

**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

September 15, 2022

3. News Release

A press release was disseminated on September 15, 2022 via Globe Newswire.

4. Summary of Material Change

Mineworx completes rights offering.

5. Full Description of Material Change

5.1 Full Description of Material Change

Mineworx has successfully completed the previously announced rights offering (the “**Offering**”), subject to final approval of the TSX Venture Exchange (“**TSX Venture**”). The Offering was over-subscribed and at closing, Mineworx issued 347,178,581 common shares of the Corporation (each a “**Common Share**”) at a price of \$0.015 per Common Share, raising total gross proceeds of approximately \$5,207,678.

A total of 227,871,889 Common Shares were issued under the basic subscription privilege and an additional 119,306,692 Common Shares were issued under the additional subscription privilege. As of the closing date, 694,357,162 Common Shares of Mineworx are issued and outstanding. To the knowledge of Mineworx, after reasonable inquiry, no person that was not an insider of Mineworx became an insider as a result of the distribution under the Offering.

Mineworx intends to use the available funds from the Offering for the purposes identified in the rights offering circular of Mineworx dated July 8, 2022. However, there may be circumstances where a reallocation of the available funds may be necessary. Mineworx will reallocate funds only for sound business reasons.

Mineworx also intends to proceed with the proposed share consolidation, as described in its July 8, 2022 news release, and will provide a further update shortly.

Forward Looking Statements:

This material change report contains “forward-looking information” within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact,

included herein are forward-looking information. In particular, this material change report contains forward-looking information regarding: the Offering, the potential use of proceeds. There can be no assurance that such forward-looking information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such forward-looking information. This forward-looking information reflects Mineworx's current beliefs and is based on information currently available to Mineworx and on assumptions Mineworx believes are reasonable. These assumptions include, but are not limited to: the underlying value of Mineworx and its Common Shares; TSX Venture Exchange final approval of the Offering; Mineworx's general and administrative costs remaining constant; and the market acceptance of Mineworx's business strategy. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Mineworx to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: general business, economic, competitive, political and social uncertainties; general capital market conditions and market prices for securities; delay or failure to receive board or regulatory approvals; the actual results of future operations; competition; changes in legislation, including environmental legislation, affecting Mineworx; the timing and availability of external financing on acceptable terms; and lack of qualified, skilled labour or loss of key individuals. A description of additional risk factors that may cause actual results to differ materially from forward-looking information can be found in Mineworx's disclosure documents on the SEDAR website at www.sedar.com. Although Mineworx has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Readers are cautioned that the foregoing list of factors is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Forward-looking information contained in this news release is expressly qualified by this cautionary statement. The forward-looking information contained in this news release represents the expectations of Mineworx as of the date of this news release and, accordingly, is subject to change after such date. However, Mineworx expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not Applicable

7. Omitted Information

Not Applicable

8. 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

9. Date of Report

September 15, 2022