

**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**

October 24, 2024

**Item 3. News Release**

The news release was issued on October 24, 2024 and was disseminated by Stockwatch.

**Item 4. Summary of Material Change**

The Company announced changes to its board of directors.

**Item 5. Full Description of Material Change**

The Company announced that Rupert Williams has resigned from his position as a director. Replacing him on the board of directors is Robert Wayne Morgan. Mr. Morgan was formerly both a stock broker and commodity broker. He has extensive experience in raising capital, mergers and acquisitions in the mining industry for over 40 years.

**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**

October 24, 2024