

**Form 45-106F6**  
**British Columbia Report of Exempt Distribution**

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

**Miraculins Inc. (the "Issuer")**  
**6 - 1250 Waverley Street, Winnipeg, MB R3T 6C6**  
**Tel: (204) 487-7412**  
**Website: www.miraculins.com**

**Item 2: Reporting issuer status**

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

**Reporting issuer in British Columbia, Alberta and Manitoba**

**Item 3: Issuer's Industry**

Indicate the industry of the issuer by checking the appropriate box below.

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> Bio-tech            | <input type="checkbox"/> Mining                  |
| <input type="checkbox"/> Financial Services             | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production              |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas             |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate             |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities               |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> Other (describe)        |

**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (eg., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution

			(Canadian \$)
N/A			

### Details of distribution

#### Item 5: Distribution date

State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**April 5, 2013**

#### Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

**Units. Each Unit is comprised of one common share of the Issuer issued as a “flow-through share” within the meaning of the *Income Tax Act* (Canada) and one half of one common share purchase warrant (a “Warrant”). Each whole Warrant entitles the holder thereof to purchase one common share of the Issuer at a price of \$0.45 per share for a period of two years from the date of issuance.**

**At the closing the Issuer issued 11,677,223 Units.**

#### Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	1	\$0.09	\$50,000
British Columbia	4	\$0.09	\$78,950
Manitoba	1	\$0.09	\$9,000
Ontario	8	\$0.09	\$399,209.90
Quebec	4	\$0.09	\$127,990
Isle of Man	1	\$0.09	\$250,000

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Switzerland	1	\$0.09	\$49,999.95
United Kingdom	2	\$0.09	\$85,799.97
<b>Total number of Purchasers</b>	22		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$1,050,950</b>

**Note 1:** If securities are issued at different prices list the highest and lowest price for which the securities were sold.

#### Item 8: Information about purchasers

##### Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Roppongi Investments Ltd. 400 - 51 Yonge Street Toronto, ON M5E 1J1 Tel: (416) 359-8604	N/A	2,225,000	\$200,250	s. 2.3 of NI 45-106	2013/04/05
Robertson Financial Services Inc. 40 Girouard Avenue Dorval, QC H9S 3P9 Tel: (514) 939-2708	N/A	200,000	\$18,000	s. 2.3 of NI 45-106	2013/04/05

R.A. Utting and Associates Inc. 163 Ormond Street Suite 186 Brockville, ON K6V 7E6 Tel: (613) 342-6748	N/A	300,000	\$27,000	s. 2.3 of NI 45-106	2013/04/05
Melbourne Disraeli Equities (M.B.) Inc. c/o Burnett, Duckworth & Palmer First Canadian Centre 528 – 8 <sup>th</sup> Ave. SW, Suite 2400 Calgary, AB T2P 1G1	N/A	555,556	\$50,000	s. 2.3 of NI 45-106	2013/04/05
El Oro & Exploration Co. Ltd. 41 Cheval Place London SW7 1EW Tel: 0207-581-2742	N/A	120,000	\$10,800	s. 2.3 of NI 45-106	2013/04/05
Ratuos ULC Suite 1700 1002 Sherbrooke Street West Montreal, QC H3A 3S4 Tel: (514) 848-1991	N/A	555,556	\$50,000	s. 2.3 of NI 45-106	2013/04/05
Marquest Asset Management Inc. 161 Bay Street, Suite 4420 P.O. Box 204 Toronto, ON M5J 2S1 Tel: (416) 777-7650	N/A	1,111,110	\$99,999.90	s. 2.3 of NI 45-106	2013/04/05
Canadian Financial Press Inc. #150-666 Burrard Street Vancouver, BC V6C 2X8 Tel: (800) 574-0901	N/A	55,556	\$5,000	s. 2.3 of NI 45-106	2013/04/05
Canary Capital Corp. #150-666 Burrard Street Vancouver, BC V6C 2X8 Tel: (800) 574-0901	N/A	166,667	\$15,000	s. 2.3 of NI 45-106	2013/04/05
Positron Inc. 5101 Buchan Street, Suite 220 Montreal, QC H4P 2R9 Tel: (514) 345-2235	N/A	555,556	\$50,000	s. 2.3 of NI 45-106	2013/04/05

Pathfinder Asset Management Limited Suite 1320 – 885 West Georgia Street Vancouver, BC V6C 3E8 Tel: (604) 682-7312	N/A	555,000	\$49,950	s. 2.3 of NI 45-106	2013/04/05
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### Commissions and finder's fees

#### Item 9: Commissions and finder's fees

##### Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) or the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security	Exemption relied on and date of distribution (yyy-mm-dd)	
Intrysync Capital Corporation 300-1055 West Hastings Street Vancouver, BC V6E 2E9	R	\$3,996.00	44,400 Finders Warrants	\$0.09	s. 2.3 of NI 45-106  2013/04/05	\$3,996.00
Grace Casale 4214 Dundas St. West, Suite 203 Toronto, ON M8X 1Y6	R	\$4,956.80	55,076 Finders Warrants	\$0.09	s. 2.3 of NI 45-106  2013/04/05	\$4,956.80

Palos Management Inc. 1 Place Ville- Marie, Suite 1812 Montreal, QC H3B 4A9	R	\$51,283.19	569,813 Finders Warrants	\$0.09	s. 2.3 of NI 45-106  2013/04/05	\$51,283.19
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**Certificate**

On behalf of the issuer, I certify that the statements made in this report are true.

Date: April 5, 2013

Miraculins Inc.

Name of issuer (please print)

Christopher Moreau CEO (204) 453-1408

Print name, title and telephone number of person signing



Signature

**Item 10: Contact information**

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

**Not applicable.**

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

**Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the Securities Act. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581