FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

GOLDHILLS HOLDING LTD.
Suite 400, 837 West Hastings Street
Vancouver, BC V6C 3N6

(the “Company”)

Item 2. Date of Material Change

August 19, 2024

Item 3. News Release

The news release was issued on August 19, 2024 and was disseminated by Stockwatch.

Item 4. Summary of Material Change

The Company announced that it has closed a related party transaction.

Item 5. Full Description of Material Change

Debt Settlement

The Company announced that it has closed its previously announced proposed debt settlement (see press release dated July 26, 2024) settling outstanding indebtedness totaling $95,000 through the issuance of 1,583,333 common shares at a price of $0.06 per share (the “Debt Settlement Shares”).

The above-described transaction constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transaction ("MI 61-101") as all Debt Settlement Shares are being issued to related parties of the Company. The Company is relying on exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the Debt Settlement Shares does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

The Debt Settlement shares are subject to a four month and one day hold from the date of issuance.

Investment by Sergei Stetsenko

The Company also announced that Sergei Stetsenko, of 400 - 837 West Hastings St., Vancouver, BC V6C 3N6, acquired 1,583,333 common shares for consideration of $95,000 pursuant to the debt settlement.

Immediately prior to the closing of the debt settlement, Stetsenko beneficially owned or controlled 2,042,500 Shares directly and 875,333 Shares held indirectly through Weiser Asset Management Ltd. Stetsenko also holds 875,580 stock options (“Options”) of the Company, which represented approximately 9.8% of the issued and outstanding Shares on a non-diluted basis and, assuming the exercise of the 875,580 Options, approximately 12.3% of the issued and outstanding Shares on a partially diluted basis.

Immediately following the closing of the debt settlement, Stetsenko beneficially owned or controlled 2,042,500 Shares directly, 1,583,333 Shares indirectly held through CRG Finance AG and 875,333 Shares held indirectly through Weiser Asset Management Ltd. Stetsenko also holds

875,580 stock options ("Options") of the Company, which represented approximately 14.3% of the issued and outstanding Shares on a non-diluted basis and, assuming the exercise of the 875,580 Options, approximately 16.6% of the issued and outstanding Shares on a partially diluted basis.

The securities of the Company held by Stetsenko are held for investment purposes. Stetsenko has a long-term view of the investment and may acquire additional securities of the Company either on the open market, through private acquisitions or as compensation or sell the securities on the open market or through private dispositions in the future depending on market conditions, general economic and industry conditions, the Company's business and financial condition, reformulation of plans and/or other relevant factors.

A copy of Stetsenko's early warning report is available on the Company's profile on SEDAR+ and may also be requested by mail Goldhills Holding Ltd., 400 - 837 West Hastings St., Vancouver, BC V6C 3N6, Attention: Sergei Stetsenko or phone at (604) 630-8746.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

For further information, please contact:

Yuying Liang
Chief Financial Officer
(604) 630 7296

Item 9. Date of Report

August 20, 2024