

**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 16, 2012

Item 3. News Release

The News Release dated July 16, 2012 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 provided an update on its directors, committees and officers, the amendment of the stock option plan approved by shareholders and also the grant of 759,500 three year stock options to directors, officers and employees at an exercise price of \$0.16 per share.

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 17th day of July, 2012.

MINERAL HILL INDUSTRIES LTD.

Per: "*Dieter Peter*"

Dieter Peter
Chief Executive Officer



Mineral Hill Industries Ltd.

Schedule "A"

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www.mineralhill.com

Trading Symbols:

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

NEWS RELEASE **CORPORATE UPDATE**

Vancouver, BC, Canada – July 16, 2012

Mineral Hill Industries Ltd. (the "Company") wishes to announce that at its recently held Annual General Meeting (the "AGM"), Messrs. Rafael Pinedo, Hugh Maddin, Andrew H. von Kursell, Grant Hendrickson, David Jackson and Dieter Peter were re-elected directors and 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 2,010,407 shares. The disinterested shareholders also passed a resolution to approve a limit of 10% on grants of stock options to insiders and employees under the Stock Option Plan.

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

Officers

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

Audit Committee

Andrew von Kursell, Chairman
Hugh Maddin
Rafael Pinedo

Corporate Governance & HR Committee

Andrew von Kursell, Chairman
Hugh Maddin
David Jackson

Exploration Committee

Andrew von Kursell, Chairman
Grant Hendrickson
Bruce Purcell

Environmental and Safety Committee

Andrew von Kursell, Chairman
David Jackson
Bruce Purcell

Advisory Committee

Dr. Stewart Jackson
Bruce Purcell

The Company also granted an aggregate of 759,500 incentive stock options to its officers, directors and employees at an exercise price of \$0.16 per share. These options are granted for a three-year period and the grant is subject to vesting provisions.



The Company expressed regrets that Mr. Jayram Hosanee, Chief Financial Officer has resigned from the Company to pursue his career objectives. The Board of Directors and Management acknowledged his contributions as a resourceful and strategic thinker and a valuable asset of the management team and wish him the best for his future endeavours.

The Company also wishes to announce that Mr. Michael Zhu will be joining the Company to replace Mr. Hosanee. Mr. Zhu is a Chartered Accountant with more than 14 years of public companies experience in various Canadian accounting firms. He has also worked as research analyst for overseas financial institutions. He graduated from Information & Electronic Engineering department in Zhejiang University with an Optoelectronic Technology major. The Company is looking forward to the addition of Mr. Zhu to its management team.

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:

Dieter Peter

President and CEO

Mineral Hill Industries Ltd.

Telephone: (604) 685-4170

Email: dpeter@3xgmm.com

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