

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Mira X Acquisition Corp.
135 Yorkville Ave, Suite 900
Toronto, ON
M5R 0C7

Item 2 - Date of Material Change:

September 28, 2020

Item 3 – News Release:

The news release dated September 28, 2020 was disseminated via CNW Group has been filed on SEDAR and is available at www.sedar.com.

Item 4 – Summary of Material Change:

On September 28, 2020, Mira X Acquisition Corp. (“**Mira X**”) announced that it had entered into a definitive agreement (the “**Amalgamation Agreement**”) to complete the previously announced going-public transaction (the “**Proposed Transaction**”) for 6384269 Canada Inc. (doing business as GURU Beverage Co & GURU Beverage Inc.) (“**GURU**”), setting out the terms of the amalgamation that will constitute Mira X’s “Qualifying Transaction” under *Policy 2.4 – Capital Pool Companies* of the TSX Venture Exchange (the “**TSXV**”).

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

On September 28, 2020, Mira X announced that it had entered into the Amalgamation Agreement to complete the Proposed Transaction for GURU,, setting out the terms of the amalgamation that will constitute Mira X’s "Qualifying Transaction" under *Policy 2.4 – Capital Pool Companies* of the TSXV.

Pursuant to the Proposed Transaction, it is contemplated that a wholly-owned subsidiary of Mira X will amalgamate with GURU and the security holders of GURU will become security holders of Mira X. In this material change report, Mira X, as it will exist after the completion of the Proposed Transaction, is referred to as the “**Resulting Issuer**”.

Under the Proposed Transaction, the existing holders of common shares of GURU (the “**GURU Common Shares**”) will receive common shares of the Resulting Issuer

(“**Resulting Issuer Common Shares**”) in exchange for their GURU Common Shares. In addition, upon the completion of the Proposed Transaction, all of GURU’s outstanding securities exercisable or exchangeable for, or convertible into, or other rights to acquire GURU Common Shares (the “**GURU Convertible Securities**”) will be exchanged for securities exercisable or exchangeable for, or convertible into, or other rights to acquire Resulting Issuer Common Shares on the same economic terms and conditions as such original outstanding GURU Convertible Securities.

In the context of the Proposed Transaction, the common shares of Mira X (the “**Mira X Common Shares**”) will be consolidated on a one (1) for 83.846 basis (the “**Consolidation**”) prior to the closing of the Proposed Transaction (“**Closing**”).

Following a reorganization that will include a share split of the outstanding shares of GURU, it is expected that 175,321 post-Consolidation Mira X Common Shares will be issued to the shareholders of Mira X on a one (1) for one (1) basis. Upon completion of the Proposed Transaction, the security holders of GURU will hold approximately 28,257,338 Resulting Issuer Common Shares representing approximately 99.4% of the Resulting Issuer Common Shares (assuming the issuance of 5,505,000 subscription receipts of GURU in connection with a concurrent private placement of GURU), whereas the shareholders of Mira X will hold 175,321 Resulting Issuer Common Shares representing approximately 0.6% of the outstanding Resulting Issuer Common Shares.

Subject to TSXV approval, on completion of the Proposed Transaction, the parties also anticipate that in conjunction with and upon Closing, the board of directors of the Resulting Issuer will consist of six (6) directors (the “**New Directors**”), including the following individuals: Suzanne Poirier, Alain Miquelon, Philippe Meunier, Eric Graveline, Carl Goyette, and Joe Zakher. The executive officers of the Resulting Issuer will be appointed by GURU and are expected to include GURU’s current CEO, Carl Goyette, Founder & Executive Chairman, Joe Zakher, and Chief Financial Officer, Ingy Sarraf. The New Directors will be put forth and nominated at a meeting of Mira X’s shareholders to be held on or about October 28, 2020. Following the Proposed Transaction and the Private Placement, certain directors and members of the management team will own more than 10% of the Resulting Issuer, namely Eric Graveline, director, (28.4%) and Joseph Zakher, Executive Chairman, (26.5%).

Completion of the Proposed Transaction is subject to a number of conditions, including, but not limited to, the completion of the Consolidation, the receipt of regulatory approval, including the approval of the TSXV, completion of the concurrent private placement described below, in addition to the approval from Mira X and GURU shareholders in addition to certain standard closing conditions, including there being no material adverse change in the business of Mira X or GURU prior to completion of the Proposed Transaction. Mira X expects to hold an annual general and special meeting of its shareholders on or about October 28, 2020, to approve the Consolidation, continuation of its corporate jurisdiction from Ontario to the federal jurisdiction of the Canada Business Corporations Act and certain other related matters in connection with the Proposed Transaction.

The Proposed Transaction will be an “Arm’s Length Transaction” (as defined in the policies of the TSXV).

GURU is the reverse take-over acquirer in the transaction and the shareholders of GURU (including purchasers in the secondary offering) and the Subscription Receipt subscribers will own, respectively, 77.5% and 21.9% of the Resulting Issuer, for aggregate ownership of 99.4% of the Resulting Issuer .

There is no finder’s fee payable in connection with this Proposed Transaction.

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 Schmeichel
Chief Executive Officer
Tel: (416) 972- 6323

Item 9 – Date of Report:

October 8, 2020

Notice on forward-looking statements:

This material change report includes forward-looking information within the meaning of Canadian securities laws regarding Mira X and GURU and their respective businesses, which may include, but are not limited to, statements with respect to the completion of the Proposed Transaction and Private Placement, the terms on which the Proposed Transaction and Private Placement is intended to be completed, the ability to obtain regulatory and shareholder approvals and other factors. 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 the management of each entity, and are based on assumptions and subject to risks and uncertainties. Although the management of each entity believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. The forward-looking events and circumstances discussed in this

material change report, including completion of the Proposed Transaction and Private Placement (and the proposed terms upon which the Proposed Transaction and Private Placement is proposed to be completed), may not occur and could differ materially as a result of known and unknown risk factors and uncertainties affecting the companies, including risks regarding the threat detection technology industry, market conditions, economic factors, management's ability to manage and to operate the business of the Resulting Issuer and the equity markets generally. Although Mira X and GURU 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 X nor GURU undertakes any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.