

51-102F3
MATERIAL CHANGE REPORT [F]

Item 1 Name and Address of Company

One World Investments Inc. (the “Company”)
200 – 905 West Pender Street
Vancouver, British Columbia V6C 1L9

Item 2 Date of Material Change

July 18, 2012

Item 3 News Release

The news release was issued on July 18, 2012 by Stockwatch and Baystreet.

Item 4 Summary of Material Change

The Company announced its entry into a definitive share purchase agreement dated May 30, 2012 pursuant to which the Company will purchase 80% of the issued and outstanding shares of Andes Silver S.A. Cerrada (“Andes”), a private Chilean company, from Harold Gardner and Eduardo Esteffan. Andes holds a 100% interest in three prospective gold-copper-silver properties in Region III, Chile, namely the Chanarcillo, Yervas Buenas and Pircas properties. The Chanarcillo property is located approximately 49 kilometres south southwest of the regional capital of Copiapo, and the Yervas Buenas properties is located approximately 77 kilometres south of Copiapo. The Chanarcillo Property is prospective for iron-oxide-copper-gold and for silver. The Company intends to complete this transaction on the merits of the Chanarcillo property as its qualifying property and has filed a National Instrument 43-101 technical report on the Chanarcillo property with the TSX Venture Exchange.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news releases.

5.2 Disclosure for Restructuring Transactions

Not Applicable

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable

Item 7 Omitted Information

None

Item 8 Executive Officer

Bryce Clark, Chief Financial Officer, Telephone: 604.638.4909

Item 9 Date of Report

July 18, 2012

ONE WORLD INVESTMENTS INC.
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ONE WORLD INVESTMENTS INC.
ENTERS INTO DEFINITIVE AGREEMENT FOR
REVERSE TAKEOVER TRANSACTION

Vancouver, BC – July 18, 2012: One World Investments Inc. (TSX.V: OWI) (the “**Company**”) is pleased to announce its entry into a definitive share purchase agreement (the “**Definitive Agreement**”) dated May 30, 2012 pursuant to which the Company will purchase 80% of the issued and outstanding shares of Andes Silver S.A. Cerrada (“**Andes**”), a private Chilean company, from Harold Gardner and Eduardo Esteffan (collectively, the “**Vendors**”). Andes holds a 100% interest in three prospective gold-copper-silver properties in Region III, Chile, namely the Chanarcillo, Yervas Buenas and Pircas properties (collectively, the “**Properties**”). The Chanarcillo property is located approximately 49 kilometres south southwest of the regional capital of Copiapo, and the Yervas Buenas properties is located approximately 77 kilometres south of Copiapo. The Chanarcillo Property is prospective for iron-oxide-copper-gold and for silver. The Company intends to complete this transaction on the merits of the Chanarcillo property as its qualifying property and has filed a National Instrument 43-101 technical report on the Chanarcillo property with the TSX Venture Exchange (the “**Exchange**”).

Pursuant to the Definitive Agreement, the Vendors have agreed to transfer 80% of the issued and outstanding common shares of Andes to the Company in exchange for: (1) the issuance of 21,000,000 common shares of the Company; (2) a cash payment of \$500,000, of which \$25,000 has been paid to the Vendors as a non-refundable advance; and (3) a grant of an aggregate 1% net smelter returns royalty (the “**NSR Royalty**”) payable with respect to each of the Properties subject to a maximum payment of \$10,000,000 per Property (collectively, the “**Transaction**”). On closing of the Transaction, the parties have agreed to enter into a joint venture shareholders’ agreement, which will set out the terms by which the parties will fund and manage the Properties. The Company anticipates that the shareholders of Andes will receive a carried interest in the Properties until \$10,000,000 in project related expenditures have been incurred, after which time their interest will revert to a participating interest and be subject to cash calls required to advance the Properties. On closing of the Transaction, the Company intends to change its name, subject to approval of the Exchange and shareholders of the Company. The common shares of the Company to be issued to the Vendors have an aggregate deemed value of \$5,250,000 based on a deemed price of \$0.25 per share being the discounted market price of the Company’s shares from the last closing price of \$0.33 per share.

The closing of the Transaction is subject to a number of conditions, including satisfactory due diligence of Andes by the Company, completion of a financing by the Company for gross proceeds of \$3,000,000 (the “**Financing**”), Exchange acceptance of National Instrument 43-101 compliant technical reports on the Properties, payment of a finder’s fee, entry into the joint venture shareholders’ agreement, shareholder and Exchange approval of the proposed name change and Exchange approval of the Definitive Agreement and Transaction.

The terms of the Financing to be completed in connection with the Transaction are being negotiated and have not been determined at this time. The Company intends to announce the terms of the Financing in a subsequent news release once such terms are determined. The Company intends to use the proceeds from the Financing to fund exploration work on the Properties and for general working capital purposes.

The Company expects to pay finder's fees to an arm's length party in connection with the Transaction in accordance with Exchange policies. The particulars of the finder's fees have not been determined at this time and the Company intends to announce such particulars in a subsequent news release once determined.

The Transaction is intended to constitute a reverse takeover ("RTO") of the Company pursuant to the policies of the Exchange. Each of the Vendors and Andes have an arm's length relationship with the Company. The Company intends to seek a waiver from the Exchange requirement to retain a sponsor in connection with the Transaction. The Company is currently in the business of exploring and developing natural resource properties. Upon completion of the Transaction, it is expected that the resulting issuer will be a Tier 2 mining issuer listed on the Exchange and will be engaged in the exploration and development of prospective iron-oxide-copper-gold properties and prospective silver properties.

Trading in the common shares of the Company on the Exchange was halted on March 19, 2011 in connection with the original announcement of the Transaction. The Company anticipates that the trading of the common shares will remain halted pending receipt and review by the Exchange of acceptable documentation regarding the Transaction and Andes in compliance with Exchange policies. The Company intends to prepare an information circular and seek shareholder approval of the Transaction, the RTO and the proposed name change in accordance with Exchange policies. At this time, there is no financial information available with respect to Andes. However, Andes is preparing financial information for prior periods following which it intends to engage an auditor to conduct an audit with respect to such statements. The Company anticipates including the audited annual and auditor reviewed interim financial statements of Andes in the information circular as required by applicable securities laws and Exchange policies.

The Company anticipates that upon completion of the Transaction, Harold Gardner and Eduardo Esteffan will become principals of the Company. Mr. Gardner is a resident of the United States and has over twenty-five years of experience in the mining and mineral exploration industry in both the United States and South America. Mr. Esteffan is a resident of Chile and is a civil engineer with extensive experience in the mining industry in Chile.

Completion of the transaction is subject to a number of conditions, including Exchange acceptance and disinterested shareholder approval. The transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the information circular to be prepared in connection with the transaction, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

ON BEHALF OF THE BOARD OF

ONE WORLD INVESTMENTS INC.

"Bryce Clark"
Bryce Clark
Chief Financial Officer

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Disclaimer for Forward-Looking Information

Except for statements of historical fact, this news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” occur. In particular, forward-looking information in this press release includes, but is not limited to, statements with respect to the expectations of management regarding the Transaction, the parties’ future interests in the Properties, the mineral potential of the Properties, the proposed name change, the Financing and use of proceeds Financing, the finder’s fees, preparation of the information circular, preparation of financial statements of Andes and the completion of an audit of such financial statements, shareholder approval of the Transaction, RTO and name change, the timing for removal of the trading halt on the Company’s shares, the business of the resulting issuer upon completion of the Transaction, the likelihood of obtaining a waiver from the sponsorship requirement of the Exchange, and Exchange approval of the RTO and Transaction. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements including the risks that the Exchange may not approve the Transaction; the shareholders may not approve the proposed name change, Transaction or RTO; the parties may be unable to satisfy all of the conditions to closing the Definitive Agreement; the Exchange may not approve the technical reports on the Properties; the Company may not be able to obtain the necessary financing on terms that are favourable to the Company or at all; the Company may not receive a waiver from the sponsorship requirement; the Company may not be able to retain a sponsor if required; and that Andes may not prepare the financial statements referred to in this news release or complete an audit of such financial statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.