral Hill's due diligence is completed and the Company has received its regulatory approvals. Upon completion of its due diligence, Mineral Hill will enter into the EIO Agreement. Further details will be announced in due course.

As announced on May 18, 2010, Mineral Hill's discussions and exchange of information with Ascot Mining Plc are still under way in order to determine mutually acceptable terms for a business transaction. The possible Gold Mine Project acquisition by Mineral Hill will not impact or delay any possible joint undertakings of both companies. A combined effort to develop Mineral Hill's promising lithium and gold assets is of great interest to both Ascot Mining Plc and Mineral Hill. Further details in this regard will also be announced in due course.

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
Chief Executive Officer
(604) 685-4170

Item 9. Date of Report

Dated at Vancouver, BC, this 28th day of June, 2010.

MINERAL HILL INDUSTRIES LTD.
Per:

"Dieter Peter"

Dieter Peter
Chief Executive Officer

SCHEDULE “A”

Mineral Hill Industries Ltd.
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NEWS RELEASE

Trading Symbols:

TSX Venture Exchange: MHI
Frankfurt Stock Exchange: N8Z/WKN: AODLHP
Pink Sheets: MHIFF

Vancouver, BC, Canada – June 28, 2010

MINERAL HILL ANNOUNCES LETTER OF INTENT FOR NEW GOLD AND PRECIOUS METALS MINING CLAIMS

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About Mineral Hill Industries Ltd.

Mineral Hill Industries Ltd. is a Canadian based mineral exploration and development company trading on the TSX Venture Exchange (MHI), the Frankfurt Exchange (N8Z/WKN: AODLHP), and the OTC Pink Sheets (MHIFF). Mineral Hill has accumulated a diversified portfolio of quality lithium and precious metal properties primarily in Canada and the USA. The Company’s determination to develop its promising lithium exploration projects in Quebec, Canada, and in Nevada, USA, will remain a major focus. The Company’s pursuit in accelerating the development of its existing gold exploration and production opportunities and attracting a strong management team will enhance its effectiveness to execute its objectives and mission.

For more information on Mineral Hill Industries Ltd. and its projects visit the Company's website at www.mineralhill.com **or contact:**

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