

## 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:**

August 13, 2014

3. **News Release:**

The Company issued a press release regarding the material change on August 13, 2014, a copy of which is attached hereto.

4. **Summary of Material Change:**

On August 13, 2014, the Company announced the execution of a definitive agreement (the "Agreement") for the sale and distribution of Scout DS<sup>®</sup> diabetes screening devices into China with Catalyn Medical Technologies Limited ("Catalyn"), a privately-owned and Hong Kong based medical device import company. Cachet Pharmaceutical Co., Ltd. ("Cachet") has been co-appointed as the exclusive distributor of the Scout DS<sup>®</sup> devices in Mainland China by Miraculins and Catalyn.

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 2<sup>nd</sup> day of September, 2014.

**MIRACULINS INC.**

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

## SCHEDULE "A"

### **Miraculins Executes Agreement for the Sale and Distribution of up to \$90 Million USD in Scout DS<sup>®</sup> Diabetes Screening Devices in China**

*Cachet Pharmaceutical Appointed as Exclusive Distributor for Mainland China*

**WINNIPEG, Manitoba – August 13, 2014 - Miraculins Inc. (TSX-V:MOM)** ("Miraculins" or the "Company"), a medical diagnostic company focused on acquiring, developing and commercializing diagnostic tests and risk assessment technologies for unmet clinical needs, today announces that it has executed a definitive agreement (the "Agreement") for the sale and distribution of Scout DS<sup>®</sup> diabetes screening devices into China with Catalyn Medical Technologies Limited ("Catalyn"), a privately-owned and Hong Kong based medical device import company. Cachet Pharmaceutical Co., Ltd. ("Cachet") has been co-appointed as the exclusive distributor of the Scout DS<sup>®</sup> devices in Mainland China by Miraculins and Catalyn.

The Scout DS<sup>®</sup> device is the world's first non-invasive and highly-sensitive testing device designed to measure diabetes related biomarkers in the skin to help detect pre-diabetes and type 2 diabetes. It does not require a blood draw or fasting and generates a result in as little as 80 seconds. The Scout DS<sup>®</sup> device uses visible light to measure the optical signature of fluorescent biomarkers in the skin, the accumulation of which are accelerated by abnormal blood sugar levels and oxidative stress.

Cachet is a 4 Billion RMB market cap (or about \$655 Million USD) wholesale/retail drug distribution and medical device distributor, with over 2.5 Billion RMB (or about \$410 Million USD) in annual sales in China. Cachet's largest shareholder, the China Youth Industrial Development Corporation, is owned directly by the Central Committee of the Communist Youth League of China. Cachet is also listed on the Shenzhen Stock Exchange (stock name: Cachet; stock code: 002462).

"I am very pleased to confirm that Miraculins has now executed an agreement that allows for the sale and distribution of Scout DS<sup>®</sup> devices into China, which represents a significant potential revenue stream for the Company over the term of the agreement," said Christopher J. Moreau, President and CEO of Miraculins Inc. "With Cachet Pharmaceutical appointed as our exclusive distributor for Mainland China, we are confident that we have the right partner in place to penetrate the marketplace and bring this new testing technology to millions of Chinese at risk and in need. This is truly a transformative agreement for Miraculins and for the Scout DS<sup>®</sup> device as a ground-breaking disease screening technology."

The Agreement outlines the terms and conditions, including Scout DS<sup>®</sup> device unit pricing, upfront and milestone payments, product ordering and diligence requirements, and ongoing responsibilities of the parties.

Key terms of the Agreement include:

- The term of the Agreement is to extend for five years from the date of procurement of CFDA (Chinese Food and Drug Administration) regulatory clearance of the Scout DS<sup>®</sup> device, subject to minimum Scout DS<sup>®</sup> device sales orders being met;
- Miraculins to receive certain upfront and milestone payments;
- Initial minimum guaranteed order for \$15 Million USD in Scout DS<sup>®</sup> devices for the first year of the term, confirmed on execution of the Agreement, and to be activated on procurement of CFDA regulatory clearance of the Scout DS<sup>®</sup> device;
- Subsequent minimum orders for \$15 Million USD in Scout DS<sup>®</sup> devices for each of years two, three and four of the term, totalling \$45 Million USD;

- Subsequent minimum order for \$30 Million USD in Scout DS<sup>®</sup> devices in year five of the term;
- Miraculins to be responsible for leading the CFDA regulatory clearance process and its related costs, with Cachet providing guidance and support as necessary;
- Miraculins to retain the right to establish programs for ongoing device servicing and maintenance once the Scout DS<sup>®</sup> devices are sold into the field.

The Scout DS<sup>®</sup> device has received regulatory clearance in Canada and is CE marked throughout the European Union, and Miraculins has recently filed pre-submission documentation with the USFDA (United States Food and Drug Administration) towards securing Scout DS<sup>®</sup> device marketing clearance in the United States.

#### **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 (or about \$655 Million USD). Cachet's largest shareholder, the China Youth Industrial Development Corporation, is owned directly by 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 including brands such as Bayer, Novartis, Johnson & Johnson, and Medtronic. 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, healthcare food, medical instruments, cosmetics, daily necessities, and traditional Chinese medicines.

#### **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> diabetes screening device 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:**

Christopher J. Moreau  
President & CEO  
Miraculins Inc.  
Ph: 204-477-7599  
Fax: 204-453-1546

info@miraculins.com  
www.miraculins.com

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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 Agreement, CFDA approval, upfront and milestone payments, sales forecasts, receipt of minimum orders, and the impact of all these aforementioned statements and others, individually and/or collectively, on the Company. 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 statements.*

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