Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

CINS Holding Corp. (the "**Company**")
5148 Williams Road
Richmond, BC V7E 1K1

Item 2. Date of Material Change

August 31, 2012.

Item 3. News Release

A news release announcing this material change was issued on September 4, 2012 through CNW and was filed on SEDAR.

Item 4. Summary of Material Change

The Company has closed the transaction with CINS Holding Limited on August 31, 2012.

Item 5. 5.1 - Full Description of Material Change

CINS Holding Corp. closed the transaction under the Share Purchase Agreement ("Share Purchase Agreement") with CINS Holding Limited ("CINS"), a holding company incorporated under the laws of Hong Kong, and the shareholders of CINS ("CINS Shareholders"), per the terms as disclosed in more details in the Company's August 28, 2012 news release.

The Company has acquired all of the CINS Shares previously held by CINS Shareholders in the capital of CINS. CINS has become a wholly owned subsidiary of the Company as of August 31, 2012.

The Company has issued an aggregate of 3,996,770 common shares, 3,684,221 $0.25 Warrants and 312,549 $0.50 Warrants to the CINS shareholders who participated in the financing.

The Company has issued an aggregate of 15,390,313 common shares and 63,131,687 Special Warrants, all of which are held in escrow, to the founding shareholders of CINS.

As of August 31, 2012, the CINS Shareholders hold 19,387,083 common shares of the Company or approximately 90.65% of the outstanding 21,387,083 common shares.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

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

For further information, please contact Sam Wang, President and Chief Executive Officer, (604) 773-1339.

Item 9. Date of Report

This Material Change Report is dated as of September 10, 2012.