

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer

Minacs Worldwide Inc.
180 Duncan Mill Road,
Toronto, Ontario
Canada M3B 1Z6

2. Date of Material Change

June 24, 2005

3. News Release

The press release attached hereto as "Exhibit A" was released through the facilities of Canada Newswire on June 24, 2005.

4. Summary of Material Change

The Corporation entered into an agreement with a major systems integration company to provide customer contact center services.

5. Full Description of Material Change

Minacs Worldwide Inc. (TSX: MXW) announced today that it has been awarded a 5 year, US\$121 million contract with a leading systems integration company. The contract is for the provision of customer contact center services and represents a significant new client relationship.

Revenue from the first year of this contract will represent approximately 13% of anticipated revenues for 2005. The Company expects revenue contribution from this contract to begin in the first quarter of 2006.

6. Reliance on Section 7.1(2) or 7.1(3) of National Instrument 51-102

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

The name and business number of the executive officer of Minacs Worldwide Inc. who is knowledgeable about the material change and this report is:

Elaine Minacs
Chief Executive Officer
Telephone: 416-380-3802

9. Date of Report

June 24, 2005



EXHIBIT A

news release

Minacs Awarded 5 Year, US\$121 Million Contract

Company to provide contact center services to a leading systems integrator

Toronto, ON, June 24, 2005—Minacs Worldwide Inc. (TSX: MXW) announced today that it has been awarded a 5 year, US\$121 million contract with a leading systems integration company. The contract is for the provision of customer contact center services and represents a significant new client relationship.

Revenue from the first year of this contract will represent approximately 13% of anticipated revenues for 2005. The Company expects revenue contribution from this contract to begin in the first quarter of 2006.

“We are delighted with the prospect of working with this new client,” said Elaine Minacs, CEO. “Opportunities of this nature are key in propelling Minacs towards its stated vision of emerging among the top tier of North American Business Process Outsourcing (BPO) companies.”

Forward-Looking Statements

Certain information and statements contained in this release are forward-looking, based on management's estimates and assumptions.

Though management believes that the expectations reflected in these forward-looking statements are reasonable, there can be no assurance that these expectations will prove to be correct. As such, these forward-looking statements are subject to risks and uncertainties that could cause the

Company's actual results to differ materially from anticipated events. Information and statements identified as forward-looking include, and are not limited to, statements regarding financial results, future events, and trends.

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. For more information, please visit the Minacs website at www.minacs.com.

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For further information, contact:

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