



MINERAL HILL INDUSTRIES LTD.

Management Discussion and Analysis

For the year ended
December 31, 2022

**Management's discussion and analysis of financial results
For the year ended December 31, 2022
Containing information up to and including April 12, 2023**

The following is Management's Discussion and Analysis ("MD&A") of the financial condition of Mineral Hill Industries Ltd. (the "Company" or "MHI") and the financial performance for the year ended December 31, 2022. This discussion and analysis should be read in conjunction with the consolidated financial statements and related notes as at, and for the year ended December 31, 2022 and 2021. Reference should also be made to the Company's filings with Canadian securities regulatory authorities, which are available at www.sedar.com.

This MD&A is the responsibility of management. The Board of Directors carries out its responsibility for the review of this disclosure directly and through its audit committee.

All amounts are in Canadian dollars unless otherwise noted and prepared in accordance with International Financial Reporting Standards ("IFRS").

Current market conditions

Certain global post-pandemic conditions are still causing financial uncertainties and might have a negative impact on the general economic environment. Although the Company returned its focus on the exploration business of precious metal and completed the first tranche for its initial financing and exploration work in 2021, access to public financing in 2022 was still limited for companies in the exploration stage and the Company postponed any further exploration work. If the market conditions continue in 2023, the Company's ability for additional exploration work may be still adversely impacted and the trading volume of the Company's shares could remain restrained.

Overview

The Company is a reporting issuer in Alberta and British Columbia and its common shares are trading on the TSX Venture Exchange (the "TSXV" or "Exchange") under the symbol "MHI" and are also co-listed on the Frankfurt quotation platform in Germany under the symbol "MLN" and OTC Markets in the USA.

Up to the end of 2014, MHI was actively engaged in the acquisition and exploration of natural resources within the mineral industry segment. During the years from 2014 to 2016 the Company experienced extreme difficulties in raising sufficient funds for mining exploration due to the economic climate within that sector at that time.

On December 24, 2020, the company announced that it had entered into a definitive Earn-In Option Agreement ("EIO Agreement") with Cardinal Geoconsulting Ltd. ("Owner") to acquire up to a 100% interest in Owner's Dot-Apex Claim Group ("Apex Claims") and the Master-ACE Claim Group ("ACE Claims"), located in south-western British Columbia. The Apex Claims consist of contiguous claim cells totalling 2,406.13 hectares and the ACE Claims totalling 695.09 hectares.

On August 26, 2021 the Company announced the closing of its initial private placement offerings of Flow-Through shares ("FTS"), referred to as PP1b under its executed Earn-In Option Agreement (the "EIO-Agr"). PP1b was dedicated for exploration and development expenses of the Dot-Apex Claim Group. The proceeds from PP1b amounted to CAD 101,010 and Mineral Hill issued 336,700 Flow-Through shares at a price of CAD 0.30 per share (PP1b) qualifying as "flow-through mining expenditures" under the Income Tax Act (Canada), which were renounced to the purchasers of such shares in an aggregate amount

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no less than the proceeds raised from the issuance of the Flow-Through Shares of PP1b. As at December 31, 2022, the Company had used \$77,404 and \$23,606 remain unspent. The remaining flow through share premium liability of \$5,902 was replaced with a provision of \$12,275 with an indemnity on flow through shares of \$6,373 recorded on the statement of loss.

On advice of the Company's geologist the exploration of the Apex claims was temporarily put on hold in August 2022. The Company's understanding is that the "Kanacka Bar Indian Band" is in the initial stages of an application process with the Federal and Provincial governments regarding a proposal to reclaim their traditional territories. The Company has yet to be contacted by the Kanacka Bar Indian Band or the government and the Claims are in good standing.

The Company also closed the initial tranche of CAD 106,796 for the private placement offering of Non-Flow-Through security units ("NFTS"), announced on August 16, 2021 as PP1a, and issued 474,648 units at a price of CAD 0.225 per unit. Each unit of PP1a consisted of one NFTS common share and one transferable share purchase warrant (the "Warrant") with an overall exercise period of two (2) years, whereby each Warrant entitles its holder to purchase one common share of the Company at a price of CAD 0.30 per share if exercised within the first year of the Closing Date and at a price of CAD 0.34 per share if exercised within the second year following the Closing Date. The proceeds from the unit offering was used for general working capital.

With the funds raised under PP1a the Company exercised its option and acquired its initial 20% interest in the Apex-Claims (the "First Apex Option") by: (a) paying to the Owner \$10,000 cash and (b) issuing 100,000 common shares to the Owner as well as (c) completing its initial exploration commitment under the EIO-Agr in respect to the Apex Claims.

The Company's Dot-Apex exploration program was led by Daniel G. Cardinal, P. Geo., F.G.A.C.

In the fourth quarter of 2021, the Company received the analytical lab results from its Phase I exploration program conducted on the Dot-Apex property (the "Apex-Property") and its Management was very pleased that a number of the rock and soil samples are anomalous and contain elevated gold and silver values. The 2021 exploration program consisted of soil and rock sampling surveys, limited geophysical VLF-EM survey and reconnaissance scale geological mapping, designed to investigate positive gold results documented in a National Instrument 43-101 technical report, dated September 9, 2021 as publicized in the Company's news release on January 12, 2022.

The Company is still contemplating to exercise its second option and acquire the remaining 80% interest in the Apex Claims subject to its second option, referred to in the Company's 2021 Q2 MDA, having been extended.

As publicly announced, MHI has also the additional option to acquire an initial 20% interest in the ACE Claims (the "**First ACE Option**") by: (a) paying the Owner \$10,000 cash; (b) issuing 100,000 common shares to the Owner; and (c) incurring or funding \$47,300 of exploration expenditures on the ACE Claims before the first anniversary of the ACE Effective Date. The ACE Effective Date is the later of the date on which the First Apex Option Exercise

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Notice is delivered to the Owner and closing of a future private placement ("PP2").

Subject to the Company having earned the First ACE Option, the Owner will grant the Company a second option to acquire a further 80% interest in the ACE Claims, bringing its total earned interest from 20% to 100%, by: (a) paying the Owner \$15,000 cash; (b) issuing 150,000 common shares to the Owner; and (c) incurring or funding \$74,100 of exploration expenditures on the ACE Claims before the second anniversary of the ACE Effective Date.

The Owner will retain a 2% net profit interest royalty on the Apex Claims and the ACE Claims.

Highlights of Events

The following are highlights of events occurring during the year ended December 31, 2022 and subsequent thereto:

Between November 2021 and December 2022 the Company was approached by overseas corporations for possible mergers or reversed takeover ("RTO") acquisitions and was actively engaged in raising additional working capital and additional bridge financing in order to fund its due diligence on those possible projects.

On December 9, 2022 the Company announced the closing of such initial funding via a private placement, whereby Merfin Management Limited ("MRF"), the Company's present controlling shareholder beneficially owned by the Company's president and CEO granted also a "Call-Option" of part of MRF's owned common shares of MHI to Echos Holding AG, a company affiliated to the private placement investor, subject to the approval of the Company's disinterested shareholders. At the Company's Special Shareholders Meeting held on February 21, 2023, disinterested shareholders unanimously approved the "Call-Option". As the completion of the "Call-Option" will trigger a change of control TSXV approval was required and was obtained on March 6, 2023

Overall Performance

Financing

On May 14, 2021 the Company announced the TSXV's approval for the settlement of its outstanding debt owed to insiders through the issuance of 1,231,404 common shares to Merfin Management Limited ("Merfin") and 42,867 common shares to Andrew von Kursell ("AvK") in order to eliminate the cash advances provided by Merfin and AvK (jointly called "Insider Debt") of \$277,066 and \$9,645 respectively.

The price for the shares to settle the Insider Debt was approved to be \$0.225 with no warrants attached. None of the Insider Debts included any interest nor salary payments and have always been recorded in the Company's audited year-end consolidated financial statements from 2018 to 2020 as well as in its quarterly financials.

On August 26, 2021, the Company completed the announced private placements PP1a and PP1b for the exploration of its contracted gold claims in British Columbia.

On December 21, 2022, the Company announced the closing of the Non-Brokered Private Placement with a company in Switzerland having received the acceptance by the TSXV.

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The Company raised \$150,000 comprised of 600,000 common shares at \$0.25 per share to be used as general working capital.

As a result of Echos' Call-Option and pursuant to its full execution (the "**Call-Option Transaction**"), if Echos exercises the Call Option in full, the Echos group will own 11,000,000 MHI-Shares, MRF will own 690,646 MHI-Shares plus 129,980 Warrants and Mr. Peter will still own 1,822,965 shares plus 115,000 Warrants of MHI, representing respectively ownership of 50.88% by Echo, 3.24% by MRF and 8.55% by Mr. Peter's ownership of the Company's current issued and outstanding securities.

Results of Operations

Year ended December 31, 2022, compared to the year ended December 31, 2021

Net loss and comprehensive loss for the year ended December 31, 2022, was \$59,218 (loss per share - \$0.00) compared to a loss of \$75,357 (loss per share - \$0.00) for the corresponding period in 2021. Being at the development stage, the Company did not generate any revenue from operations. The decrease in loss of \$16,139 was mainly attributable to:

1. A decrease of \$528 in bank charges and interest from \$3,014 in 2021 to \$2,486 in 2022;
2. A decrease of \$1,531 in investor relations from \$6,787 in 2021 to \$5,256 in 2022 mainly due to a decreased number of news releases;
3. An increase of \$4,140 in professional fees from \$24,917 in 2021 to \$29,057 in 2022;
4. A decrease of \$8,972 in development and consulting cost from \$8,972 in 2021 to \$Nil in 2022;
5. An increase of \$3,651 in currency exchange from \$(3,651) in 2021 to Nil in 2022;
6. A decrease of \$4,281 in transfer agent and filing fees from \$20,089 in 2021 to \$15,808 in 2022;
7. An increase of \$6,373 in indemnity of flow through shares from \$Nil in 2021 to \$6,373 in 2022

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Summary of Annual Results	December 31 2022	December 31 2021	December 31 2020
	\$	\$	\$
Net revenue	-	-	-
Income (loss) from operations			
- in total	(59,218)	(75,357)	17,487
- on a per-share basis	(0.00)	(0.00)	(0.00)
- on a diluted per-share basis	(0.00)	(0.00)	(0.00)
Net income (loss)			
- in total	(59,218)	(75,357)	17,487
- on a per-share basis	(0.00)	(0.00)	(0.00)
- on a diluted per-share basis	(0.00)	(0.00)	(0.00)
Total Assets	245,469	149,309	24,116
Total long-term financial Liabilities	-	-	-
Cash dividends declared per share	-	-	-

Selected Quarterly Information

Three months ended	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Total assets	245,469	122,887	129,364	137,249	149,309	175,189	13,288	20,846
Exploration and evaluation assets	109,904	109,904	109,904	109,904	104,904	51,690	-	-
Working capital deficit	(12,844)	(158,552)	(153,090)	(142,238)	(104,999)	(38,083)	(201,657)	(477,140)
Shareholders' equity	90,977	(48,359)	(42,896)	(32,044)	195	13,897	(201,657)	(477,140)
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income/(loss)	(10,664)	(5,463)	(10,852)	(32,239)	(23,560)	(7,752)	(11,229)	(32,816)
Earnings (loss) per share	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Fourth quarter results

During the three months ended December 31, 2022, the Company incurred a loss of \$10,664 compared to \$23,560 for the comparative period.

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Significant movement for the three months ended December 31, 2022 was a decrease of \$1,789 in transfer agent and filing fees from \$4,292 in 2021 compared to \$2,503 in 2022, a decrease of \$18,101 in the gain on reversal of flow-through premium liability from \$18,101 in 2021 compared to \$nil in 2022, a decrease of \$31,857 in the loss on settlement of debt from \$31,857 in 2021 compared to \$Nil in 2022 and an increase in indemnity of flow through shares from \$Nil in 2021 compared to \$6,373 in 2022.

Liquidity

The Company's working capital deficit positions at December 31, 2022 and December 31, 2021 were as follows:

	December 31 2022	December 31 2021
Working capital deficit	\$ (19,217)	\$ (104,999)
Deficit	\$ (19,067,601)	\$ (19,008,383)

The Company has historically relied upon equity financings to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company has limited financial resources, has presently no operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the sale of equity securities and support from insiders. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions, the commodity prices and the Company's production and exploration success. The global securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Capital Resources

At December 31, 2022, there were 21,324,807 (December 31, 2021: 20,724,807) common shares outstanding without par value, and a consolidated deficit of \$(19,067,601) (December 31, 2021: \$(19,008,383)), resulting in a shareholder's equity of \$90,977 (December 31, 2021: equity of \$195).

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and resource property costs is provided in the Company's statement of comprehensive loss

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included in its consolidated financial statements for the year ended December 31, 2022, which are available on SEDAR at '[www. SEDAR .com](http://www.SEDAR.com)'.

Related Party Transactions

During the year ended December 31, 2022, the Company entered into the following transactions with related parties.

The Company charged, as a recovery of office expenses 50% of the office expenses to The Eelleet Network Corp., a company related by common directors and officers, a total amount of \$2,536 (2021: \$1,721).

Key management personnel compensation

For the past eight years the remuneration of key management personnel consisted solely of share-based compensation, which during the year ended December 31, 2022, and 2021 was \$Nil.

As at December 31, 2022, the Company recognized due from related parties, being companies with common directors, of \$290 (2021- \$290).

Advances received from related party

During the year ended December 31, 2021, the Company settled payables, including the amounts advanced during December 31, 2020, of \$277,066 and \$9,645 to Merfin Management Limited and Andrew von Kursell for the issuance of 1,231,404 and 42,867 common shares respectively.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Directors and Officers

Dieter Peter President, CEO and Director
Grant A Hendrickson Director, Member of Audit Committee
Eric Peter-Kaiser Director, interim CFO, Corporate Secretary and Chair of the audit committee

Outstanding Share Data as at April 12, 2023

	Number outstanding	Exercise price in 1 st year*	Exercise price in 2 nd year*	Expiry Date
Common shares	21,324,807			
Common shares issuable on exercise:				
Warrants	474,648	\$0.30	\$0.34	September 7, 2023

*Each warrant will entitle the holder to purchase one common share of the Company at a price of \$0.30 per share if exercised within the first year of the closing date and at a price of \$0.34 if exercised within the second year of the closing date. If, at any time after the closing date, the price of the Company's common shares on the TSX Venture Exchange is greater than \$0.45

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per share for a period of 12 consecutive trading days, the Company may elect to accelerate the expiry date of all or part of the warrants, by giving notice thereof to the holders of the Warrants. In such case, that portion of outstanding warrants would be subject to an expiry date that is 30 business days after the date on which such notice is given by the Company.

Future Developments

For 2023, the Company is focusing on raising adequate capital to either complete its payments and the second phase of its exploration plans of the DOT-Apex claim group and possibly keep the required initial conditions under its exclusive option for the acquisition of the previously announced Master ACE claim group in good standing.

The Company has not exercised its initial intent to acquire certain rights to the waste-to-clean-energy technology ("EnviroX") of its subsidiary Global Environomic Systems Corp ("GSC"). Since the Company assumed control over GSC in February 2016, GSC remained total inactive as Mineral Hill is focusing on its natural resource projects. Management has never put any material value on GSC and may consider transferring its ownership to an interested arms-length third party in order to align the Company's corporate structure.

Risks and Uncertainties

The Company had been mainly engaged in the exploration of natural resources in the past and has decided to continue that business direction through careful due diligence by establishing an experienced and knowledgeable operation team. Nevertheless, the Company cannot assure its investors and shareholders that it will be able to operate such to be acquired projects successfully or profitable and complete additional suitable investments resulting in attractive risk-adjusted returns to its shareholders which over the long term will generate sufficient cash flow and generate capital appreciation.

The following are some of the key risks and uncertainties identified; however, there may be other risks and uncertainties that would include:

- the availability of investment opportunities;
- an increase in competition to acquire suitable projects throughout the world or other adverse circumstance may make it not possible for the Company to finance additional acquisitions and/or the Company may be unable to invest its proceeds from future financings on acceptable terms;
- additional new laws, amid the present pandemic, that are unfavorable to the business of the Company may be enacted and current favorable laws related to resource business may be modified or eliminated in the future;
- the Company is dependent on key personnel and key advisors for the success of any transaction. The departure of any of its executive officers or key personnel could have a material adverse effect on the Company's business as additional costs will be incurred to find replacements or additional availability of experts;
- the Company's growth will still depend to a great deal on external sources of capital, which may not be available at acceptable terms or at all. In addition, financial institutions may be reluctant to enter into lending transactions with the Company.

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- the Company expects that most of its initial acquisitions may still be start-up prospects and may be unable to pay the subsequently necessary development funds, which could adversely affect the Company's investments funds available for any mine development or otherwise impair the value of investments for its shareholders;
- compliance with environmental laws and inflation may materially increase the Company's operating expenses.

Financial Instruments

The Company's present financial instruments consist of cash and equivalents, receivables, due from related parties, accounts payable and accrued liabilities and, in the future, possibly corporate bonds and other financial instruments. Unless otherwise noted, it is management's opinion that the Company is presently not exposed to significant interest payments, currency or credit risks arising from any financial instruments generated from no arms-length parties.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and equivalents, receivables, and contributions from related parties. The Company limits its exposure to credit risk on liquid financial assets through managing its cash and equivalents with quality financial institutions.

Amounts due to and from related parties are discussed in Note 6 of the consolidated financial statements.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company has historically relied solely upon equity financings and loans from insiders to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance that the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipates the need of additional capital in the future to finance ongoing explorations and acquisitions, such capital cannot be derived from the exercise of outstanding stock options, warrants but more so through the completion of additional equity financings or other financing instruments available to the Company. The Company will have no operating income in the near future and has no assurance that additional funding or alternative financing instruments will be available to it for future acquisitions, although it has been successful in the past in financing its activities through the sale of equity securities and insider loans. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and operational success of its current mineral assets and possible new acquisition opportunities. In recent years, the securities markets in Canada and globally have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in

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prices for qualifying projects will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Critical Accounting Estimates

The preparation of consolidated financial statements requires management to make estimates and judgements that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of expenses during the reporting periods. Such estimates relate primarily to unsettled transactions and events as of the date of the financial statements. Actual results could differ materially from those reported.

Significant assumptions about the future and other sources of judgements and estimates that management has made at the statement of financial position date, that could result in material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made.

Changes in Accounting Policies

There are no other IFRSs or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Company.

Forward-Looking Statements

The statements made in this MD&A that are not historical facts contain forward-looking information that involves risk and uncertainties. All statements, other than statements of historical facts, which address the Company's expectations, should be considered forward-looking statements. Certain forward-looking information should also be considered future-oriented financial information ("FOFI") as that term is defined in NI 51-102. The purpose of disclosing FOFI is to provide a general overview of management's expectations regarding the anticipated results of operations and capital expenditures. Such statements are based on management's exercise of business judgment as well as assumptions made by and information currently available to management. When used in this document, the words "may", "will", "anticipate", "believe", "estimate", "expect", "intend" and words of similar import, are intended to identify any forward-looking statements. These forward-looking statements are set forth principally under the heading "Property Overview" and elsewhere in Management's Discussion and Analysis and may include statements regarding perceived merit of properties; capital expenditures; feasibility study results at the Company's properties; budgets; work programs; timelines; strategic plans; or other statements that are not statement of fact. The material factors or assumptions used to develop forward-looking statements include prevailing and projected market prices and foreign exchange rates, exploitation and exploration estimates and results, continued availability of capital and financing, and general economic, market or business conditions and as more specifically disclosed throughout this document. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company and its subsidiaries may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties, and other factors.

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The Company's forward-looking statements are based on the beliefs, expectations, and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in fluctuations project values and currency exchange rates; uncertainties relating to interpretation of estimates of capital and operating costs and estimated economic return; the need for cooperation of government agencies in the development of project assets and the issuance of required permits; the need to obtain additional financing to develop the assets and uncertainty as to the availability and terms of future financing; the possibility of delay in development programs on in construction projects and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; and other risks and uncertainties disclosed on the Company's other information released by the Company and filed with the applicable regulatory agencies.

The reader should not place undue reliance on these forward-looking statements. These statements reflect the Company's current view of future events and are subject to certain risks and uncertainties as contained in the Company's filings with Canadian securities regulatory authorities. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, the Company's actual results could differ materially from those anticipated in these forward-looking statements to reflect events or circumstances after the date hereof, or to reflect the occurrence of any unanticipated events. Although the Company believes that its expectations are based on reasonable assumptions, it can give no assurance that such expectations will materialize. The forward-looking statements made in this MD&A describe the Company's expectations as at April 12, 2023.

"Dieter Peter"

On behalf of the Board
Dieter Peter, Chief Executive Officer
April 12, 2023