

1. Reporting Issuer Minacs Worldwide Inc. (the "Company")

Principal Address: 180 Duncan Mill Road, Toronto, ON M3B 1Z6
2. Date of Material Change January 13, 2006
3. Publication of Material Change

The press release attached as Exhibit "A" was released through the facilities of the Canadian Newswire on January 21st, 2006.
4. Summary of Material Change

The Company announced the addition of Christine Croucher to its Board of Directors, effective immediately. Ms. Croucher, a certified general accountant, will also serve as a member of the audit committee.
5. Full Description of the Material Change
The Company announced the addition of Christine Croucher to its Board of Directors, effective immediately. Ms. Croucher, a certified general accountant, will also serve as a member of the audit committee.
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 Mr. Bruce Simmonds, 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 23rd day of January 2006.

A handwritten signature in black ink, appearing to read "Bruce S. Simmonds".

Bruce S. Simmonds
Chief Executive Officer

Exhibit A

minacs™

news release

**Minacs Announces Appointment of Christine Croucher
to its Board of Directors**

Toronto, ON, January 21, 2006—Minacs Worldwide Inc. (TSX: MXW), a leading provider of high value business process outsourcing solutions, today announced the addition of Christine Croucher to its Board of Directors, effective immediately. Ms. Croucher, a certified general accountant, will also serve as a member of the audit committee.

Christine Croucher, of Toronto Ontario, has had an outstanding 26-year career, during which time she has taken charge of initiatives such as high-growth strategies, financial planning and management, as well as sales management. Christine's managerial background as well as her operational call center experience and strong financial experience, gained through several years with CIBC and previous to that at Canadian Tire Acceptance, will be a positive addition to the Board.

"I am pleased to announce the appointment of Christine to the Minacs Board," said Elaine Minacs, Executive Chair of the Minacs Board. "Her extensive professional, financial, and strategic expertise will further strengthen our Board, and the Company as a whole."

Christine has also served as a Board member of Visa Canada, Visa International, Juniper (a US credit card company) and Interac Association.

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.

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For further information, contact:

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