

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Mira VII Acquisition Corp.
5 Hazelton Avenue
Suite 300
Toronto, Ontario
M5R 2E1

Item 2 - Date of Material Change:

March 4, 2016

Item 3 – News Release:

The news release attached hereto as Schedule “A” was disseminated over CNW Group Newswire on March 4, 2016

Item 4 – Summary of Material Change:

Mira VII Acquisition Corp. (“Mira VII”) and HLS Therapeutics Inc. (“HLS”) announced that the previously announced letter of intent (the “LOI”) dated January 26, 2016, as amended, between Mira VII and HLS expired, and as a result Mira VII’s proposed qualifying transaction with HLS will not be proceeding.

The common shares of Mira VII are expected to resume trading on the TSX Venture Exchange (the “TSXV”) on March 8, 2016.

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

Mira VII and HLS announced that the previously announced LOI dated January 26, 2016, as amended, between Mira VII and HLS expired, and as a result Mira VII’s proposed qualifying transaction with HLS will not be proceeding.

Mira VII did not advance any funds to HLS in connection with the proposed qualifying transaction.

The common shares of Mira VII are expected to resume trading on the TSXV on March 8, 2016.

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:

Ronald D. Schmeichel, CEO of Mira VII, (416) 972-9993

Item 9 – Date of Report:

March 7, 2016

**MIRA VII ACQUISITION CORP. AND HLS THERAPEUTICS INC. ANNOUNCE
EXPIRY OF LETTER OF INTENT**

Toronto, Ontario – March 4, 2016 – Mira VII Acquisition Corp. (“Mira VII”) (TSXV: MVA.P) and HLS Therapeutics Inc. (“HLS”) announce that the previously announced letter of intent (the “LOI”) dated January 26, 2016, as amended, between Mira VII and HLS has expired, and as a result Mira VII’s proposed qualifying transaction with HLS will not be proceeding.

Mira VII did not advance any funds to HLS in connection with the proposed qualifying transaction.

Mira VII will continue to pursue and evaluate other businesses and assets with a view to completing a qualifying transaction. Mira VII cannot offer any assurances that a qualifying transaction will be completed.

HLS will continue to focus on its core Clozaril business acquired from Novartis in July 2015 and to pursue other opportunities in the specialty pharma sector. The HLS board of directors and management remain committed to taking HLS public when market conditions improve.

The common shares of Mira VII are expected to resume trading on the TSX Venture Exchange (the “TSXV”) on March 8, 2016.

For further information:

Mira VII Acquisition Corp.: Ronald D. Schmeichel, Chairman, (416) 972-6574

HLS Therapeutics Inc.: Greg Gubitz, Chief Executive Officer, (647) 495-9000, ext. 201

Investors are cautioned that trading in the securities of a capital pool company should be considered highly speculative.

The TSXV has neither approved nor disapproved the contents of this press release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this press release.

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Notice on forward-looking statements:

This release includes forward-looking information within the meaning of Canadian securities laws. Often but not always, forward-looking information can be identified by the use of words such as “expect”, “intends”, “anticipated”, “believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would” or “will” be taken, occur or be achieved. Such statements are based on the current expectations and views of future events of management of HLS or Mira (as applicable), and are based on assumptions and subject to risks and uncertainties. Although management of the respective entities believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. The forward-looking events and circumstances discussed in this release may not occur and could differ materially as a result of known and unknown risk factors and uncertainties, including risks regarding market conditions and economic factors. Although Mira VII and HLS have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on any forward-looking statements or information. No forward-looking statement can be guaranteed. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and neither Mira VII nor HLS undertakes any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Mira VII is a capital pool company governed by the policies of the TSXV. The principal business of Mira VII is the identification and evaluation of assets or businesses with a view to completing a qualifying transaction.