Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

Mineral Hill Industries Ltd. (the “Company”)
#170-422 Richards Street
Vancouver, BC
V6B 2Z4

Item 2. Date of Material Change

April 27, 2018

Item 3. News Release

The News Release dated April 27, 2018 was disseminated via Canada Newswire and filed on SEDAR.

A copy of the News Release is attached as Schedule “A”.

Item 4. Summary of Material Change

The Company announced that it has signed a Definitive Acquisition Agreement (“DA-Agr”) to acquire an Oil and Gas operated Leasehold Estate of approximately 4300 acres located in close proximity to one of Oklahoma’s “Stack Play” in the Anadarko Basin.

The Company has also received “Conditional Acceptance” from the TSX Venture Exchange based on a preliminary technical report by a Qualified Person.

The conditions for receiving the final consent requires the Company to provide proof of sufficient working capital to fund its property payment obligations including all royalty payments and working capital for a minimum of six months including a final technical report which is compliant with the Canadian form “NI51-101”.

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) 617-6794

Item 9. Date of Report

Dated at Vancouver, BC, this 6th day of May, 2018.

MINERAL HILL INDUSTRIES LTD.

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

Mineral Hill Industries Ltd.

Trading Symbols:
TSX Venture Exchange: MHI
Frankfurt Xetra: N8Z1/WKN: AODLHP
OTC Market (US): MHIFF

NEWS RELEASE

The securities being offered have not been, nor will be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to U.S. persons without registration or applicable exemption from the registration requirement of such Act. This release does not constitute an offer for sale of such securities in the United States of America.

Vancouver, BC, Canada – April 27, 2018

MINERAL HILL INDUSTRIES ENTERS INTO AGREEMENT TO ACQUIRE AN OIL & GAS PRODUCTION LEASEHOLD ESTATE IN OKLAHOMA

Further to the Company's news release dated February 21, 2018 Mineral Hill Industries Ltd. ("MHI" or the "Company") wishes to announce that it has signed a Definitive Acquisition Agreement ("DA-Agr") based on the terms of the on Febrary 21, 2018 announced closing of a Letter of Intent "LOI").

MHI has also received "Conditional Acceptance" for the transaction from the TSX Venture Exchange ("TSX-V"). Under the DA-Agr MHI will acquire a privately held Oil&Gas operated Leasehold Estate of approximately 4,300 acres, located close to one of Oklahoma's "STACK play" in the Anadarko Basin which is considered one of the best unconventional oil plays in the USA.

The entire Leasehold Estate is held by seven corporate owners (the "Seller") and consists of twelve Oil & Gas producing wells and properties in the reported categories of "Non-Producing", "Proved Undeveloped" and "Probable Undeveloped locations (the "Estate-Assets") as well as certain operating equipment and Seller's assignment of an option to acquire a well established operating company registered in Oklahoma which could serve MHI as future operating entity.

The consideration for the acquisition is US$ 3,000,000 ("Acquisition-Price") to be fulfilled through scheduled cash payments over a period of three years (the "Transaction-Period"). No securities will be issued by MHI. Seller has the option to secure the Acquisition-Price through a mortgage, bearing annual interest payments of 5% which has to be paid in monthly installments as an Overriding Royalty Interest for the balance of the Acquisition-Price until paid off in full.

The condition for receiving final consent by the TSX-V requires MHI to provide the closing of financial resources to fund its property payment obligations including all royalty payments under the DA-Agr, and the first stage of any recommended work program for a minimum of six months including a technical report performed by a Qualified Person ("QP"), which is compliant with the Canadian "NI 51-101 " "Standards of Disclosure for Oil and Gas Activities" under the rules of the TSX-V (the "Tech-Report").

The parties to the DA-Agr also agreed that when a total payment of US$1,500,000 and all royalty payments due during the first 15 months of the Transaction-Period have been satisfied by MHI, Seller will transfer the full operations of the Leasehold Estate to Buyer and will initiate the transfer of all revenue derived from the Leasehold Estate to the full control and administration of MHI or its to be established operating company.

MHI commissioned the Tech-Report including an appraisal of the Oil & Gas interests within the Leasehold Estate after the execution of the LOI and submitted a revised version to the TSX-V which is currently under review by TSX-V's staff geologists and MHI expects comments on the report from the TSX-V shortly.

MHI is presently current with all its binding obligations under the LOI and DA-Agr and will announce the conditions of its initial private placement and cashflow of OIL production resulting from the Leasehold Estate's shortly.

The Company seeks Safe Harbor

For further information, please contact:
Dieter Peter
President & CEO   Phone: (604) 617-6794