NEWMEX MINERALS INC.
Suite 227, 200 Barclay Parade S.W.
Calgary, AB T2P 4R5
Phone: (403) 266-6364
Fax: (403) 266-6365

Alberta Securities Commission
4th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

Attention: Executive Director

British Columbia Securities Commission
701 West Georgia Street
Vancouver, British Columbia
V7Y 1L2

Attention: Executive Director

Dear Sirs/Mesdames:

Re: Newmex Minerals Inc. (the "Corporation" or "Newmex")
Material Change Report

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 51-102F3 of National Instrument 51-102. Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only Exchange on which the Corporation's shares are currently listed.

Item 1 - Name and Address of Company

Newmex Minerals Inc.
Suite 227, 200 Barclay Parade S.W.
Calgary, AB T2P 4R5

Item 2 - Date of Material Change

The material change occurred on September 13, 2005.

Item 3 - News Release

A Press Release was issued on September 13, 2005 via CNW Group Ltd.

Item 4 - Summary of Material Change

The Corporation successfully completed a private placement of 2,000,000 units (the "Units") for gross proceeds of $2,500,000.

Item 5 - Full Description of Material Change

The Corporation successfully completed its private placement of 2,000,000 Units at a price of $1.25 per Unit for gross proceeds of $2,500,000. Each Unit will consist of one common share in the share capital of Newmex ("Common Share") and one half (1/2) warrant ("Warrant"). Each whole Warrant shall be exercisable for 12 months from the date of issuance into one Common Share at a price of two dollars (CDN $2.00) per Common Share. In the event that the Common Shares of the Company trade at $2.50 or higher for a period of 20 consecutive trading days after the expiry of the 4 month hold period, the exercise period of the Warrants may be reduced and each Warrant shall expire 15 business days from such event. The Units and underlying securities are restricted from resale until January 14, 2006.

Newmex will use the proceeds of the Private Placement for general working capital purposes and the costs associated with the acquisition of certain oil and gas interests in the United States.

Item 6 - Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 - Omitted Information

No omitted information.

Item 8 - Executive Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

William Berezan, Chief Financial Officer - Telephone number: (403) 266-6364

Item 9 - Date of Report

This report is dated this 13th day of September, 2005.