

1. Reporting Issuer Minacs Worldwide Inc. (the "Company")  
Principal Address: 180 Duncan Mill Road, Toronto, ON M3B 1Z6
2. Date of Material Change August 15, 2005
3. Publication of Material Change  
The press release attached as Exhibit "A" was released through the facilities of the Canadian Newswire on August 15, 2005.
4. Summary of Material Change  
The Company announced that Ms. Minacs has been appointed executive Chair of the Board and will complete her term as CEO once a new CEO has been appointed. Libby Burnham, QC, a business lawyer and director of the Company since 2004, has been appointed Vice Chair and will serve as the Board's independent lead director. Ron Kitchen, the past Chair, has stepped down from the Board in order to commit greater time and attention to other endeavors.
5. Full Description of the Material Change  
Minacs Worldwide Inc. (TSX: MXW) announced on August 15, 2005 that the Board of Directors has accepted the recommendation of Chief Executive Officer and founder Elaine Minacs that Minacs expand its executive team. Ms. Minacs has been appointed executive Chair of the Board and will complete her term as CEO once a new CEO has been appointed. Libby Burnham, QC, a business lawyer and director of the Company since 2004, has been appointed Vice Chair and will serve as the Board's independent lead director.  
  
Ron Kitchen, the past Chair, has stepped down from the Board in order to commit greater time and attention to other endeavors.
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 18<sup>th</sup> day of August 2005.

A handwritten signature in black ink, reading "Elaine Minacs". The signature is written in a cursive style with a large, sweeping initial "E" that loops around the first part of the name.

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Elaine Minacs  
Chief Executive Officer

## Exhibit A

The logo for Minacs, with the word "minacs" in a lowercase sans-serif font. The "i" and "n" are green, and the "a" is yellow. A small "TM" trademark symbol is to the upper right of the "s".The words "news release" in a large, light gray, lowercase serif font, serving as a background for the headline.**Minacs announces expansion of executive team;  
Elaine Minacs assumes role of executive Chair**

Toronto, ON, August 15, 2005—Minacs Worldwide Inc. (TSX: MXW) announced today that the Board of Directors has accepted the recommendation of Chief Executive Officer and founder Elaine Minacs that Minacs expand its executive team. Ms. Minacs has been appointed executive Chair of the Board and will complete her term as CEO once a new CEO has been appointed. Libby Burnham, QC, a business lawyer and director of the Company since 2004, has been appointed Vice Chair and will serve as the Board's independent lead director.

Ron Kitchen, the past Chair, has stepped down from the Board in order to commit greater time and attention to other endeavors. The Board of Minacs would like to extend its gratitude to Mr. Kitchen for his guidance as its Chair and long service as a director.

"Supported by a strong track record for growth and innovation, and having established a vision for becoming one of the top global business process outsourcing (BPO) providers, I believe the time is right for me to expand the executive team to allow new leadership to build on the successful foundation we have in place," said Elaine Minacs, CEO. "Having just completed our fifth consecutive quarter of profitability, our Company has never been in a better position to capitalize on opportunities in our target markets. I look forward to focusing on expanding our customer relationships and working with our new CEO as we continue to build a Canadian success story with truly global reach."

A special committee of the Board will oversee the selection of potential candidates and will recommend a successor CEO to the Board of Directors. The committee plans to retain the services of an executive search firm to assist with the process and Ms.

Minacs' role as executive Chair will facilitate a seamless transition of CEO responsibilities.

"Elaine Minacs has been the guiding force of this Company for nearly 25 years," said Libby Burnham, Vice Chair of the Board. "In her new role as executive Chair, the Company will continue to benefit from Elaine's vision and leadership. Her exceptional insight into the industry and passion for providing unparalleled customer service has been paramount to the success of Minacs and will remain one of our guiding principles as the Company enters its next phase of growth."

### **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 improve revenue, customer service, and operating margin for our clients.

With more than 5000 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](http://www.minacs.com).

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**For further information, contact:**  
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