

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.

November 27, 2014

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.

The Issuer issued 16,250,000 units ("Units") pursuant to the "accredited investor" exemption contained in National Instrument 45-106. Each Unit is comprised of one common share (a "Share") and one Share purchase warrant (a "Warrant"). Each whole Warrant entitles the holder thereof to purchase one Share at a price of \$0.105 per Share for a period of 24 months from the date of issuance of the Warrant.

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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	9	\$0.08	\$1,016,000
Ontario	1	\$0.08	\$16,000
Switzerland	2	\$0.08	\$288,000
Total number of Purchasers	12		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,320,000

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)
Capital Constellation Fund Corporation 2 Avenue de Warens Geneve, Switzerland 1203	NA	1,800,000	\$144,000	s. 2.3 of NI 45-106	2014/11/27
Capitalpro International, Inc. 2 rue Robert-De-Traz Geneve, Switzerland 1206 Tel: 4122-344-130	NA	1,800,000	\$144,000	s. 2.3 of NI 45-106	2014/11/27
Tardeol Holdings Ltd. 9440 Williams Road Richmond, BC V7A 1H1	NA	1,800,000	\$144,000	s. 2.3 of NI 45-106	2014/11/27
Anokh Capital Corp. 7528, 143C Street Surrey, BC V3W 1S2	NA	1,800,000	\$144,000	s. 2.3 of NI 45-106	2014/11/27
Lucky Holdings Ltd. 7211 #5 Road Richmond, BC V6Y 2V3	NA	1,800,000	\$144,000	s. 2.3 of NI 45-106	2014/11/27
Gurbassan Holding Ltd. 11180 – Granville Ave. Richmond, BC V6Y 1R6 Tel: 604-644-2914	NA	1,800,000	\$144,000	s. 2.3 of NI 45-106	2014/11/27
0848610 BC LTD 3327 Allan Road North Vancouver, BC V7J 3C6 Tel: 604-999-6566	NA	250,000	\$20,000	s. 2.3 of NI 45-106	2014/11/27

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) of 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)	
Foremost Capital Corp. 350 – 409 Granville Street Vancouver, BC V6C 1T2	R	\$132,000	1,650,000 Finder's Warrants	\$0.105 (exercise price)	s. 2.3 of NI 45-106	\$132,000

Certificate

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

Date: November 27, 2014

Miraculins Inc.

Name of issuer (please print)

Christopher Moreau, CEO (204) 453-1406

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