

## MATERIAL CHANGE REPORT

### PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

1. **Name and Address of Company:**

Miraculins Inc. (the "Company")  
6 – 1250 Waverley Street  
Winnipeg, Manitoba R3T 6C6

2. **Date of Material Change:**

June 25, 2012

3. **News Release:**

The Company issued a press release regarding the material change on June 2, 2012, a copy of which is attached hereto.

4. **Summary of Material Change:**

5. **Miraculins Inc. (TSX-V:MOM)**, a medical diagnostic company focused on acquiring, developing and commercializing diagnostic tests and risk assessment technologies for unmet clinical needs, announces today the appointment of renowned fund manager Jim Mellon to the Miraculins' Board of Directors. This appointment fills a director vacancy created by the resignation of Noah Billick, who is stepping down from the Board due to personal reasons.

6. **Full Description Of Material Change:**

See attached Schedule "A".

7. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

Not Applicable.

8. **Omitted Information:**

Not Applicable.

9. **Executive Officer:**

Christopher Moreau, Chief Executive Officer  
Tel: (204) 453-1408

DATED at Winnipeg, Manitoba this 11th day of June, 2012.

**MIRACULINS INC.**

Per: "Christopher Moreau"  
Chris Moreau President & CEO

## SCHEDULE "A"

### Miraculins Announces Changes to Board of Directors

#### *International Fund Manager Jim Mellon Becomes New Board Member*

**WINNIPEG, Manitoba – June 25, 2012 - Miraculins Inc. (TSX-V:MOM)**, a medical diagnostic company focused on acquiring, developing and commercializing diagnostic tests and risk assessment technologies for unmet clinical needs, announces today the appointment of renowned fund manager Jim Mellon to the Miraculins' Board of Directors. This appointment fills a director vacancy created by the resignation of Noah Billick, who is stepping down from the Board due to personal reasons.

"The Board of Directors wishes to thank Noah for his dedication, service and many contributions to Miraculins," said Harry Bloomfield Q.C., interim Chair of the Miraculins Board. "On behalf of the Board, I also want to welcome Jim Mellon as our newest director. Jim has distinguished himself as a global investor and brings to the Board considerable international business experience and a wealth of insight along with a special understanding of the opportunities presented by emerging life science companies."

Jim Mellon is an international investor with interests in several industries. After leaving Oxford, where he studied PPE, (Philosophy, Politics and Economics) he worked in Asia and the United States for two fund management companies, GT and Thornton, before establishing his own business in 1991. His business operations include two components, a listed fund management company called Charlemagne Capital, and an Asian mining group, Regent Pacific.

In addition, Mr. Mellon is Co-Chairman of West African Minerals Corporation and Regent Pacific Group. He is on the board of a number of public quoted companies, including Brazilian Gold Corporation, Charlemagne Capital Limited, Manx Financial Group, Plethora Solutions, Polo Resources, Port Erin Biophara Investments Limited, and the Speymill plc. He is the life tenant of a trust which owns the Burnbrae Group, which has substantial assets in the biotechnology, financial services, property, mining and leisure sectors. Mr. Mellon spends most of his time working on startup ideas and investing. His book, "Wake Up!" was published in 2005; his second book "10 Investments for the Ten Years Ahead" was published in 2008. In 2012, he co-wrote "Cracking the Code" which focuses on the biotechnology sector and how to profit from it. Mr. Mellon lives in the Isle of Man, Brussels and Ibiza and is an honorary fellow of Oriel College, Oxford.

Mr. Mellon is also a significant shareholder of Miraculins, having participated in the Company's recent private placement offering.

#### **About Miraculins Inc.**

Miraculins is a medical diagnostic company focused on acquiring, developing and commercializing non-invasive tests for unmet clinical needs. A significant number of promising diagnostic opportunities remain un-commercialized because of the sizable gap between the discovery stage, when research institutions are typically involved, and the commercialization stage, when the larger commercial enterprises become interested. Miraculins has direct experience in bridging this gap. The Company's PreVu technology is a revolutionary new coronary artery disease risk assessment technology that measures cholesterol levels in a patient's skin non-invasively, painlessly and without the need for fasting. Miraculins is also advancing a suite of biomarkers to aid in the early detection of the devastating disease of pregnancy known as preeclampsia. The Company's preeclampsia program is partnered with

Alere, Inc. (formerly known as Inverness Medical Innovations), one of the world's largest diagnostic companies.

For more information on Miraculins please visit [www.miraculins.com](http://www.miraculins.com).

**For more information, please contact:**

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**Caution Regarding Forward-Looking Information**

*Certain statements contained in this press release constitute forward-looking information within the meaning of applicable Canadian provincial securities legislation (collectively, "forward-looking statements"). These forward-looking statements relate to, among other things, our objectives, goals, targets, strategies, intentions, plans, beliefs, estimates and outlook, including, without limitation, our anticipated future operating results, and can, in some cases, be identified by the use of words such as "believe," "anticipate," "expect," "intend," "plan," "will," "may" and other similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements.*

*These statements reflect management's current beliefs and are based on information currently available to management. Certain material factors or assumptions are applied in making forward-looking statements, and actual results may differ materially from those expressed or implied in such statements. Important factors that could cause actual results to differ materially from these expectations include, among other things: Miraculins' early stage of development, lack of product revenues and history of operating losses, uncertainties related to clinical trials and product development, rapid technological change, uncertainties related to forecasts, competition, potential product liability, additional financing requirements and access to capital, unproven markets, supply of raw materials, income tax matters, management of growth, partnerships for development and commercialization of technology, effects of insurers' willingness to pay for products, system failures, dependence on key personnel, foreign currency risk, risks related to regulatory matters and risks related to intellectual property and other risks detailed from time to time in Miraculins' filings with Canadian securities regulatory authorities, as well as Miraculins' ability to anticipate and manage the risks associated with the foregoing. Additional information about these factors and about the material factors or assumptions underlying such forward-looking statements may be found in the body of this news release. Miraculins cautions that the foregoing list of important factors that may affect future results is not exhaustive. When relying on Miraculins' forward-looking statements to make decisions with respect to Miraculins investors and others should carefully consider the foregoing factors and other uncertainties and potential events.*

*These risks and uncertainties should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, Miraculins cannot provide assurance that actual results will be consistent with these forward-looking statements. Miraculins undertakes no obligation to update or revise any forward-looking statement.*

*PreVu® is a registered trademark of Miraculins Inc. All Rights Reserved. 2012.*