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

July 16, 2018

Item 3. News Release

The News Release dated Jul 16, 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 amended the non-brokered private placement previously announced on May 1, 2018. In accordance to the trading price of the Company's stock on the TSX-V Mineral Hill will use its best effort to sell up to 5,000,000 million securities units at $0.20 per securities unit ("Unit") for total proceeds of up to Cdn$1,000,000. Each Unit will consist of one common share of the Company and one transferable common share purchase warrant ("Warrant") exercisable within a period of one (1) year from the date of issue, at an exercise price of Cdn$0.30 per Warrant Share.

MHI will pay finder's fees in connection with the private placement on the portion of the total proceeds which will be raised from arms-length agents and issue additional "Broker Warrants" to participating broker firms.

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 17th day of July, 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 – July 16, 2018

Amended Non-Brokered Private Placement

Further to the Company's news release dated May 1, 2018 Mineral Hill Industries Ltd. ("Mineral Hill" or the "Company") wishes to announce changes to its proposed non-brokered private placement to raise additional working capital and ongoing development of its Oil & Gas project in Oklahoma. In accordance to the trading price of the Company's stock on the TSX-V Mineral Hill will use its best effort to sell up to 5,000,000 million securities units at $0.20 per securities unit ("Unit") for total proceeds of up to Cdn$1,000,000. Each Unit will consist of one common share of the Company and one transferable common share purchase warrant ("Warrant") exercisable within a period of one (1) year from the date of issue, at an exercise price of Cdn$0.30 per Warrant Share.

The proceeds from the private placement will be used towards the continuing development program and production improvements of the Leasehold Estate project and partially for repayments of advances made by insiders for the development and increase of the cash flow from the existing oil wells within the project, the completion of the validation, the NI-51-101 report and for general corporate purposes.

Certain directors and officers of the Company may acquire units under the private placement. Any such participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any units issued to or the consideration paid by such persons will exceed 25% of the Company's market capitalization. This private placement is subject to regulatory approval.

MHI will pay finder's fees in connection with the private placement on the portion of the total proceeds which will be raised from arms-length agents and issue additional "Broker Warrants" to participating broker firms.

The Company seeks Safe Harbor

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

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.