

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

1. Name and Address of Company

Mineworx Technologies Ltd. (“**Mineworx**” or the “**Corporation**”)
Suite 1000, Livingston Place West
250 2nd Street SW, Calgary, AB T2P 0C1

2. Date of Material Change

January 17, 2022

3. News Release

A press release was disseminated on January 17, 2022 via Globe Newswire.

4. Summary of Material Change

Mineworx announces it has signed a letter of intent to sell the Cehegin Iron Ore property.

5. Full Description of Material Change

5.1 Full Description of Material Change

Edmonton, Alberta, January 17, 2022 — **Mineworx Technologies Ltd.**, (the “**Company**” or “**Mineworx**”) (TSXV: MWX) (OTCQB: MWXRF) (FSE: YRS WKN: A2DSW3) announces that it has signed a letter of intent to sell the Cehegin Iron Ore Asset in Spain at a valuation of \$20,000,000 CDN.

The transaction will have Mineworx receive shares of “NewCo”, a newly formed public company, in which Mineworx proposes to distribute the majority of these shares to Company shareholders as a tax-free return of capital dividend to be distributed upon the listing of NewCo on a Canadian Exchange.

Greg Pendura, President and CEO stated, “We are excited to announce this transaction as we feel it provides great current value to our shareholders who also get to participate in the future development of the Cehegin property while Mineworx will be focused on commercializing its CleanTech in the catalytic converter market. We believe the management of NewCo will bring great value and expertise in further monetizing the Cehegin asset moving forward.”

The transaction is contingent on the completion of the due diligence process and the Company obtaining certain regulatory and shareholder approvals. The Company will be providing more comprehensive information regarding the proposed transaction when the definitive agreement has been signed.

6. 5.2 Disclosure for Restructuring Transactions

Not Applicable

7. Reliance on Section 7.1(2) of National Instrument 51-102

Not Applicable

8. Omitted Information

Not Applicable

9. Executive Officer

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Greg Pendura, President and CEO
780-800-0726
greg@mineworx.net

10. Date of Report

January 17, 2022