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

August 27, 2013

Item 3. News Release

The News Release dated August 27, 2013 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 announces that as a result of review by the British Columbia Securities Commission, the Company issued the news release to clarify certain technical disclosures. The Company's disclosure as filed on the Company's profile on SEDAR at www.sedar.com and as posted on the Company's website included certain disclosures that were not compliant with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") with respect to the Company's Liberty Hill Gold Mine Property and the Company's Quebec Lithium Properties: the International Property and the Chubb Property.

Item 5. Full Description of Material Change

See news release, a copy of which is attached hereto, as 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 Officers of the Company are available to answer questions regarding this report:

Dieter Peter
President and Chief Executive Officer
(604) 685-4170

Michael Zhu
Chief Financial Officer and Corporate Secretary
(604) 630-6808

Item 9. Date of Report

Dated at Vancouver, BC, this 27th day of August, 2013.

MINERAL HILL INDUSTRIES LTD.

Per:"*Dieter Peter*"
Dieter Peter
President & CEO

Schedule “A”

Mineral Hill Industries Ltd.

News Release

VANCOUVER, CANADA, August 22, 2013 – Mineral Hill Industries Ltd. (“Mineral Hill” or the “Company”) reports that as result of a review by the British Columbia Securities Commission (“BCSC”), we are issuing the following news release to clarify our disclosure.

Liberty Hill Gold Mine property

Mineral Hill in its October 10, 2010 news release disclosed a significant historical quantity and associated grade for a gold bearing placer that was not compliant with and restricted by NI 43-101. The company is unable to restate a compliant historical resource estimate, and retracts all prior disclosure of historical gold resource estimates. The Company also referenced future mining and processing projections without cautionary language required to explain the increased risk of going into production without any valid current resource estimates.

The April 25, 2013 corporate presentation “The Liberty Hill Gold Mine” (the Liberty Presentation), on the company’s website, quoted a grade for the deposit and projected potential economics including net revenue. The Company clarifies that it does not have a current resource estimate on which to base a Preliminary Economic Assessment and retracts all previous disclosure of economic parameters.

Page 15 of the Liberty Presentation disclosed a large current, management-estimated quantity, to be mined in 10 or more open pits. The estimate was non-compliant and restricted because it omitted the date of estimation, classification, and grade, and did not discuss key assumptions, parameters, and methods as required by NI 43-101. The company retracts all management estimated current resources, and clarifies that it has not received a current resource estimate suitable for public disclosure.

Pages 13 and 19 of the Liberty Presentation disclosed a tonnage of material for potential mining and processing; this figure was derived by management and not compliant with NI 43-101. In preparing this estimate, the Company relied on historical reports and information. Although written and published by qualified professionals, the estimates and analyses were not verified by the company’s Qualified Person and do not conform to the requirements and rules of the National Instrument 43 – 101. At this time, the company is unable to restate estimates and analyses in compliance with NI 43-101.

The company’s disclosure of production based on non-compliant historical resources, management estimated current resources, and the results of economic analyses, although hereby retracted, triggered the requirement under NI 43-101 for the company to prepare an initial technical report on the Liberty Hill Gold Mine property. The company intends to file its report on or before September 23, 2013.

The Company, subject to completion of a financing, anticipates starting a small program on The Liberty Hill property to test the continuity and extent of the gold-bearing alluvial channel deposits within the possible planned open pit. Upon completion of this contemplated program, an updated NI 43-101 report will be prepared.

Quebec Lithium Properties (International and Chubb Properties)

In a Corporate Presentation and Fact Sheet on its website, the Company disclosed a historical "inferred reserve" of lithium and an additional larger "possible tonnage" on the International Property. The company hereby withdraws all the reference to reserves and resources on its International property. In addition, the prior disclosure failed to include cautionary language and other information required by NI 43-101 for a historical estimate (if valid). All estimates previously disclosed for the International Property are not supported by the company's current NI 43-101 report for the Quebec lithium properties (see below), and are hereby retracted.

The company in its corporate presentation and investor materials disclosed a large historical tonnage and average lithium grade at Dyke A on the Chubb Property. All estimates previously disclosed for the Chubb Property are not supported by the company's current NI 43-101 report for the Quebec lithium properties (see below), and are hereby retracted.

The Company's NI 43-101 technical report, Technical Report and Recommendations for the Chubb, International, and Athona properties by Michel Boily dated February 5, 2010 (the Quebec Lithium report) remains a current report because there has not been subsequent exploration on the property that would require an update of the NI 43-101 Technical Report. The Quebec Lithium report does not support disclosure of current or historical quantity or grade estimates for the International or Chubb Properties.

The company also clarifies that similar disclosure issues regarding lithium estimates, where they occur in the previous disclosure record, are also subject to the clarifications and retractions of the current news release, for example, disclosure of non-compliant and unsupported historical lithium estimates occurred in the company' news release of August 17, 2009.

Failure to Name the Qualified Person

The Company did not name a Qualified Person in its presentation of its website materials. The company hereby withdraws all previous website and presentation materials. The company is in the process of preparing new website materials under the review of a Qualified Person.

Dr. Stewart Jackson (PhD, P.Geo) is the Independent Qualified Person, as defined by NI 43-101, responsible for the material contained in this press release.

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 — Email: info@3xgmm.com
Mineral Hill Industries Ltd. — Telephone: (604) 685-4170

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.