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	March 9, 2006

3. Publication of Material Change

The press release attached as Exhibit “A” was released through the facilities of Canada Newswire on March 9, 2006.

4. Summary of Material Change

The Special Committee of the Board of Directors of Minacs announced it has reached agreement with major shareholder Elaine Minacs. It has secured her cooperation with the Special Committee and its process to evaluate potential transactions to maximize value for Minacs' shareholders, including, but not limited to, a sale of the Company.

The Special Committee also reported it has retained Genuity Capital Markets to assist with the process.

David Danziger, who joined the Board in February 2006, now joins the Special Committee.

5. Full Description of the Material Change

The Special Committee of the Board of Directors of Minacs announced it has reached agreement with major shareholder Elaine Minacs. It has secured her cooperation with the Special Committee and its process to evaluate potential transactions to maximize value for Minacs' shareholders, including, but not limited to, a sale of the Company. The Special Committee also reported it has retained Genuity Capital Markets to assist with the process. David Danziger, who joined the Board in February 2006, now joins the Special Committee.

Ms Minacs has agreed: to cooperate with the Special Committee's process, not to enter into any agreements to buy or sell shares of Minacs (including any lock-up agreement), not to requisition or call any meeting of shareholders and not to solicit proxies from shareholders (other than in connection with the Company's next annual meeting). Ms. Minacs has also agreed to tender her shares to any transaction recommended or approved by Minacs' Board if that transaction will pay shareholders at least $5 per share in cash no later than 60 days after the date that offer is approved or recommended by Minacs' Board.

The agreement will terminate on June 30, 2006.

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 March 2006.

Gerry McDonald
Chief Financial Officer

Exhibit A

minacs™

news release

Minacs Announces Major Shareholder Supports Strategic Alternatives Review Process

TORONTO, Ontario, March 9, 2006 –Minacs Worldwide Inc. (TSX: MXW)

The Special Committee of the Board of Directors of Minacs today announced it has reached agreement with major shareholder Elaine Minacs. It has secured her cooperation with the Special Committee and its process to evaluate potential transactions to maximize value for Minacs' shareholders, including, but not limited to, a sale of the Company. The Special Committee also reported it has retained Genuity Capital Markets to assist with the process. David Danziger, who joined the Board in February 2006, now joins the Special Committee. Mr. Danziger is a long time advisor to Ms. Minacs.

The agreement with Ms. Minacs, the Company's founder and major shareholder, is an important milestone. The agreement with Ms. Minacs confirms the alignment of her interests with those of the other shareholders.

Ms Minacs has agreed: to cooperate with the Special Committee's process, not to enter into any agreements to buy or sell shares of Minacs (including any lock-up agreement), not to requisition or call any meeting of shareholders and not to solicit proxies from shareholders (other than in connection with the Company's next annual meeting). Ms. Minacs has also agreed to tender her shares to any transaction recommended or approved by Minacs' Board if that transaction will pay shareholders at least $5 per share in cash no later than 60 days after the date that offer is approved or recommended by Minacs' Board. The agreement will terminate on June 30, 2006.

There is no assurance that this process will result in any specific strategic or financial transaction.

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For further information, contact:
Robin Sears
Navigator Ltd.
416 642 5016