

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 30, 2013

3. **News Release:**

The Company issued a press release regarding the material change on September 30, 2013, a copy of which is attached hereto.

4. **Summary of Material Change:**

WINNIPEG, Manitoba – September 30, 2013 - Miraculins Inc. (TSX-V:MOM), ("Miraculins" or the "Company") a medical diagnostic company focused on acquiring, developing and commercializing diagnostic and risk assessment technologies for unmet clinical needs, today announces the execution of a non-binding Letter of Intent (the "LOI") with Cachet Pharmaceutical Co. Ltd. ("Cachet"), a 4 Billion RMB market cap (\$654 Million USD) wholesale/retail drug distribution and medical device distributor, with over 2.5 Billion RMB (\$408 Million USD) in annual sales. Cachet is majority state-owned and listed on the Shenzhen Stock Exchange (stock name: Cachet; stock code: 002462). The LOI provides Cachet with a non-exclusive ninety-day negotiation period to acquire an exclusive license to commercialize the Company's SCOUT DS[®] Non-Invasive Diabetes Screening Test in Mainland China, towards addressing the devastating growth of that country's diabetes epidemic and the corresponding economic impact to its healthcare system. There are already 114 million people in China with diabetes.

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 30rd day of Sept, 2013.

MIRACULINS INC.

Per: "Christopher Moreau"
Chris Moreau President & CEO

SCHEDULE "A"

Miraculins Signs Letter of Intent with Beijing-Based Cachet Pharmaceutical to Negotiate Licensing Rights for SCOUT DS[®] Diabetes Test in China

90-Day Negotiation Period Commences with State-Controlled Pharmaceutical and Medical Device Distributor to Chinese Hospitals and Pharmacies

WINNIPEG, Manitoba – September 30, 2013 - Miraculins Inc. (TSX-V:MOM), ("Miraculins" or the "Company") a medical diagnostic company focused on acquiring, developing and commercializing diagnostic and risk assessment technologies for unmet clinical needs, today announces the execution of a non-binding Letter of Intent (the "LOI") with Cachet Pharmaceutical Co. Ltd. ("Cachet"), a 4 Billion RMB market cap (\$654 Million USD) wholesale/retail drug distribution and medical device distributor, with over 2.5 Billion RMB (\$408 Million USD) in annual sales. Cachet is majority state-owned and listed on the Shenzhen Stock Exchange (stock name: Cachet; stock code: 002462). The LOI provides Cachet with a non-exclusive ninety-day negotiation period to acquire an exclusive license to commercialize the Company's SCOUT DS[®] Non-Invasive Diabetes Screening Test in Mainland China, towards addressing the devastating growth of that country's diabetes epidemic and the corresponding economic impact to its healthcare system. There are already 114 million people in China with diabetes.

The goal of the negotiation period is to engage in earnest and accelerated discussions regarding the establishment and execution of a definitive licensing agreement, which would be subject to satisfactory due diligence and board approval by both parties respectively. Under the terms of the LOI, the parties have acknowledged the general terms that could form part of a formalized agreement should they reach that stage in their negotiations, which will abide by Chinese regulations governing Chinese public companies and reflect anticipated market demand within China. The agreement could include Cachet providing to Miraculins an upfront payment, on-going royalties, funding for regulatory approval, and a commitment to conduct and fund market development activities. Miraculins would be responsible for the manufacture and delivery of SCOUT DS[®] systems to Cachet for distribution in China and would provide consultation and support for all related business activities.

Miraculins will be sending executives to China in October, including Company President and CEO, Christopher J. Moreau, to meet with the senior executive team at Cachet including the company's CEO Mr. Shuai Xu, with the goal of advancing a strong working relationship and the licensing agreement negotiations.

"We have been very encouraged by our discussions to date with Cachet representatives," said Christopher J. Moreau, President and Chief Executive Officer, Miraculins Inc. "As a major distributor of international brands throughout the country such as Bayer, Novartis, Johnson & Johnson and Medtronic, Cachet clearly has the demonstrated capability, as well as the government participation and backing, to successfully capitalize on the potential of the SCOUT DS[®] technology in China. We are excited to enter into this period of negotiation."

Miraculins will provide a market update on the negotiations within or upon the conclusion of the ninety day negotiation period.

About Cachet Pharmaceutical Co. Ltd.

Founded in 1998, Cachet Pharmaceutical Co., Ltd. is a majority state-owned stock company with a market capitalization of 4 Billion RMB (\$654 Million USD). Cachet's largest shareholder, the China Youth Industrial Development Corporation, belongs directly to the Central Committee of the Communist Youth League of China. On August 18, 2010, Cachet went public on the Shenzhen Stock Exchange (stock name: Cachet; stock code: 002462). Cachet Pharmaceutical Co., Ltd. engages in the wholesale and retail sale of pharmaceutical products in China. The company is involved in the supply of medicines to hospitals; wholesale of biological products, medical instruments, and traditional Chinese medicines; and pharmaceutical logistics. It additionally owns 150 chain stores in Beijing that sell medicines, health care food, medical instruments, cosmetics, daily necessities, and traditional Chinese medicines.

Diabetes in China

A recent nationwide survey conducted in China indicates that 11.6% of adults or 114 million people have diabetes. The data, published in the *Journal of the American Medical Association*, additionally projects that 40% of 18-20 year olds and 47% of 30-39 year olds in China are pre-diabetic, and that 493.4 million people have higher than normal blood glucose levels (as diagnosed by fasting blood glucose and Hba1C testing). According to the World Health Organization, over time diabetes can damage the heart, blood vessels, eyes, kidneys, and nerves and it increases the risk of heart disease and stroke (50% of people with diabetes die of cardiovascular disease - primarily heart disease and stroke). Combined with reduced blood flow, neuropathy (nerve damage) in the feet increases the chance of foot ulcers, infection and eventual need for limb amputation. Diabetic retinopathy is an important cause of blindness, and occurs as a result of long-term accumulated damage to the small blood vessels in the retina. One percent of global blindness can be attributed to diabetes, diabetes is among the leading causes of kidney failure and the overall risk of dying among people with diabetes is at least double the risk of their peers without diabetes. The financial burden of diabetes and its complications is also enormous.

About the SCOUT DS[®] System

The 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.

About Miraculins Inc.

Miraculins is a medical diagnostic company focused on acquiring, developing and commercializing non-invasive technologies 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 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. 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. The Company's preeclampsia program is partnered with Alere Inc., one of the world's largest diagnostic companies. For more information visit www.miraculins.com.

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 entering into and executing a definitive licensing agreement. 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.

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