

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Stem Cell Therapeutics Corp. (the "Company")
96 Skyway Avenue
Toronto, Ontario
M9W4Y9

Item 2 Dates of Material Change

January 27, 2014 and January 30, 2014

Item 3 News Release

The press releases attached as Schedule "A" and Schedule "B" were disseminated through Marketwired on January 27, 2014 and January 30, 2014 with respect to the material changes.

Item 4 Summary of Material Change

On January 27, 2014, the Company announced that David Allan, Chairman of the Board and director of the Company, tendered his resignation effective January 27, 2014.

On January 30, 2014, the Company announced that its Board of Directors have elected Dr. Calvin R. Stiller as Chairman of the Board. Dr. Stiller has been a member of the Board since July 2011 and served as Lead Director and Chair of the Governance and Nominating Committee.

Item 5 Full Description of Material Change

See attached press releases.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

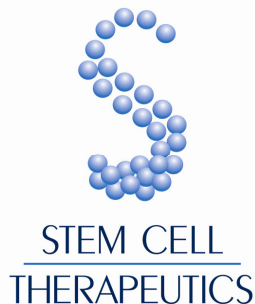
The following executive officer is knowledgeable about the material change and may be contacted about this report:

James Parsons, Chief Financial Officer
(416) 595-0627

Item 9 Date of Report

January 30, 2014

Schedule “A”



FOR IMMEDIATE RELEASE

**TSX-V: SSS
OTCQX: SCTPF**

STEM CELL THERAPEUTICS ANNOUNCES RESIGNATION OF DIRECTOR

Toronto, Canada – January 27, 2014 – Stem Cell Therapeutics Corp. (TSX-V: SSS; OTCQX: SCTPF), an immuno-oncology company developing cancer stem cell-related therapeutics, announces that effective today, Mr. David Allan has resigned from its board of directors.

“The mandate given to me to rebuild and re-establish Stem Cell Therapeutics as a viable company with a promising future was accomplished with the establishment of a board of exceptional recognition, the acquisition of Trillium Therapeutics in April 2013, the licensing of the clinical asset, tigecycline, from University Health Network and the co-incident raising of capital to support the reconstructed company” said David Allan, the Chairman of the company. “With that mandate complete and with management having concluded an exemplary financing of \$33 million in 2013, largely as a consequence of the recognition by established US life-sciences investment funds of the prospective value of the company’s CD47-targeting asset, it is positioned to become an important contender in immuno-oncology,” he added. “I step down from the board with my mission concluded and with the highest expectations for the future of the company.”

The Board of Directors wishes to acknowledge the extraordinary work by Mr. Allan in achieving the transformation of the company over the past two years. They commented, “There are very few individuals who could have executed the vision that David Allan had when he took over the company during its most difficult of times. It now remains our responsibility to complete this vision.”

“The management team, research staff, and I personally, are grateful for the opportunity provided by the merger that David spearheaded. We are committed to achieve its full potential,” commented Stem Cell Therapeutics' President and CEO, Dr. Niclas Stiernholm.

The Company will announce a Chair replacement in the near future.

About Stem Cell Therapeutics:

Stem Cell Therapeutics Corp. (SCT) is an immuno-oncology company advancing cancer stem cell discoveries into novel and innovative cancer therapies. Building on over half a century of leading and groundbreaking Canadian stem cell research, the company is supported by established links to a group of prominent Toronto academic research institutes and cancer treatment centers, representing one of the world's most acclaimed cancer research hubs. The Company has two premier preclinical programs, SIRPaFc and a CD200 monoclonal antibody (mAb), which target two key immunoregulatory pathways that tumor cells exploit to evade the host immune system. SIRPaFc is an antibody-like fusion protein that blocks the activity of CD47, a molecule that is upregulated on cancer stem cells in AML and several other tumors. The CD200 mAb is a fully human monoclonal antibody that blocks the activity of CD200, an immunosuppressive molecule that is overexpressed by many hematopoietic and solid tumors. SCT's clinical stage programs include the recently in-licensed program focused on the structure of tigecycline, which is currently being evaluated in a multi-centre Phase I study in patients with acute myeloid leukemia (AML), as well as TTI-1612, a non-cancer stem cell asset that recently completed a 28-patient Phase I trial in interstitial cystitis ("IC") patients. For more information, visit: www.stemcellthera.com

Caution Regarding Forward-Looking Information:

This press release may contain forward-looking statements, which reflect SCT's current expectation regarding future events. These forward-looking statements involve risks and uncertainties that may cause actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such factors include changing market conditions; the successful and timely completion of pre-clinical and clinical studies; the establishment of corporate alliances; the impact of competitive products and pricing; new product development risks; uncertainties related to the regulatory approval process or the ability to obtain drug product in sufficient quantity or at standards acceptable to health regulatory authorities to complete clinical trials or to meet commercial demand; and other risks detailed from time to time in SCT's ongoing quarterly and annual reporting. Except as required by applicable securities laws, SCT undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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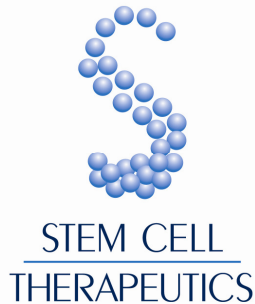
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Schedule “B”



FOR IMMEDIATE RELEASE

**TSX-V: SSS
OTCQX: SCTPF**

**STEM CELL THERAPEUTICS ANNOUNCES APPOINTMENT OF
DR. CALVIN R. STILLER AS CHAIRMAN**

Toronto, Canada – January 30, 2014 – Stem Cell Therapeutics Corp. (TSX-V: SSS; OTCQX: SCTPF), an immuno-oncology company developing cancer stem cell-related therapeutics, is pleased to announce that its Board of Directors has elected Dr. Calvin R. Stiller as Chairman of the Board. Dr. Stiller has been a member of the Board since July 2011 and served as Lead Director and Chair of the Governance and Nominating Committee.

Dr. Stiller is well known in the biotechnology community having served in various capacities in the public and private sector. He was the founding Chair of Trillium Therapeutics, which recently merged with Stem Cell Therapeutics, as well as Verio Therapeutics, which was acquired by FATE Therapeutics (NASDAQ:FATE). He was also the founding chair of Oracle Services Network, which he grew from 50 employees to over 800 at the time of its acquisition by SYKES Corporation (NASDAQ:SYKE). Dr. Stiller also served on the Board of Allelix Biopharmaceuticals and was instrumental in its very successful merger with NPS Pharmaceuticals (NASDAQ:NPSP), where he remained a director for several years. He currently serves on the board of Revera, one of Canada's largest HealthCare companies, where he chairs the Investment Committee. Dr. Stiller is recognized as co-founder of the Ontario Institute for Cancer Research (of which he is Chair), MaRS Discovery District (of which he is a director), and the Canadian-California Cancer Stem Cell Initiative. He is an Officer of the Order of Canada, a member of the Order of Ontario, and a laureate of the Canadian Medical Hall of Fame.

"I am pleased to be asked to chair the Board of this most exciting company that, in the past nine months, has emerged from the shadows to become a potential leader in the area of immunotherapy targeting cancer stem cells. The science behind the assets of this company is truly spectacular and the quality of the people responsible for the science, including Dr. John Dick, who has been credited with the discovery of the leukemic cancer stem cell and who serves on the company's Scientific Advisory Board, are without peers. Management's ability to raise the unprecedented amount of 33 million from some

of the smartest investors on the continent, largely on the back of a preclinical asset, is quite remarkable. So, to be asked to Chair a company with first-class scientific assets, a talented management team, a principled and knowledgeable board, and backed by some of the shrewdest investors, is a real honor.”

Dr. Niclas Stiernholm, the company’s President and CEO, commented “Management is very pleased that Dr. Stiller has assumed the Chairmanship. We worked well together in a highly successful relationship at Trillium, and more recently during our time here at Stem Cell Therapeutics, under his oversight as a member of the Board and Lead Director. We look forward to a seamless path forward for the company.”

The company also announces that the Board of Directors has granted options to purchase 200,000 common shares of the Corporation to a newly appointed director. The options were issued at an exercise price of \$0.51 per share for a ten-year term. The grant of options is subject to acceptance by the TSX Venture Exchange.

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