

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:**

December 23, 2013

3. **News Release:**

The Company issued a press release regarding the material change on December 23, 2013, a copy of which is attached hereto.

4. **Summary of Material Change:**

WINNIPEG, Manitoba – December 23, 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, announces that it has arranged a non-convertible secured loan of up to CDN\$1,000,000 (the "Loan") with a third party lender, subject to regulatory approval.

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 23rd day of December 2013.

MIRACULINS INC.

Per: "Christopher Moreau"

Chris Moreau President & CEO

SCHEDULE "A"

Miraculins Announces Non-Convertible Secured Loan of up to \$1M CDN

WINNIPEG, Manitoba – December 23, 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, announces that it has arranged a non-convertible secured loan of up to CDN\$1,000,000 (the "Loan") with a third party lender, subject to regulatory approval.

Any amounts advanced under the Loan will be evidenced by promissory notes purchased by the lender at a 10% discount to the principal amount of the promissory notes. Assuming full draw down under the Loan, the aggregate purchase price of the promissory notes will be CDN\$900,000. Upon receipt of regulatory approval for the Loan, the lender will purchase an initial promissory note with a principal amount of CDN\$278,000 for a purchase price of CDN\$250,000. Miraculins will have the option to request the lender to advance additional tranches under the Loan, which the lender may approve or reject in its sole discretion. All amounts owing under the Loan will be due and payable on December 31, 2014 and will bear interest of 12% per annum, payable quarterly. In addition, any overdue payment will bear additional interest at a rate 6% per annum, for a combined interest rate of 18% per annum on any overdue payment. Subject to regulatory approval, interest payable on the Loan may be satisfied in common shares of Miraculins in certain circumstances.

As consideration for providing the Loan, in connection with each purchase of a promissory note by the lender under the Loan, the lender will receive, subject to regulatory approval, common shares of Miraculins equal in value to 10% of the principal amount of the promissory note based on the closing price of Miraculins' common shares on the trading day before the purchase of the promissory note. The common shares will be subject to resale restrictions for a period of four months from the date of issuance of the common shares under applicable securities legislation. Subject to regulatory approval, the lender will receive 556,000 common shares of Miraculins in connection with its purchase of the initial promissory note described above.

"During difficult market conditions, it is important for the Company to be able to continue to access capital for its operations and growth. In addition, this new loan facility shows continuing confidence in our technology and in the Miraculins' management team," said Christopher Moreau, President and CEO of Miraculins.

The proceeds of the Loan will be used for general operating, ongoing product development, inventory and sales and marketing related costs.

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 testing system designed to provide a highly sensitive and convenient method for measuring diabetes related biomarkers in the skin, the accumulation of which are accelerated by abnormal blood sugar levels and oxidative stress. Unlike current testing 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 the receipt of the necessary regulatory approval to complete the Loan, the amount to be advanced under the Loan and the use of proceeds of the Loan. 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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