

1. Reporting Issuer Minacs Worldwide Inc. (the "Company")
Principal Address: 180 Duncan Mill Road, Toronto, ON M3B 1Z6
2. Date of Material Change November 11, 2004
3. Publication of Material Change
The press release attached as Exhibit "A" was released through the facilities of the Canadian Newswire on November 11th, 2004.
4. Summary of Material Change
The Company announced the appointment of Dr. Norman Betts, FCA, as Chair of its Audit Committee effective November 11th, 2004.
5. Full Description of the Material Change
The Company announced the appointment of Dr. Norman Betts, FCA, as Chair of its Audit Committee effective November 11th, 2004.
6. Reliance on Section 75(3) of the Ontario Securities Act
Not Applicable.
7. Omitted Information
Not Applicable.
8. Senior Officers
The name of the senior officer of the Company who is knowledgeable about the material change and who can be contacted is Ms. Elaine Minacs, Chief Executive Officer, 180 Duncan Mill Road, Toronto, Ontario, M3B 1Z6, Tel: (416) 380-3800, Fax: (416) 380-3829.
9. Statement of Senior Officer
The foregoing accurately discloses the material changes referred to herein.

DATED this 17th day of November, 2004.

A handwritten signature in cursive script that reads "Elaine Minacs". The signature is written in black ink and is positioned above a horizontal line.

Elaine Minacs
Chief Executive Officer

Exhibit A

news release

Minacs Appoints Norman Betts as Chair of Audit Committee

Toronto, ON, November 11, 2004 - Minacs Worldwide Inc. (TSX: MXW) today announced the appointment of Dr. Norman Betts, FCA, as Chair of its Audit Committee. Norman has been a Director on the Minacs Board since September 2004, and currently serves as an associate professor in the Faculty of Administration at the University of New Brunswick (UNB).

Ron Kitchen, Chairman of the Board, has been serving as interim Chair of the Audit Committee since August 10th, 2004.

"We are pleased to have Norman Betts Chair our Audit Committee," commented Mr. Kitchen. "As a former New Brunswick provincial cabinet minister, Norman will bring a wealth of experience to this role, having held prestigious portfolios including Minister of Finance, and Minister of Business New Brunswick."

Norman is currently a director of The Nature Conservatory, Co-Chair of the Board of Trustees of the UNB Pension Plan, and a Director for Slam Exploration Ltd. (TSX: SXL) where he is also Chair of the Audit Committee. Norman is a chartered accountant, and a member of the New Brunswick Institute of Chartered Accountants.

About Minacs

Minacs provides customized business process outsourcing (BPO) solutions focused on three core areas of capability: contact center solutions, integrated marketing services, and back office administration. We combine our expertise in these areas to create

industry segment practices that improve revenue, customer service, and operating margin for our clients.

With more than 4500 employees from operating locations in Canada, the United States, and Europe, Minacs has established successful industry practices with clients in the automotive, financial services, telecom and technology, public sector, and consumer products verticals.

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For further information contact:

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