

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:**

May 26, 2014

3. **News Release:**

The Company issued a press release regarding the material change on May 26, 2014, a copy of which is attached hereto.

4. **Summary of Material Change:**

On May 26, 2014, the Company completed the issuance of 2,600,000 units of the Company ("Units") at a price of \$0.10 per Unit for aggregate gross proceeds of \$260,000 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 \$0.15 per Share for a period of 24 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 26th day of May, 2014.

MIRACULINS INC.

Per: *“Christopher Moreau”*
Christopher Moreau, President and
CEO

SCHEDULE "A"



6-1250 Waverley Street
Winnipeg, MB, Canada R3T 6C6
www.miraculins.com

Phone 204.453.1408
Fax 204.453.1546
info@miraculins.com

Miraculins Announces Closing of Private Placement Offering

WINNIPEG, Manitoba – May 26, 2014 - 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, has closed its recently announced private placement offering (the "Offering") with aggregate gross proceeds to the Company of \$260,000 from the sale of 2,600,000 units ("Units") at a price of \$0.10 per Unit. Each Unit is comprised of one common share of the Company (a "Share") and one Share purchase warrant (a "Warrant").

Each whole Warrant entitles the holder to purchase one Share at a price of \$0.15 per Share for a period of twenty-four 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.

One finder assisted the Company by introducing a subscriber to the Offering and was paid a finder's fee of 10% of the total subscription proceeds received from the subscriber introduced to the Company by the finder.

A director of the Company, James Mellon, through an investment company that he controls, subscribed for 1,450,000 Units for gross proceeds of \$145,000. In addition, the wife of another Company director subscribed for 50,000 Units for gross proceeds of \$5,000. These transactions are "related party transactions" for the purposes of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on an exemption from the minority approval and formal valuation requirements of MI 61-101 due to the fact that the value of these transactions does not represent greater than 25% of the market capitalization of the Company.

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

For more information, please contact:

Christopher J. Moreau
President & CEO
Miraculins Inc.
Ph: 204-477-7599
Fax: 204-453-1596

info@miraculins.com
www.miraculins.com

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.