

1. Reporting Issuer Minacs Worldwide Inc. (the "Company")
Principal Address: 180 Duncan Mill Road, Toronto, ON M3B 1Z6
2. Date of Material Change May 17, 2006
3. Publication of Material Change
The press release attached as Exhibit "A" was released through the facilities of Canada Newswire on May 17, 2006.
4. Summary of Material Change
Founder and Executive Chair Elaine Minacs passed away on May 17th, 2006.
5. Full Description of the Material Change
The Board of Directors of Minacs Worldwide Inc. (TSX: MXW), announced with deep sadness the news of Founder and Executive Chair Elaine Minacs' passing today, and joins Elaine's family, friends, and all Minacs Worldwide employees, to mourn the death of an extraordinary woman.
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 23rd day of May 2006.

A handwritten signature in black ink, appearing to read 'Gerry McDonald', written in a cursive style.

Gerry McDonald
Chief Financial Officer

Exhibit A

The logo for minacs, with "min" in grey and "acs" in green, followed by a trademark symbol.The words "news release" in a large, light grey, sans-serif font.**Remembering Elaine Minacs***Entrepreneur, Founder, and Executive Chair of Minacs Worldwide Inc.*

Toronto, ON, May 17, 2006—The Board of Directors of Minacs Worldwide Inc. (TSX: MXW), announces with deep sadness the news of Founder and Executive Chair Elaine Minacs' passing today, and joins Elaine's family, friends, and all Minacs Worldwide employees, to mourn the death of an extraordinary woman.

A true entrepreneur, Elaine started Minacs Worldwide as a temporary staffing agency and, after several successful years, made a strategic decision to re-direct the business into the burgeoning customer relationship management (CRM) services industry. As the company evolved further, Elaine recognized the need to more accurately reflect the depth and breadth of the organization, and broadened Minacs' market definition as a business process outsourcing (BPO) company. Minacs is now a strong global BPO services organization, with over 5000 employees, in Canada, the United States, and Europe. The Company is currently celebrating its 25th year in business, and became a public Company in 1999.

"We are saddened by this passing of an extraordinary woman, and an excellent leader," said Norman Betts, Lead Independent Director of the Minacs Board. "The Company has had a tremendous record of continuous growth under the leadership of Elaine Minacs. Elaine always commented that the success of Minacs is a tribute to her family, friends and, most especially, employees, who worked so hard to help make Minacs a success. Today, we recognize Elaine's contributions to this organization, as its founder, its driver, and its inspiration. We extend our condolences to her family. She will be deeply missed by everyone here at Minacs."

Elaine's entrepreneurial skills have been nationally recognized at both the corporate and personal level. She received the Canadian Woman Entrepreneur of the Year Quality Plus Award in 1993. She was honoured by the YWCA of Greater Toronto as a 2002 Woman of Distinction for Entrepreneurship, and received the prestigious Ernst & Young 2001 Entrepreneur of the Year Award in the business services category for Ontario. Profit Magazine named Elaine one of ten trailblazers of the decade. Elaine was also inducted into the Canadian Professional Sales Association's Hall of Fame in November 2001, and was the recipient of the Diamond Award for her commitment, involvement in the community, and generous charitable contributions. She was a strong supporter of children's charities, and was a member of the Board of Directors of Kids' Help Phone for many years.

Elaine is best known for her unfaltering spirit and entrepreneurial drive. She always faced challenges head-on, and welcomed new opportunities.

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For further information, contact:

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