

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

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

The press release attached as Exhibit "A" was released through the facilities of Canada Newswire on February 13, 2006.
4. Summary of Material Change
Ms. Croucher has joined the Corporate Governance Committee and will serve as its Chair. Following advice from the Corporation's counsel, that certain deficiencies in the process of appointing John Simmonds and Justin Connidis to the Board in June 2005 invalidate those appointments, Mr. Simmonds and Mr. Connidis will no longer participate in meetings of the Board.
5. Full Description of the Material Change
The Board also announced certain other matters relating to its governance. Ms. Croucher has joined the Corporate Governance Committee and will serve as its Chair. Following advice from the Corporation's counsel, that certain deficiencies in the process of appointing John Simmonds and Justin Connidis to the Board in June 2005 invalidate those appointments, Mr. Simmonds and Mr. Connidis will no longer participate in meetings of the Board.
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 13th day of February 2006.

A handwritten signature in black ink, appearing to read 'Gerry McDonald', is positioned above a horizontal line.

Gerry McDonald
Chief Financial Officer

Exhibit A

news release

Minacs Board Names Special Committee to Consider Offer to Purchase

Toronto, ON, February 13, 2006 - The Board of Minacs Worldwide Inc. (TSX: MXW), today announced the establishment of a Special Committee to consider, among other things, the offer to purchase all the outstanding shares of the Corporation, received Friday February 10, 2006, from Multi International ZFC of Dubai. The Special Committee will also consider issues raised with the Board by the Corporation's founder and Executive Chair Elaine Minacs, as disclosed in a press release from Ms. Minacs on February 3. These issues include the calling of a special meeting of shareholders. The Special Committee is comprised of independent directors Norman Betts, Christine Croucher, Janet Ecker, and Gary Polonsky. The Committee will be chaired by Dr. Betts, who has also been appointed as Lead Independent Director.

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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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