

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

**One World Minerals Inc. (the “Company”)**  
Suite 618-800 West Pender Street  
Vancouver, BC V6E 2V6

**Item 2. Date of Material Change(s)**

May 12, 2017

**Item 3. News Release**

The Company’s news release dated May 12, 2017 was disseminated in Canada only by Marketwired after market close on May 12, 2017.

**Item 4. Summary of Material Change**

On May 12, 2017, the Company announced that the previous non-brokered private placement it announced on April 04, 2017 will be replaced with a non-brokered private placement of unsecured convertible notes (“Notes”) which will accrue interest at 18% per annum. The principal amount and any accrued but unpaid interest thereon may be convertible prior to the date of Maturity at the option of the Subscriber into units of the Company at a price of \$0.40 per Unit. Each Unit is comprised of one common share in the capital of the Company and one non-transferable common share purchase warrant. Each Warrant will entitle the holder thereof to acquire one additional Share, at a price of \$0.60 per Warrant.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

See attached News Release.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

Douglas Fulcher CEO 604.803.5901.

**Item 9. Date of Report**

This report is dated May 15, 2017.

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES**

**ONE WORLD MINERALS INC. ANNOUNCES PRIVATE PLACEMENT**

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**Vancouver, BC, May 12, 2017** - One World Minerals Inc. (CSE:OWM) (the "**Company**") today announces that the previous non-brokered private placement it announced on April 04, 2017 will be replaced with a non-brokered private placement of unsecured convertible notes (the "Convertible Note") in the aggregate principal amount of up to \$1,500,000 (the "**Offering**").

The principal amount of the Note will accrue interest at 18% per annum, and any accrued but unpaid interest, will mature on the date that is one (1) year following the Closing Date (the "**Maturity Date**"). The principal amount and any accrued but unpaid interest thereon may be convertible prior to the date of Maturity at the option of the Subscriber into units of the Issuer (each, a "**Unit**") at a price of \$0.40 per Unit. Each Unit is comprised of one common share in the capital of the Company (each, a "**Share**") and one non-transferable common share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire one additional Share (each a "**Warrant Share**"), at a price of \$0.60 per Warrant Share. The Convertible Note, Units, Shares, Warrants and Warrant Shares are referred to herein as the "**Securities**".

There is no minimum number of Convertible Notes or minimum aggregate proceeds required to close the Offering and the Company may, at its discretion, elect to close the Offering in one or more closings. Management anticipates that the Company will allocate the net proceeds of the Offering as follows: Rico Lito Property pre-drilling program \$465,000; Rico Lito Property drilling program \$480,000; regional exploration \$150,000 and the balance for working capital.

The Company may pay a finder's fee on the Offering. Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals. All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the closing of the Offering in accordance with applicable securities legislation.

The April 04, 2017, non-brokered private placement was an offering of up to 2,500,000 units at a price of \$0.40 per unit for gross proceeds of up to \$1,000,000. Each unit was to consist of one common share of the Company and one-half of a non-transferable common share purchase warrant. Each warrant entitled the holder thereof to purchase one common share at a price of \$0.60 for a period of 12 months from the closing of that offering.

A portion or all of the Offering may be completed pursuant to Multilateral CSA Notice 45-313 – Prospectus Exemption for Distributions to Existing Security Holders ("**CSA 45-313**") and the corresponding blanket orders and rules implementing CSA 45-313 in the participating jurisdictions in respect thereof (collectively with CSA 45-313, the "**Existing Security Holder Exemption**"). As at the date hereof, the Existing Security Holder Exemption is available in each of the provinces of Canada, with the exception of Newfoundland and Labrador.

Subject to applicable securities laws, the Company will permit each person or company who, as of May 12, 2017 (being the record date set by the Company pursuant to CSA 45-313), who holds Common Shares as of that date to subscribe for the Units that will be distributed pursuant to the Offering, provided that the Existing Security Holder Exemption is available to such person or company. Qualifying shareholders who wish to participate in the Offering should contact the Company at the contact information set forth below. In the event that aggregate subscriptions for Units under the Offering exceed the maximum number of securities to be distributed, then Units will be sold to qualifying subscribers on a pro rata basis based on the number of Units subscribed for. Insiders may participate in the Offering.

In addition to the Existing Security Holder Exemption, a portion or all of the Offering may be completed pursuant to Multilateral CSA Notice 45-318 – Prospectus Exemption for Certain Distributions through an Investment Dealer ("**CSA 45-318**") and the corresponding blanket orders and rule implementing CSA 45- 318 in the participating jurisdictions in respect thereof (collectively with CSA 45-318, the "**Investment Dealer Exemption**"). As at the date hereof, the Investment Dealer Exemption is available in each of Alberta, British Columbia, Saskatchewan,

Manitoba and New Brunswick. Pursuant to CSA 45-318, each subscriber relying on the Investment Dealer Exemption must obtain advice regarding the suitability of the investment from a registered investment dealer.

There is no material fact or material change of the Company that has not been generally disclosed.

In addition to conducting the Offering pursuant to the Existing Security Holder Exemption and the Investment Dealer Exemption, the Offering will also be conducted pursuant to other available prospectus exemptions.

None of the securities issued in connection with the Offering will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

#### **About One World Minerals Inc.**

One World Minerals Inc. is an exploration and development Company which trades on the Canadian Securities Exchange with the symbol "OWM". The Company has a senior exploration team of geologists and engineers that each have over 40 years experience in precious and base metals as well as lithium in both North and South America.

On March 10, 2017, the Company entered into a binding letter agreement to acquire up to a 90% interest in the Rico Lito Property located in the State of California Baja North, Mexico. The property covers a salar with 75,000 hectares (290 square miles). Twenty-four surface samples assayed an average of 74 parts per million over 74 miles. The samples were taken from surface salts and not brines which may occur at depth.

The Company also has an option to purchase a 100% interest in the Mogollon Property that is a high grade underground silver and gold property in New Mexico. The Mogollon formerly produced 17 million ounces silver and 305,000 ounces gold with a potential of several million tons of similar mineralization.

For further information, one can visit the Company's web site at [www.oneworldminerals.ca](http://www.oneworldminerals.ca) or email [info@oneworldminerals.ca](mailto:info@oneworldminerals.ca)

On behalf of the Board of Directors of One World Minerals Inc.

"Doug Fulcher"

Doug Fulcher, CEO and President

#### **For additional information contact:**

[steve@oneworldminerals.com](mailto:steve@oneworldminerals.com)

*This press release contains forward-looking statements that involve various risks and uncertainties regarding future events. Such forward-looking statements can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Company, such as statements about the Offering, including the anticipated allocation of the net proceeds of the Offering and the anticipated payment of the finder's fee. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking statements, including: (i) adverse market conditions; or (ii) the inability of the Company to complete the Offering at all or on the terms announced. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking statements are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, the Company does not intend to update these forward-looking statements.*

*The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.*

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