

Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

Mineral Hill Industries Ltd. (the “Company”)
1140-13700 Mayfield Place
Richmond, BC
V6V 2E4

Item 2. Date of Material Change

December 14, 2017

Item 3. News Release

The News Release dated December 14, 2017 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 terminated the Share Purchase Agreement (“SPA”) which it executed with twelve (12) shareholders of the UK based CPS Energy Resources Plc (“CPS”), representing 45% of the outstanding shares of CPS (“Shr-Vendors”), due to non-compliance with the terms of the SPA.

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) 278-1132

Item 9. Date of Report

Dated at Richmond, BC, this 15th day of December, 2017.

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

TERMINATION OF THE SHARE PURCHASE AGREEMENT ANNOUNCED ON APRIL 21, 2016

Richmond, BC, Canada – December 14, 2017

Further to the Company’s news release dated December 7, 2017 Mineral Hill Industries Ltd. (“Mineral Hill” or “Company”) wishes to announce that it has terminated the Share Purchase Agreement (“SPA”) which it executed with twelve (12) shareholders of the UK based CPS Energy Resources Plc (“CPS”), representing 45% of the outstanding shares of CPS (“Shr-Vendors”), due to non-compliance with the terms of the SPA.

After extensive consideration and granting several extensions in respect to the compliance of the Shr-Vendors’ obligations under the terms of the SPA, the Company’s Board of Directors (“BoD”) passed a resolution to terminate the SPA, effective December 13, 2017 (“Termination”), due to non-fulfillment of an essential part of the SPA.

The Company also requested that the representatives of the Shr-Vendors (“Representatives”) forward the Termination to the Shr-Vendors, including the two shareholders of CPS who agreed to vend-in their additional 8% of CPS (“8%-Vendors”) shares, as referred to in the Company’s News Release dated August 9, 2017, as the Representatives denied Mineral Hill’s Directors’ continued requests to talk directly to the 8%-Vendors in order to facilitate the Company’s attempt to confirm certain material facts within the SPA and related to the “Announcement” from CPS dated August 15, 2017.

Mineral Hill is now actively pursuing its promising Oil and Gas projects within the USA and will update its shareholders on its progress very shortly.

The Company seeks Safe Harbor

For further information, please contact:
Dieter Peter
President & CEO Phone: (604) 278-1135

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