

MIRACULINS INC.

PROXY FORM

FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 31, 2013.

THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF THE CORPORATION. IN THE ABSENCE OF INSTRUCTIONS, THE COMMON SHARES REPRESENTED HEREBY WILL BE VOTED FOR ALL RESOLUTIONS BROUGHT BEFORE THE MEETING.

The undersigned, being a shareholder of Miraculins Inc. (the "Corporation"), hereby appoints Christopher Moreau, President & Chief Executive Officer and a director of the Corporation, or failing him, Marcus Enns, Secretary of the Corporation or, alternatively, _____, as proxyholder of the undersigned, with full power of substitution, to attend and act and vote for and on behalf of the undersigned at the Annual and Special Meeting of the Corporation to be held at the offices of Miraculins Inc., located at 6-1250 Waverley Street, Winnipeg, Manitoba, at 10:00 a.m local time, on May 31, 2013 and at any adjournment thereof (the "Meeting") and to vote the Common Shares in the capital of the Corporation held by the undersigned with respect to the matters set forth below as follows:

1. Election of the Board of Directors as follows:

MOREAU, Christopher	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
BLOOMFIELD, Harry	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
ROBERTS, William (Bill)	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
STASIUK, Michael	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
MELLON, James	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE

2. Appointment of KPMG LLP as auditors of the Corporation and authorization of the Board of Directors to fix the auditors' remuneration.

VOTE FOR WITHHOLD VOTE

3. To approve the stock option plan of the Corporation.

VOTE FOR VOTE AGAINST

4. To approve, ratify and confirm By-law Number 1A as the by-laws of the Corporation.

VOTE FOR VOTE AGAINST

5. To approve amendments to the Corporation's articles of incorporation such that the Board of Directors may appoint additional directors between annual meetings of the Corporation's shareholders.

VOTE FOR VOTE AGAINST

6. To approve amendments to the Corporation's articles of incorporation to consolidate its issued and outstanding common shares on the basis of a ratio within the range of one post-consolidation common share for every four (4) pre-consolidation common shares to one post-consolidation common share for every fifteen (15) pre-consolidation common shares, with the ratio to be selected and implemented by the Board of Directors in its sole discretion, if at all, at any time prior to May 31, 2014.

VOTE FOR VOTE AGAINST

7. To transact such further business as may properly come before the Meeting or any adjournment thereof.

THE UNDERSIGNED HEREBY REVOKES ANY PROXY PREVIOUSLY GIVEN.

DATED this _____ day of _____, 2013.

**Signature(s) of
Shareholder(s):**

**Name(s)
(Please Print):**

NOTES AND GENERAL INSTRUCTIONS FOR SHAREHOLDERS:

1. If the shareholder or an intermediary holding shares and acting on behalf of an unregistered shareholder has specified a choice with respect to any of the items above by marking an "X" in the space provided for that purpose the shares will be voted on any poll in accordance with that choice. *If no choice is specified, the proxyholder, if nominated by management, intends to vote the shares represented by the proxy as if the shareholder had specified an affirmative vote.* If any amendments or variations to matters identified in the Notice of Meeting are proposed at the Meeting or if any other matters properly come before the Meeting, discretionary authority is hereby conferred with respect thereto.
2. A shareholder or an intermediary holding shares and acting on behalf of an unregistered shareholder has the right to appoint a person (who need not be a shareholder) to attend and act on his behalf at the Meeting other than the persons named in the proxy as proxyholders. To exercise this right, the shareholder or intermediary must strike out the names of the persons named in the Proxy as proxyholders and insert the name of his nominee in the space provided, or complete another proxy.
3. This Proxy will not be valid unless it is dated and signed by the intermediary or by the shareholder or his attorney authorized in writing. In the case of a corporation, this Proxy must be dated and executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation. If the proxy form is not dated in the space provided, it is deemed to bear the date on which it is mailed by management of the Corporation.
4. To be effective, the Proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof must be delivered to the attention of Proxy Dept., Canadian Stock Transfer Company Inc., P.O. Box 721, Agincourt, Ontario, M1S 0A1, or by email at proxy@canstockta.com, or by facsimile to 416-368-2502 (Toll Free:1-866-781-3111 Canada & US Only), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof. A proxy is valid only at the meeting in respect of which it is given or any adjournment(s) of that meeting. Canadian Stock Transfer Company Inc. acts as the Administration Agent for CIBC Mellon Trust Company.

Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.
5. This Proxy is solicited on behalf of the management of the Corporation.
6. Your name and address are registered as shown. Please notify Canadian Stock Transfer Company Inc. of any change in your address.
7. If you have any questions with respect to the delivery of this proxy, please contact CST's Answerline toll free at 1-800-387-0825 or (416) 682-3860 in Toronto. You can also visit their website at www.canstockta.com