

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 30, 2011

3. **News Release:**

The Company issued a press release regarding the material change on May 31, 2011, a copy of which is attached hereto.

4. **Summary of Material Change:**

Miraculins announces slate of directors elected to the Board after annual and special meeting of shareholders.

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 6th day of June, 2011.

MIRACULINS INC.

Per: "Eric Johnstone"
Eric Johnstone, CFO

SCHEDULE "A"

Miraculins Announces New Board Members

WINNIPEG, Manitoba – May 31st, 2011 - Miraculins Inc. (TSX-V:MOM), a medical diagnostic company focused on developing and commercializing diagnostic tests and risk assessment tools for unmet clinical needs is pleased to announce that at the Company's Annual and Special Meeting of shareholders the following directors were elected; David Howard, Michael Stasiuk, Noah Billick, Harry Bloomfield, Dr. Albert D. Friesen and Christopher J. Moreau, President & CEO of Miraculins Inc.

Mr. Stasiuk is a chartered accountant who has recently retired from the Winnipeg office of KPMG LLP, where he had practiced for more than 30 years. He was an audit partner for 22 years and was lead engagement partner for a number of public life science companies. He has also acted in an advisory capacity for public and private companies with regard to debt and equity restructurings, security offerings, and due diligence assignments related to acquisitions.

Mr. Billick is currently Vice-President, Legal Affairs at Palos Management Inc., an investment fund manager in Montreal. Prior to Palos he worked at the Toronto office of Fasken Martineau DuMoulin LLP as a member of the Litigation and Dispute Resolution Department. At Faskens, Mr. Billick specialized in securities litigation and general commercial litigation. Prior to law school, he worked in the institutional and retail investment industry at a large bank-owned brokerage in Montréal. Mr. Billick has served on the Board of Governors of McGill University in the past and he currently serves on the Board of Directors of several public and private Canadian companies. Mr. Billick holds a Bachelor of Arts from Bard College in New York, and a Bachelor of Civil Law, a Bachelor of Laws (common law) and an MBA from McGill University, where he graduated with distinction and was awarded the I.M.E. Prize in Commercial Law

Mr. Bloomfield is a lawyer, business manager and philanthropist. He has served on numerous boards, public and private, including Heller Financial Canada; Banco Comercial Português, the Canadian subsidiary of Sottomayor Bank of Portugal; British Controlled Oilfields, Genoil Inc., and Balkan Resources Inc. In addition he was previously Chairman of BJB Global Investment Management as the Canadian partner of Bank Julius Baer of Switzerland, member of the Quebec Securities Commission and Board member of the Business Development Bank of Canada. Since December 2008 he was appointed to the Board of Directors of Wi2Wi Inc., a leader in developing multiple-radio and integrated wireless solutions. Bloomfield is a Member of the International Board of Governors of the Technion - Israel Institute of Technology. Mr. Bloomfield is a Managing partner of the law firm of Bloomfield & Avocats.

About Miraculins Inc.

Miraculins is a medical diagnostic development company focused on non-invasive tests for unmet clinical needs. Miraculins is bridging the gap between commercially available risk assessment and diagnostic tests and research conducted at leading research institutions around the world. The Company recently acquired the PreVu* Skin Cholesterol Test, a non-invasive, inexpensive and painless tool for cardiovascular risk assessment that generates results in minutes. PreVu* has been previously cleared for sale by the FDA, Health Canada and CE-marked for sale in Europe. PreVu* has been successfully test marketed on a limited basis in North America. Additionally, the Company's preeclampsia program, a suite of biomarkers to aid in the early detection of the devastating disease of pregnancy, is being advanced in partnership with Alere, Inc. (NYSE:ALR) (formerly known as Inverness Medical Innovations), one of the world's largest diagnostic companies. For more information on Miraculins please visit www.miraculins.com.

For more information, please contact:

Christopher J. Moreau

President and CEO
Miraculins Inc.
Ph: 204-477-7599
Fax: 204-453-1546
info@miraculins.com
www.miraculins.com

Neither 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 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.

* -trademark