MINERAL HILL INDUSTRIES LTD.

Management Discussion and Analysis

Third Quarter, Fiscal 2013
Ended September 30, 2013

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 nine months ended September 30, 2013. This discussion and analysis should be read in conjunction with the condensed interim consolidated financial statements and related notes as at, and for the nine months ended September 30, 2013 and 2012. 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 comprised exclusively of independent directors. The audit committee reviews and prior to its publication, approves, pursuant to the authority delegated to it by the Board of Directors, this disclosure.

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

Current market conditions

The recent and current global financial conditions are having a negative impact on the economic environment in which the Company operates. Access to public financing has significantly diminished for junior exploration companies as a direct result. If the current conditions continue, the Company's ability to operate will be adversely impacted and the trading price of the Company's shares could continue to be under a downward pressure.

Overview

MHI is engaged in the acquisition and exploration of natural resource properties. The Company's main focus areas are lithium exploration in Québec and gold exploration in Nevada County, California, US.

The Company incorporated Veritas Resources Corp, ("VRC") a wholly owned subsidiary in Nevada, US and registered VRC in the State of California for the purpose of carrying out exploration work on the Liberty Hill Mine, located in Nevada County, California.

The Company is a reporting issuer in Alberta and British Columbia and its common shares are trading on the TSX Venture Exchange under the symbol "MHI". At November 12, 2013, the Company has 10,099,951 common shares outstanding.

Highlights of Events

The following are highlights of events occurring during the nine month ended September 30, 2013 and subsequent thereto:

Financing

The Company converted the account payable from Merfin Management Limited ("Merfin") $129,943 to loan bearing interest at 8.5% per annum. The Company received advances of $160,500 from Merfin pursuant to a promissory note bearing interest at 8.5% per annum.

Lithium Properties

During the nine months ended September 30, 2013, the Company issued 39,582 common shares, valued at $5,917 and paid $75,000 to the Optionors, with respect to the Athona, Chubb and International Lithium properties in Quebec. These payments were the last payments under the Earn-in-Option agreement between the Company and the Optionors. The Company is now the sole owner of the above properties.

Property overview

Québec Lithium Properties

Mineral: Lithium

The Company has four lithium and molybdenum properties located in the Abitibi subprovince of Québec and associated with the Preissac-Lacorne Batholith Complex. The Preissac-Lacorne area is a well-known Lithium, Berylium, Tantalium and Molybdenum mining camp characterized by numerous showings exposing granitic pegmatite dykes, albitites and quartz veins. Three former molybdenite mines and one lithium mine, the Quebec Lithium, operated from the 1950 to the1970's.

Chubb Property, Québec

The Chubb Lithium Property, which is located in the Archean Abitibi Greenstone belt in the La Corne Township (NTS sheet 35C05) about 32 km northwest of Val d'Or, Quebec, consists of 29 contiguous mineral claims covering approximately 1,327.69 hectares.

The Chubb Property was submitted to ground based magnetic and IP/PP surveys, the latter allowing the identification of six NNW-oriented chargeability anomalies whose surface projections correspond to the broad trend defined by the strike of spodumene-bearing granitic pegmatite dykes. Geochemical sampling of three dykes display variable but generally elevated Li_2O concentrations. Whereby the main Dyke is approximately 300m long and two smaller dykes.

International Property, Québec

The International Property consists of two main lithium showings: Bouvier and International. It is located in the Saint-Mathieu municipality, Figuery Township and extends 1 km westward form the left bank of the Harricana River, 13 km south of the town of Amos. Magnetic and IP surveys, carried out on the Bouvier showing, identified three NE to EW-oriented chargeability anomalies that display a broad orientation parallel to the general strike of exposed and buried granitic pegmatite dykes. One anomaly overlies new trenches that exposed an EW-oriented spodumene-bearing granitic pegmatite dyke. The International Property consists of 23 mineral claims covering approximately 891.96 hectares. In October 2013, four mineral claims expired. The Company will re-stake these four mineral claims in November 2013.

Athona Property, Québec

The Athona Property comprises 31 mineral claims covering around 1,367.07 hectares located in the Landrienne Township. The property contains molybdenite mineralization associated with intrusions of albitites and granitic pegmatite dykes. In October 2013, four mineral claims expired. The Company will re-stake these four mineral claims in November 2013.

Canadian and McNeely Property, Québec

The Canadian and McNeely property is well located on the contact zone of the Lacorne batholiths, approximately 40 kilometres northwest of the mining town of Val d'Or and approximately 700 metres east-southeast of the old Quebec lithium mine property boundary line. It exhibits the potential to host viable lithium mineralization and add more potential to the other three lithium properties. The Canadian and MCNeely property consists of 26 mineral claims covering approximately 1,104.22 hectares. In October 2013, six mineral claims expired. The Company will re-stake these six mineral claims in November 2013.

The major rock units found on the property are hornblende granodiorite-monzonite, associated with the early-intrusive phase of the Preissac-Lacorne batholith, and esitic to rhyolitic lavas and tuffs (Aurora group), and metasediments (biotite schists) of the Lac Caste group. The lithium mineralization is found in granitic pegmatite dikes, containing spodumene as the economic mineral.

Within the property boundary, there are numerous parallel pegmatite dikes trending east-southeast in the contact area between the metasediments and the intrusives of the Lacorne batholiths. The most important of these are three parallel dikes located on the extreme south of lots 25 to 27. These dikes have northwest strikes and they extend toward the south. Their widths vary from 100 to 300 feet. Spodumene-bearing pegmatite bodies have been discovered in several areas on the property and on all contiguous properties. The Canadian Lithium prospect and its extension are considered the most promising exploration target.

In 1955, Canadian Lithium Co. Ltd. drilled a total of 66 diamond-drill holes in the area of the Canadian Lithium prospect, eight of which are located on claims. Best intersections include: 0.98 weight per cent Li_2O over three metres, 0.48 weight per cent Li_2O over 6.5 metres and 0.51 weight per cent Li_2O over 6.5 metres. The Martin McNeely prospect is located approximately 700 metres directly east of the Canadian Lithium prospect. Spodumene-bearing granitic pegmatite dikes with secondary lepidolite and molybdenite intersect amphibolitized peridotite and mafic-volcanic rocks.

There are no known mineral resources on the property, and there can be no assurance that any mineral resources will be discovered on the properties, and if discovered there is no assurance that any mineralization may be economically extracted.

Liberty Hill Mine, Nevada County, California USA ("LHM")

Mineral: Gold

The Company has signed on September 30, 2010 an earn-in option agreement (EIO Agreement) and a joint venture encompassing 127 gold and precious-metal mining claims of the LHM project, located in the Nevada County, California eight miles north east of Dutch Flat, within easy access of Interstate 80. The Liberty Hill Minet was in production when in 1999, it had to cease due to a litigation which, in 2007, was clarified through the courts in favor of the Company's partner. Under the EIO-Agreement, the Company is required to raise $1 million toward the acquisition price of the LHM project and $1.5 million toward processing a previous stockpiled bulk large sample and the preparation for processing of previously exposed material within the historicly gold-bearing channel.

The Company engaged an independent consulting firm of engineers and geologists in California and revised a comprehensive reclamation plan and Plan of Operation for the Liberty Hill Mine for re-filing with the various regulatory agencies in California for review and permitting.

Results of operations

Nine months ended September 30, 2013 compared to nine months ended September 30, 2012.

Net loss and comprehensive loss for the nine months ended September 30, 2013 was $241,116 (loss per share - $0.02) compared to $360,058 (loss per share - $0.04) for the corresponding period in 2012. Being at the exploration stage, the Company did not generate any revenue from operations. The decrease in loss of $118,942 was mainly attributable to:

1. an increase of $14,493 in interest and bank charge from $924 in 2012 to $15,417 in 2013, due to more interest accrued on higher amount of loan from Merfin Management Limited in 2013 compared to 2012;
2. an decrease of $4,312 in insurance expenses from $12,055 in 2012 to $7,743 in 2013, due to some insurance contracts weren't renewed after they expired because they are unnecessary given the Company's current inactive status;
3. an decrease of $27,201 in investor relations expenses from $45,093 in 2012 to $17,892 in 2013, due to trade show to potential investors incurred in March 2012;

4. an decrease of $8,038 in information technology services from $9,738 in 2012 to $1,700 in 2013, due to the Company cancellation of the service contract and self-managing the computer system;
5. an decrease of $12,812 in professional fees from $18,712 in 2012 to $5,900 in 2013, due to legal fees incurred in 2012 and no legal fees in 2013 period;
6. an decrease of $4,603 in rent from $47,233 in 2012 to $42,630 in 2013, due to the Company sublease some office space to another company;
7. an decrease of $63,529 in salaries from $157,532 in 2012 to $94,003 in 2013, due to a shorten working time and departure of one officer;
8. an decrease of $19,134 in stock-based compensation from $60,406 in 2012 to $41,272 in 2013, due to the stock options granted in 2013 have lower fair value per option compared to stock options granted in 2012;
9. an decrease of $15,131 in transfer agent and filing fees from $27,466 in 2012 to $12,335 in 2013 due to private placement incurred in 2012 causing higher agent and filing fees;
10. an decrease of $4,202 in travel and promotion from $7,420 in 2012 to $3,218 in 2013, due to travel expenses control in 2013.

Selected annual information (audited)

Summary of Annual Results	December 31 2012	December 31 2011	December 31 2010
	$	$	$
Net revenue	-	-	
Loss from operations			
- in total	(456,732)	(461,267)	(637,947)
- on a per-share basis	(0.05)	(0.12)	(0.20)
- on a diluted per-share basis	(0.05)	(0.12)	(0.20)
Net loss			
- in total	(456,732)	(469,685)	(2,325,912)
- on a per-share basis	(0.05)	(0.13)	(0.67)
- on a diluted per-share basis	(0.05)	(0.13)	(0.67)
Total Assets	891,990	649,689	543,677
Total long-term financial Liabilities	-	-	-
Cash dividends declared per share	-	-	-

Selected Quarterly Information (Unaudited)

Three months ended	**Q3 2013**	**Q2 2013**	**Q1 2013**	**Q4 2012**	**Q3 2012**	**Q2 2012**	**Q1 2012**	**Q4 2011**
Total assets	1,053,188	1,030,900	970,049	891,990	$853,185	$916,876	$1,039,669	$649,689
Exploration and evaluation assets	942,279	919,820	879,374	814,236	810,900	768,096	736,797	598,191
Working capital	(453,613)	(357,661)	(274,237)	(133,317)	(63,192)	65,117	204,261	(116,015)
Shareholders' equity	501,805	575,491	619,210	695,732	763,553	848,502	954,631	499,142
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	(114,958)	(44,386)	(81,772)	(97,034)	(109,786)	(139,501)	(110,411)	(114,293)
Earnings (loss) per share	(0.01)	(0.00)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.03)

Second Quarter Result

During the quarter ended September 30, 2013, the Company incurred a loss of $114,958 compared to a loss of $109,786 for the comparative period. The decrease in net loss is attributable to the decrease in operational activities for the Company. The decrease in activities is due to challenging market conditions for junior exploration companies.

Significant movements in operating and administrative expenses for the three-month period ended September 30, 2013 include bank charges and interest of $8,516 (2012 - $140), consulting fees of $41,000 (2012 - $36,500), rent of $14,008 (2012 - $18,477), salaries and wages of $23,805 (2012 - $56,791), stock based compensation $41,272 (2012 - $24,837), transfer agent and filing fees $5,495 (2012 - $3,278), and travel and promotion $971 (2012 - $2,250).

Liquidity

The Company's working capital and deficit positions at September 30, 2013 and December 31, 2012 were as follows:

		September 30 2013 (unaudited)		December 31 2012 (audited)
Working capital (deficit)	**$**	**(453,613)**	$	(133,317)
Deficit	**$**	**(16,425,777)**	$	(16,184,661)

The balance of cash and equivalents available at September 30, 2013 was $13,312, with a working capital deficit of $453,613.

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 no source of 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. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets in Canada has 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 September 30, 2013, there were 10,099,951 (2012: 10,060,369) common shares without par value, and a consolidated deficit of $16,425,777 (2012: $16,184,661), resulting in a shareholder's equity of $501,805 (2012: $695,732).

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 Operations and Deficit included in its condensed interim consolidated financial statements for the nine months ended September 30, 2013 and 2012 which are available on SEDAR at 'www. SEDAR .com'.

Related Party Transactions

During the nine months ended September 30, 2013, the Company entered into the following transactions with related parties.

Key management personnel compensation

The remuneration of key management personnel during the nine months ended September 30, 2013 and 2012 were as follows:

	Note		**September 30 2013**		September 30 2012
Consulting fees and salaries	(i)	**$**	**144,634**	$	104,243
Stock based compensation	(ii)	**$**	**11,894**	$	52,778

(i) The Company paid or accrued consulting services for $82,500 (2012: $81,743) to Merfin Management Limited, a private company controlled by the Chief Executive Officer. At September 30, 2013 an amount of $9,625 (2012: $Nil) and $30,135 (2012:$30,135) were due to Merfin Management Limited and Panterra Capital respectively. During the nine months ended September 30, 2013, the Company also paid salaries of $62,134 (2012: $82,055) to the Chief Financial Officer. See also note on recovery of expenses below.

(ii) Stock based payments are the fair value of options granted to the Chief Executive Officer and the Chief Financial Officer, which vest partly on grant date and partly on the first and second anniversaries of the grant date.

Other related party transactions

During the nine months ended September 30, 2013,

(i) the Company charged, as a recovery of expenses, from Hi Ho Silver Resources Inc. with respect to shared office expenses, and Nass Valley Gateway Ltd., and Kirkland Precious Metals Corp., companies related by common directors and officers, a total amount of $130,160 (2012: $150,105) with respect to shared costs relating to salaries and office expenses; and
(ii) the following were receivable from companies which are related by common directors:

		September 30 2013		December 31 2012
Island Gateway Ltd.	**$**	**405**	$	405
Hi Ho Silver Resources Inc.		**-**		-
Nass Valley Gateway Ltd.		**-**		25,638
Kirkland Precious Metals Corp.		**71,663**		20,328
	$	**72,068**	$	46,371

Advances received from related party

During the nine months ended September 30, 2013, the Company received advances of $331,417 (2012:$40,000) from Merfin Management Limited pursuant to a promissory note bearing interest at 8.5%per annum. Subsequent to September 30, 2013, the Company received advances of $22,500 from Merfin Management Limited bearing interest at 8.5% per annum.

Directors and Officers

Dieter Peter	President, CEO and Director
Andrew H. von Kursell	Director
Rafael Pinedo	Director
Grant A Hendrickson	Director
David Jackson	Director
Dennis McKnight	Director (appointed on March 27, 2013)
Michael Zhu	Chief Financial Officer Corporate Secretary (appointed on March 27, 2013)

Outstanding Share Data as at September 30, 2013

	Number outstanding	**Exercise Price***	**Expiry Date**
Common shares	10,099,951		
Common shares issuable on exercise:			
Warrants**	1,547,463	$ 1.20	July 14, 2014
Warrants**	125,000	$1.20	April 13, 2015
Warrants**	3,048,750	$0.30	December 14, 2013
Warrants**	2,912,500	$0.35	February 1, 2014
Share options	106,660	$1.20	November 4, 2013
Share options	609,500	$0.16	June 27, 2015
Share options	45,000	$0.16	July 16, 2015
Share options	126,250	$0.10	September 4, 2015
Share options	794,500	$0.15	September 4, 2016

* As of date
** Equivalent of warrants to purchase one common share

Future Developments

The Company will continue to pursue the development of its projects and its efforts to secure further natural resource opportunities with its business alliance partners.

The Company will be pursuing its exploration work on the lithium properties in Québec and the Liberty Hill Mine in California.

Risks and Uncertainties

The Company is engaged in the exploration of mineral deposits. The Company's financial success will be dependent upon the discovery or acquisition of mineral resources and mineral reserves. These activities involve significant risks which are even with careful evaluation, experience and knowledge may not, in some cases, be eliminated.

The following are some of the key risks and uncertainties identified; however, there may be other risks and uncertainties that have not been listed:

- The high degree of volatility in the prices of metal commodities;
- The demand of commodities can be dependent on global consumption;
- An increasing competition to acquire mineral properties throughout the world;
- No assurance about the economic viability, it is speculative;
- Geology is a field subject to different interpretations that could affect the success of any exploration and development program;
- Exploration and access to the property can be restricted by unexpected and unusual weather conditions such as floods, forest fires, blockades or other natural and environmental occurrences, which are beyond the Company's control;
- Additional costs can be incurred such as availability of experts, work force and equipments;
- Additional expenditures will be required to establish resources or reserves on mineral properties, if indeed resources or reserves exist on the properties;
- The rights to the mineral properties must be maintained in accordance with various regulations and agreements;
- There are various government and environmental regulations that must be followed by the Company, which are changing constantly and renewal of permits from Provincial and State territory, First Nations and Village governments.

Financial Instruments

The Company's financial instruments consist of cash and equivalents, marketable securities, receivables, due from related parties, accounts payable and accrued liabilities and due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

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, marketable securities, receivables and due from related parties. The Company limits its exposure to credit risk on liquid financial assets through maintaining its cash and equivalents and marketable securities with high-credit quality financial institutions.

Amounts due to and from related parties are discussed in Note 8 of the financial statements.

Currency risk

The Company operates primarily in Canadian dollars and as such is not affected by the fluctuations of the Canadian dollar with other currencies.

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 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 anticipated it will need additional capital in the future to finance ongoing exploration of its properties, such capital to be derived from the exercise of outstanding stock options, warrants and/or the completion of other equity financings. The Company has limited financial resources, has no source of 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. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. 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 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.

Interest rate risk

The Company normally invests in short-term interest bearing financial instruments. There is a minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificate included in cash and equivalents as they are currently held in large financial institutions.

Critical accounting estimates

The preparation of the Company's financial statements requires management to use estimates and assumptions that affect the reported amounts of assets and liabilities as well as expenses.

(i) *Stock Based Compensation*
The Company uses the Black-Scholes option pricing model to determine the fair value of awards for stock options granted to employees, officers, directors and consultants and the pricing of share purchase warrants. These estimated are based on historical information and accordingly cannot be relied upon to predict the future behavior. These estimates are set out in Note 9(c) in the financial statements

(ii) *Financial Instruments*
The carrying values of the financial instruments have been estimated to approximate their respective fair values.

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; mineral reserve and resource estimates; capital expenditures; feasibility study results, exploration results at the Company's property; budgets; work programs; timelines; strategic plans; market price of precious and base metals; 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.

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 in gold, lithium and other commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and estimated economic return; the need for cooperation of government agencies and First Nations in the exploration and development of the property and the issuance of required permits; the need to obtain additional financing to develop the property and uncertainty as to the availability and terms of future financing; the possibility of delay in

exploration or development programs or 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 in the Company's other information released by the Company and filed with the applicable regulatory agencies.

You should not place undue reliance on these forward-looking statements. These statements reflect our 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, our 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 we believe that our expectations are based on reasonable assumptions, we can give no assurance that our expectations will materialize. The forward-looking statements made in this MD&A describe our expectations as at November 12, 2013.

"Dieter Peter"
On behalf of the Board of Directors
Dieter Peter
Chief Executive Officer
November 12, 2013