

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

September 1, 2020

Item 3. News Release

The news release was issued on September 3, 2020 and was disseminated by Newswire.

Item 4. Summary of Material Change

The Company announced that it has closed its previously announced non-brokered private placement, by issuing 1,666,673 shares (the "Shares") at a price of \$0.15 per Share for gross proceeds of \$250,00 (the "Financing").

Item 5. Full Description of Material Change

The Company announced that it has closed its previously announced non-brokered private placement, by issuing 1,666,673 shares (the "Shares") at a price of \$0.15 per Share for gross proceeds of \$250,000 (the "Financing").

All securities issued under the Private Placement are subject to a four-month and one day hold period expiring on January 2, 2021. The company paid finders a fee of \$15,575. The Company intends to use the proceeds from the Financing for general working capital purposes and to settle corporate indebtedness.

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

September 4, 2020