

## 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:**

April 10, 2014

3. **News Release:**

The Company issued a press release regarding the material change on April 10, 2014, a copy of which is attached hereto.

4. **Summary of Material Change:**

On April 10, 2014, the Company completed the issuance of 464,000 units of the Company ("Units") at a price of \$0.25 per Unit for aggregate gross proceeds of \$116,000 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 Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one Share at a price of \$0.35 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) 477-7599

DATED at Winnipeg, Manitoba this 10<sup>th</sup> day of April, 2014.

**MIRACULINS INC.**

Per:                   <sup>“Christopher Moreau”</sup>                    
Christopher Moreau, President and  
CEO

## SCHEDULE "A"

### Miraculins Announces First Closing of Private Placement Offering

**WINNIPEG, Manitoba – April 11, 2014 – Miraculins Inc. (TSX-V:MOM)**, 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 closing of a private placement offering (the "Offering") with aggregate gross proceeds to the Company of \$116,000 from the sale of 464,000 units ("Units") at a price of \$0.25 per Unit. Each Unit is comprised of one common share of the Company (a "Share") and one Share purchase warrant (a "Warrant").

Each Warrant entitles the holder to purchase one Share at a price of \$0.35 per Share for a period of 12 months from the date the Warrant is issued. The Warrants are callable, at the option of the Company, at any time after four months following their issuance, in the event that the closing price of the Shares is at or above \$0.50 per Share for any five out of 10 consecutive trading days. 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. Insiders of the Company participated by purchasing 40,000 Units of the Offering. The net proceeds of the Offering will be used for general operating, ongoing product development, inventory and sales and marketing related costs.

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

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 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 Scout DS<sup>®</sup> 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<sup>®</sup> 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 PreVu<sup>®</sup> 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. For more information visit [www.miraculins.com](http://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 use of proceeds of the Offering and the completion of a second closing of the private placement offering. 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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