MATERIAL CHANGE REPORT

PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

1. **Name and Address of Company:**

   Miraculins Inc. (the "Corporation")
   6 – 1250 Waverley Street
   Winnipeg, Manitoba R3T 6C6

2. **Date of Material Change:**

   December 31, 2008

3. **News Release:**

   The Corporation issued a press release regarding the material change on December 31, 2008, a copy of which is attached hereto.

4. **Summary of Material Change:**

   On December 31, 2008, the Corporation completed the issuance of 4,650,000 units of the Corporation ("Units") at a price of $0.05 per Unit for aggregate gross proceeds of $232,500 to certain subscribers resident in various provinces of Canada and overseas. Each Unit is comprised of one common share of the Corporation (a "Share") and one Share purchase warrant (a "Warrant"). Each whole Warrant entitles the holder thereof to purchase one Share at a price of $0.10 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) 453-1408

DATED at Winnipeg, Manitoba this 31st day of December, 2008.

MIRACULINS INC.

Per: *"Marcus Enns"*
Marcus Enns, Secretary

SCHEDULE "A"

Miraculins Announces Closing of Private Placement Offering

WINNIPEG, Manitoba – December 31, 2008 - Miraculins Inc. (TSX-V:MOM) (the "Company"), a medical diagnostic company focused on developing and commercializing diagnostic tests for unmet clinical needs, has closed its previously announced private placement offering (the "Offering") with aggregate gross proceeds to the Company of $232,500 from the sale of 4,650,000 units ("Units") at a price of $0.05 per Unit. 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 to purchase one Share at a price of $0.10 per Share for a period of 24 months from the date the Warrant is issued. The net proceeds of the Offering shall be used for research and development and working capital purposes. 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 and the policies of the TSX Venture Exchange.

Certain insiders of the Company subscribed for 2,740,000 Units pursuant to the Offering. The sale of Units to these insiders constitutes a "related party transaction" pursuant to the policies of the TSX Venture Exchange. However, the transaction is exempt from applicable formal valuation and minority shareholder approval requirements as neither the fair market value of the Units nor the consideration paid by such insiders for Units exceeds 25% of the market capitalization of the Company. The material change report in respect of this transaction was not filed at least 21 days in advance of the closing of the Offering due to the uncertainty of current market conditions. The Company considers the shortened timeframe to be reasonable under these circumstances.

Certain persons assisted the Company by introducing potential subscribers for the Offering and were paid a finder's fee of up to 8% of the total subscription proceeds received from subscribers introduced to the Company by each particular person. Additionally, these persons were issued compensation warrants ("Compensation Warrants") up to 4% of the total number of Units subscribed for by subscribers introduced to the Company by each particular person. Each Compensation Warrant entitles the holder thereof to purchase one Share at a price of $0.05 per Share for a period of twelve months from the date of issue.

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

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 diagnostic tests and research conducted at leading research institutions around the world.

For more information, please contact:

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The TSX Venture Exchange does not accept 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.