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 12, 2011

Item 3. News Release

The News Release dated July 12, 2011 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

The Company updated on the Company's AGM held on July 8, 2011 in which the directors were re-elected/elected, the Company's auditors were re-appointed, and the number of shares reserved for issuance under the Company's stock option plan and proposed share consolidation were approved.

The Company also announced the appointment of an additional new director, officers and committee members for the ensuing year at its board meeting.

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 12th day of July, 2011.

MINERAL HILL INDUSTRIES LTD.
Per: *"Dieter Peter"*
Dieter Peter
Chief Executive Officer

Schedule "A"

Mineral Hill Industries Ltd.

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Trading Symbols:

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

NEWS RELEASE
CORPORATE UPDATE

Vancouver, BC, Canada – July 12, 2011

Mineral Hill Industries Ltd. (the "Company") wishes to announce that it held its Annual General Meeting on July 8, 2011 (the "AGM") at which time, Messrs. Rafael Pinedo, Hugh Maddin, Andrew H. von Kursell, Grant Hendrickson and Dieter Peter were re-elected directors and one new director, Mr. Joseph O. Breslawski was added to the Company's board of directors. At the Board meeting following the AGM, one new director, Mr. Dean Davison was appointed to the Board.

Mr. Dean Davison, JD, MBA, CFE, is a corporate lawyer with international legal experience who has completed his Juris Doctorate and Masters Degree. He has been an adjunct professor of graduate and undergraduate law courses. He has also had the privilege of being a guest lecturer at numerous companies and trade organizations. Mr. Davison is a current member of the Canadian and International Bar Associations and the Trial Lawyers Association.

Mr. Joseph O. Breslawski is a businessman from Calgary, Alberta and is also an advisor to several corporations which are in the computer and communications businesses. He was past President and founder of CD PubCo Inc. and previously served as Chief Information Officer for International Datashare Inc. a Toronto Exchange listed corporation. He also spearheaded the purchase of Nickle Mapping, MSI Capture and AnGIS Software Companies for International Datashare Inc. In 2005 Mr. Breslawski joined Telkwa Gold Corporation (TKW.V) as a member of their advisory board and is presently a Director of Tiger International Resources (TGR.V) and President of Keg River Corporation.

At the Company's AGM, Davidson & Company LLP were re-appointed as the Company's auditors.

The Company's shareholders passed the resolution approving and ratifying the number of shares reserved for issuance under the Company's stock option plan to be 8,423,012 shares. The disinterested shareholders also passed a resolution to approve a limit of 20% on grants of stock options to insiders and employees under the Stock Option Plan.

The Company's shareholders also approved an ordinary resolution for a consolidation of its existing share capital on the basis of up to twelve (12) pre-consolidated common shares for one (1) post-consolidated common share of Mineral Hill Industries Ltd. and authorize the Board of Directors to use its discretion, to decide at its future meetings whether to implement a consolidation or not and if so, in setting the consolidation ratio.

At the board meeting held immediately after the AGM, the following officers and committee members were appointed:

President & CEO & Chairman	Dieter Peter
Chief Financial Officer	Jayram Hosanee
Treasurer & Corporate Secretary	Josephine See

Audit Committee
Andrew von Kursell, Chairman
Hugh Maddin
Joseph Breslawski

Corporate Governance & HR Committee
Andrew von Kursell, Chairman
Hugh Maddin
Dieter Peter
Dean Davison

Exploration Committee
Joseph Breslawski, Chairman
Dean Davison
Andrew von Kursell

Environmental and Safety Committee
Dieter Peter, Chairman
Andrew von Kursell
Joseph Breslawski

Advisory Committee
Hans Schwabl
Dr. Stewart Jackson
Dean Davison
Joseph Breslawski

About Mineral Hill Industries Ltd.

Mineral Hill Industries Ltd. is a Canadian based mineral exploration 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 lithium and precious metal properties. Although the Company's determination to develop its promising lithium exploration projects will remain a focal point, Mineral Hill will accelerate its new gold mining projects with early production opportunities concurrently with attracting a strong management team.

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

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President and CEO
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