

## 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:**

December 29, 2014

3. **News Release:**

The Company issued a press release regarding the material change on December 29, 2014, a copy of which is attached hereto.

4. **Summary of Material Change:**

On December 29, 2014, the Company announced that it had entered into a shares for debt agreement with an officer of the Company and a member of the senior management team pursuant to which, and subject to regulatory approval, Miraculins will issue 133,660 of its common shares to said individuals at a deemed price of \$0.245 per common share to satisfy \$32,746.70 of outstanding amounts owing to them.

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 January, 2015.

**MIRACULINS INC.**

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

## **SCHEDULE "A"**

### **Miraculins Announces Shares for Debt Settlement**

**WINNIPEG, Manitoba – December 29, 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, announces that it has entered into a shares for debt agreement with an officer of the Company and a member of the senior management team pursuant to which, and subject to regulatory approval, Miraculins will issue 133,660 of its common shares to said individuals at a deemed price of \$0.245 per common share to satisfy \$32,746.70 of outstanding amounts owing to them.

All of the shares to be issued will be subject to resale restrictions for a period of four months from the date of issuance under applicable securities legislation.

**For more information, please contact:**

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President & CEO  
Miraculins Inc.  
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Fax: 204-453-1546

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[www.miraculins.com](http://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.*