#### 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:

September 20, 2013

### 3. News Release:

The Company issued a press release regarding the material change on September 20, 2013, a copy of which is attached hereto.

## 4. Summary of Material Change:

On September 20, 2013, the Company completed the issuance of 7,166,667 units of the Company ("Units") at a price of \$0.06 per Unit for aggregate gross proceeds of \$430,000 to certain subscribers resident in various provinces of Canada and certain overseas jurisdictions. Each Unit is comprised of one common share of the Company (a "Share") and one half of one Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one Share at a price of \$0.10 per Share for a period of 12 months from the date of issuance of the Warrant.

# 5. Full Description Of Material Change:

See attached Schedule "A".

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

Not Applicable.

### 7. Omitted Information:

Not Applicable.

# 8. **Executive Officer:**

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

DATED at Winnipeg, Manitoba this 20<sup>th</sup> day of September, 2013.

#### MIRACULINS INC.

Per:	"James Kinley"	
	James Kinley, CFO	

#### **SCHEDULE "A"**

# Miraculins Announces First Closing of Private Placement Offering

WINNIPEG, Manitoba - September 20, 2013 - Miraculins Inc. (TSX-V:MOM), (the "Company"), a medical diagnostic company focused on acquiring, developing and commercializing diagnostic tests and risk assessment technologies for unmet clinical needs, is pleased to announce the first close of a private placement offering (the "Offering") with aggregate gross proceeds to the Company of \$430,000 from the sale of 7.166.667 units ("Units") at a price of \$0.06 per Unit, Each Unit is comprised of one common share of the Company (a "Share") and one half of one Share purchase warrant (a "Warrant").

Each whole Warrant entitles the holder to purchase one Share at a price of \$0.10 per Share for a period of twelve months from the date the Warrant is issued. The Shares and Warrants will be restricted from transfer for a period of four months and a day from the date hereof in accordance with applicable securities laws. The net proceeds of the Offering shall be used for general corporate purposes including sales and marketing costs related to the Company's PreVu® and Scout DS® technologies.

The Company anticipates that a second closing will take place in the near term.

Certain persons assisted the Company by introducing potential subscribers for the Offering and were paid a finder's fee of up to 10% of the total subscription proceeds received from subscribers introduced to the Company by each particular person. Additionally, certain of these persons were issued compensation warrants ("Compensation Warrants") equal to up to 8% of the total number of Units subscribed for by subscribers introduced to the Company by each particular person. Each Compensation Warrant entitles the holder thereof to purchase one Share at a price of \$0.07 per Share for a period of twelve months from the date of issue.

The closing of the Offering is subject to the final approval of the TSX Venture Exchange.

#### About Miraculins Inc.

Miraculins is a medical diagnostic company focused on acquiring, developing and commercializing noninvasive 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® POC Test technology is a rapid, two-step, in vitro diagnostic test for the detection of cholesterol present in skin tissue, which is non-invasive, painless and requires no fasting. The Company's SCOUT DS® system, is the first non-invasive diabetes screening system designed to provide a highly sensitive and convenient method for screening for pre-diabetes and type 2 diabetes based on the presence of diabetes-related biomarkers found in skin. Unlike current screening methods, a SCOUT DS test requires no blood draw, no fasting, and no waiting for a lab result. The product has been used and validated in thousands of patients around the world. Miraculins is also advancing a suite of biomarkers to aid in the early detection of the devastating disease of pregnancy known as preeclampsia. The lead marker in the Company's preeclampsia program is partnered with Alere Inc., one of the world's largest diagnostic companies.

## For more information, please contact:

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

### 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 include statements regarding the use of proceeds of the Offering and the completion of a second closing. 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' forwardlooking 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.

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