

**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 20, 2022

3. News Release

A press release was disseminated on September 16, 2022 via Globe Newswire.

4. Summary of Material Change

Effective on Tuesday, September 20, 2022, Mineworx will complete the consolidation of its Common Shares on the basis of 2 pre-Consolidation Common Shares for 1 post-Consolidation Common Share.

5. Full Description of Material Change

5.1 Full Description of Material Change

Effective on Tuesday, September 20, 2022, the Corporation will complete the consolidation (the “**Consolidation**”) of its Common Shares on the basis of 2 pre-Consolidation Common Shares for 1 post-Consolidation Common Share, subject to regulatory approval, including approval of the TSX Venture Exchange (“**TSX Venture**”). Where the exchange results in a fractional share, the number of Common Shares will be rounded up to the next greater whole number of Common Shares if the fractional entitlement is equal to or greater than 0.5 and shall, without any additional compensation, be rounded down to the next lesser whole number of Common Shares if the fractional entitlement is less than 0.5 and, in calculating such fractional interests, all Common Shares registered in the name of and held by such Shareholder shall be aggregated. Shareholder approval of the Consolidation was obtained at the annual general and special shareholders meeting held on July 27, 2022. A new CUSIP number of 603465303 replaces the old CUSIP number of 603465204, to distinguish between the pre- and post- consolidated Common Shares. The Corporation’s name and trading symbol will remain unchanged.

The Consolidation is being conducted on a “push-out” basis. Shareholders of the Corporation, with or without a physical share certificate, do not need to take any action with respect to the Consolidation. DRS statements for the post-Consolidation Common Shares will be mailed on or about September 20, 2022. Existing share certificates will be cancelled.

Commencing at the opening of trading on Tuesday, September 20, 2022, the Common Shares of the Corporation will trade on a post-Consolidation basis on the TSX Venture. Following

the completion of the Consolidation, there are expected to be 347,178,581 post-Consolidation Common Shares outstanding.

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 Consolidation. 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 Consolidation; 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 20, 2022