

**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)

November 09, 2017

Item 3. News Release

The Company’s news release dated November 09, 2017 was disseminated in Canada only by Newsfile Corp. after market close on November 09, 2017.

Item 4. Summary of Material Change

On November 09, 2017, the Company announced that the previous non-brokered private placement it announced on August 11, 2017 will be replaced with a non-brokered private placement of up to 10,000,000 units (the “Units”) at a price of \$0.15 per Unit for gross proceeds of up to \$1,500,000. All funds are stated in Canadian dollars. Each Unit will consist of one common share in the capital of the Company and one non-transferable common share purchase warrant. Each Warrant will entitle the holder to acquire one additional Share, at a price of \$0.20 per Warrant Share for a period of 24 months from the closing of the Offering. The Company also announced the granting of 1,100,000 incentive stock options at a price of \$0.20 per common share.

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 November 10, 2017.

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

ONE WORLD MINERALS INC. ANNOUNCES PRIVATE PLACEMENT

Vancouver, BC, November 9, 2017 - One World Minerals Inc. (CSE:OWM) (the “**Company**”) today announces that the previous non-brokered private placement it announced on August 11, 2017 will be replaced with a non-brokered private placement of up to 10,000,000 units (the “**Units**”) at a price of \$0.15 per Unit for gross proceeds of up to \$1,500,000 (the “**Offering**”). All funds are stated in Canadian dollars.

Each Unit will consist 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 \$0.20 per Warrant Share for a period of 24 months from the closing of the Offering.

There is no minimum number of Units 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: Salar del Diablo Property (formerly Rico Lito) pre-drilling program \$442,000; Salar del Diablo Property drilling program \$450,000; 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 August 11, 2017, non-brokered private placement was previous non-brokered private placement of up to 6,000,000 units at a price of \$0.25 per Unit for gross proceeds of up to \$1,500,000. Each unit consisted of one common share in the capital of the Company and one non-transferable common share purchase warrant. Each warrant entitled the holder thereof to acquire one additional share, at a price of \$0.50 per warrant share for a period of 24 months from the closing of the 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 November 9, 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 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.

Stock Options

The Company has granted incentive stock options to two consultants of the Company to purchase up to 1,100,000 common shares of the Company at a price of \$0.20 per common share. Six hundred thousand (600,000) of the stock purchase options are exercisable on or before December 01, 2018 with 200,000 vesting on November 30, 2017, another 200,000 vesting on December 18, 2017 and the remaining balance of 200,000 vesting on January 31, 2018. Five hundred thousand (500,000) of the stock purchase options are exercisable on or before December 01, 2018 with 200,000 being fully vested and the remaining balance of 300,000 vesting on March 31, 2018.

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 July 28, 2017, the Company closed its previously announced option and joint venture agreement up to a 90% interest in the Salar del Diablo 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 or email 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:

Contact: Peter Sanders at volsand@gmail.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.
