



**FORM 51-102F3  
Material Change Report**

**1. Name and Address of Company:**

QUEENSLAND GOLD HILLS CORP. (the "Company")  
Suite 440, 755 Burrard Street  
Vancouver, BC  
V6Z1X6

**2. Date of Material Change:**

December 19, 2022

**3. News Release:**

The news release with respect to the material change was disseminated via Newsfile Corp. and filed on SEDAR on December 19, 2022.

**4. Summary of Material Change:**

The Company announced that it had received TSX Venture Exchange ("TSXV") acceptance of the acquisition of the Mia Lithium Property as well as the completion of the private placement of a total of 12,500,000 units at a price of \$0.10 per Unit for gross proceeds of \$1,250,000. Each unit consisted of one common share and one half of one share purchase warrant, each whole warrant exercisable at a price of \$0.305 for two years after the date of issuance.

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

**5.1 Full Description of Material Change**

See attached news release.

**5.2 Disclosure of Restructuring Transactions**

Not applicable.

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not Applicable

**7. Omitted Information:**

Not Applicable

**8. Executive Officer:**

Alicia Milne  
Chief Executive Officer  
Telephone: 604-808-5282

**9. Date of Report:**

December 20, 2022



## QUEENSLAND GOLD HILLS RECEIVES TSX APPROVAL OF MIA LITHIUM PROJECT ACQUISITION AND COMPLETES CONCURRENT PRIVATE PLACEMENT FINANCING

December 19, 2022 – Queensland Gold Hills Corp. (TSX.V: OZAU | OTCQB: MNNFF) (“Queensland Gold” or the “Company”) is pleased to announce that it has received TSX Venture Exchange (“TSX”) acceptance of the acquisition of a 100% interest in the 86 square kilometre Mia Lithium Property (the “Mia Property”) in the James Bay area of Quebec, Canada (the “Acquisition”) as announced on November 28, 2022. The Mia Property is comprised of 170 mineral claims, located 62 km East of Wemindji Community in the Eeyou Itsee Territory, James Bay, Quebec.

Under the terms of the Acquisition, the Company has issued to the vendors the initial consideration of 6,500,000 common shares (the “Consideration Shares”) and \$200,000 cash. The Consideration Shares bear a statutory hold period of four months and one day from their date of issuance under applicable Canadian securities law.

The Company has also completed its non-brokered private placement of a total of 12,500,000 units (each, a “Unit”) at a price of \$0.10 per Unit for gross proceeds of \$1,250,000 (the “Offering”). Each Unit consisted of one common share of the Company (each, a “Share”) and one half of one common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant is exercisable into one additional Share at a price of \$0.305 for two years after the date of issuance. Pursuant to the policies of the TSX, the price of the warrant attached to the Unit was amended to \$0.305 as the Offering is part and parcel to the Acquisition.

All securities issued under the Offering bear a statutory hold period of four months and one day from their date of issuance under applicable Canadian securities law. No finders' fees were paid on the Offering.

Directors of the Company participated in the private placement for an aggregate of 331,612 units. The participation by the insiders in the private placement are considered to be related party transactions under Multilateral Instrument 61-101. However, the transactions are exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities being issued, nor the consideration being paid, exceeds 25% of the Company's market capitalization.

### **About Queensland Gold Hills**

Queensland Gold Hills is mineral exploration company currently advancing exploration of two gold projects located in the historic goldfields of Queensland, Australia: the Big Hill Gold Project and the Titan Project which collectively cover 110 square kilometers in the Talgai Goldfields of the broader Warwick-Texas District and host 54 high-grade historical gold mines. The Company also recently acquired the Mia Lithium Property in James Bay, Quebec.

### **FOR FURTHER INFORMATION, PLEASE CONTACT:**

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