

## 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:**

November 27, 2014

3. **News Release:**

The Company issued a press release regarding the material change on November 27, 2014, a copy of which is attached hereto.

4. **Summary of Material Change:**

On November 27, 2014, the Company completed the issuance of 16,500,000 units of the Company ("Units") at a price of \$0.08 per Unit for aggregate gross proceeds of \$1,320,000 to 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 \$0.105 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 15<sup>th</sup> day of December, 2014.

**MIRACULINS INC.**

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

## SCHEDULE "A"

### Miraculins Announces Closing of Private Placement Offering

**WINNIPEG, Manitoba – November 27, 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 a private placement offering (the "Offering") with aggregate gross proceeds to the Company of \$1,320,000 from the sale of 16,500,000 units ("Units") at a price of \$0.08 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 \$0.105 per Share for a period of two years 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.

A certain person assisted the Company by introducing potential subscribers for the Offering and was paid a finder's fee of 10% of the total subscription proceeds received from subscribers introduced to the Company by the person. Additionally, the person was issued compensation warrants ("Compensation Warrants") equal to 10% of the total number of Units subscribed for by subscribers introduced to the Company by the person. Each Compensation Warrant entitles the holder thereof to purchase one Share at a price of \$0.105 per Share for a period of two years from the date of issue. The Compensation 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 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.*