

Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

Mineral Hill Industries Ltd. (the “Company”)
#170-422 Richards Street
Vancouver, BC, V6B 2Z4

Item 2. Date of Material Change

December 19, 2019

Item 3. News Release

The News Release dated December 19, 2019 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 wishes to announce that its Annual General Meeting was held on December 18, 2019 in accordance to the Notice of Meeting given on November 13, 2019.

The shareholders of the Company passed a resolution to fix the number of directors at six (6) and re-elected Messrs. Grant Hendrickson, Andrew von Kursell, Eric Peter-Kaiser, Milo Filgas and Dieter Peter as directors. The Company is pleased to announce the election of Mr. Lawrence Taube, Esq as a new director.

The shareholders re-appointed Davidson & Company LLC as the Company’s auditors and re-approved the Company’s existing stock option plan.

The shareholders ratified the Board’s resolution to terminate the Definitive Acquisition Agreement pertaining to the Oil and Gas Leasehold Estate in Oklahoma, USA.

The shareholders also ratified the Board of Directors’ resolution passed on October 4, 2019 consisting of three parts to approve the execution of the binding Letter of Intent with a privately held REIT company, the issuance of non-voting convertible Pref-A2 and Pref-A3shares.

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) 617-6794

Item 9. Date of Report

Dated at Vancouver, BC, this 19st day of December, 2019.

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

MINERAL HILL INDUSTRIES LTD. ANNOUNCES THE RESULTS OF THE ANNUAL GENERAL MEETING

Vancouver, BC, Canada – December 19, 2019

Mineral Hill Industries Ltd. (the “Company” or “Mineral Hill”) wishes to announce that its Annual General Meeting was held on December 18, 2019 (the “AGM”) according to the Notice of Meeting given on November 13, 2019.

The shareholders of the Company passed the resolution to fix the number of directors at six (6) and re-elected Messrs. Grant Hendrickson, Andrew von Kursell, Eric Peter-Kaiser, Milo Filgas and Dieter Peter as directors. The Company is pleased to also announce the election of Mr. Lawrence Taube, Esq as a new director.

Mr. Taube holds a Juris Doctor (J.D. ‘83) degree from the University of Tennessee and is a member of the Bar in both Florida and California. Since moving to Florida in 1984, he has focused on all aspects of real estate development, reorganization, business relations, corporate governance, compliance, regulatory matters for major business entities including but not limited to national banking organizations with assets in the billions and real estate/construction entities with assets in the hundreds of millions. The Company expects to benefit from Mr. Taube’s expertise in the area of making significant corporate decisions and corporate governance.

The shareholders re-appointed Davidson & Company LLP as the Company’s auditors and re-approved the Company’s existing stock option plan.

The shareholders ratified the Board’s resolution to terminate the Definitive Acquisition Agreement pertaining to the Oil and Gas Leasehold Estate in Oklahoma, USA.

The shareholders also ratified the Board of Directors’ resolution passed on October 4, 2019 consisting of three parts to approve the execution of the binding Letter of Intent with a privately held REIT company, the issuance of non-voting convertible Pref-A2 shares and the issuance of non-voting convertible Pref-A3 shares. The binding letter of intent was announced by the Company on October 8, 2019.

The Company seeks Safe Harbor

For further information, please contact: Dieter Peter, President & CEO

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