

Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

Mineral Hill Industries Ltd. (the “Company”)
1140-13700 Mayfield Place
Richmond, BC
V6V 2E4

Item 2. Date of Material Change

May 5, 2016

Item 3. News Release

The News Release dated May 5, 2016 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 announced that it had received conditional acceptance from the TSX Venture Exchange for the Fundamental Acquisition announced in its April 21, 2016 and April 26, 2016 news releases.

The Company also announced that its shares would resume trading on the TSX Venture Exchange on Monday, May 9, 2016.

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) 278-1132

Item 9. Date of Report

Dated at Richmond, BC, this 6th day of May, 2016.

MINERAL HILL INDUSTRIES LTD.

Per: "Dieter Peter"
Dieter Peter
President & CEO



Mineral Hill Industries Ltd.

Trading Symbols:
TSX Venture Exchange: MHI
Frankfurt Stock Exchange: N8Z1/WKN: AODLHP
OTC Markets: MHIF

NEWS RELEASE

MINERAL HILL RECEIVES CONDITIONAL ACCEPTANCE FOR ITS FUNDAMENTAL ACQUISITION

Richmond, BC, Canada – May 5, 2016

Mineral Hill Industries Ltd (the “Company” or “Mineral Hill”) wishes to announce that it has received conditional acceptance from the TSX Venture Exchange (the “Exchange”) for the Fundamental Acquisition announced in its April 21, 2016 and April 26, 2016 news releases.

In a follow up meeting with the Exchange, the Company provided additional information which had been requested and the Company has received confirmation from the Exchange that the Company’s shares will resume trading on the TSX Venture Exchange on Monday, May 9, 2016.

The Company seeks Safe Harbor

For further information, please contact:
Dieter Peter, President & CEO Phone: (604) 278-1132

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

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