

MINACS WORLDWIDE INC.
Form 51-102F3
Material Change Report

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

Principal Address: 180 Duncan Mill Road, Toronto, ON M3B 1Z6
2. Date of Material Change February 10, 2006
3. Publication of Material Change

The press release attached as Exhibit "A" was released through the facilities of Canada Newswire on February 10, 2006.
4. Summary of Material Change
The independent directors of the Minacs Board announced their intention to establish a special committee to deal with issues relating to the requisition of a meeting of shareholders. The special committee will be constituted at a meeting of the full board to be held within the next few days. The Corporation also announced that Libby Burnham has resigned from the board to deal with personal matters.
5. Full Description of the Material Change

The independent directors of the Minacs Board announced their intention to establish a special committee to deal with issues relating to the requisition of a meeting of shareholders. The special committee will be constituted at a meeting of the full board to be held within the next few days. The Corporation also announced that Libby Burnham has resigned from the board to deal with personal matters.
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. Gerry McDonald, Chief Financial 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 10th day of February 2006.



Gerry McDonald
Chief Financial Officer



news release

FOR IMMEDIATE RELEASE

Minacs Board Responds to Major Shareholder

TORONTO, Ontario –Minacs Worldwide Inc. (TSX: MXW)

The independent directors of the Minacs Board today announced their intention to establish a special committee to deal with issues relating to the requisition of a meeting of shareholders. The special committee will be constituted at a meeting of the full board to be held within the next few days.

The Corporation also announced that Libby Burnham has resigned from the board to deal with personal matters. The board thanked Ms. Burnham for her contribution to the Corporation.

For further information
please contact
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