

FORM 51-102F3

**Material Change Report
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

1. Name and Address of Company:

Inexco Mining Corp.
Suite 1330, 1075 West Georgia Street
Vancouver, British Columbia
V6E 3C9

(the "Company")

2. Date of Material Change:

September 23, 2014

3. News Release:

A news release was disseminated on September 23, 2014 and was subsequently filed on SEDAR.

4. Summary of Material Change:

The Company announced that it has entered into a letter agreement with Worldwide Marijuana Inc. ("WMI") relating to the acquisition of WMI, a private corporation involved in the medical marijuana business. This transaction will be effected through an exchange of securities with all of the shareholders of WMI (the "Transaction"). On the closing of the Transaction the Company will assume the name "Worldwide Marijuana Inc."

Concurrent with the acquisition, the Company intends to complete a private placement of 5,000,000 units (the "Units") at a price of \$0.55 per Unit to raise aggregate gross proceeds of \$2,750,000.

5. Full Description of Material Change:

See attached News Release.

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

Craig Engelsman, President, Chief Executive Officer and Director

Telephone: (604) 783-0499

9. Date of Report:

September 23, 2014

INEXCO MINING CORP.

SUITE 1330, 1075 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA
V6E 3C9

Telephone: (604) 783-0499

NEWS RELEASE

INEXCO ANNOUNCES PROPOSED ACQUISITION OF WORLDWIDE MARIJUANA INC.

September 23, 2014

INEXCO MINING CORP. (the “Company”) (CSE: “IMC”) is pleased to announce that it has entered into a letter agreement with Worldwide Marijuana Inc. (“WMI”) relating to the acquisition of WMI, a private corporation involved in the medical marijuana business (the “Acquisition”). This transaction will be effected through an exchange of securities with all of the shareholders of WMI (the “Transaction”). On the closing of the Transaction the Company will assume the name “Worldwide Marijuana Inc.” and will have approximately 23 million shares issued and outstanding including the shares issued to acquire WMI and the financing referred to below.

Concurrently with the Acquisition, the Company intends to complete a private placement of 5,000,000 units (the “Units”) at a price of \$0.55 per Unit to raise aggregate gross proceeds of \$2,750,000 (the “Private Placement”). Each Unit will consist of one common share in the capital of the Company and one transferable share purchase warrant (“Warrant”). Each Warrant will entitle the holder thereof to acquire one common share at a price of \$0.75 per share for a period of two years from the date of issuance. The net proceeds from the Private Placement will be used by the resulting issuer to fund its business plan, the expenses of the Transaction and general working capital and for corporate purposes.

A finder’s fee consisting of common shares will be issued to an arm’s length third party in connection with the Acquisition.

The Acquisition is an arm’s length transaction.

The completion of the Transaction is subject to certain conditions precedent, including, but not limited to, the completion of a satisfactory due diligence review by the Company of WMI, its financial condition, business, operations and assets, the execution of a definitive agreement, approval of the shareholders of both the Company and WMI, CSE approval, and completion of the Private Placement.

WMI has secured the right to purchase a 46,000 square foot building in Trail, BC for \$2.2 million that will be suitable to build out as a site to grow, produce and sell medical marijuana. The building was recently appraised at \$6.4 million and includes a substantial amount of equipment that will be useful in running a medical marijuana production facility. The building is on 17 acres and is approved for an additional 28,000 foot expansion. WMI is also in the process of negotiating with various companies that are in the process of obtaining the final approval from

Health Canada, to be granted their Licence to Produce status. WMI intends to either: (i) acquire an existing company that has a ready to build permit issued from Health Canada and use that permit in the Trail facility; or (ii) submit its own application to become a licensed producer at the Trail facility.

WMI aims to become a leader in the safe and legally regulated medical marijuana environment in which businesses and patients can meet their goals and needs. WMI's objective is to be the predominant producer of medical marijuana through the facilities licensed by Health Canada while focusing on connecting patients with the businesses that can meet their healthcare needs.

In conjunction with one of its shareholders, WMI is researching innovative uses of medical marijuana in patient treatment plans and is researching and assessing a number of additional pain management and medicinal products with a view to enabling WMI to deliver the best in patient care.

Craig Engelsman, President and CEO of Inexco said: "We are very pleased to have entered into this agreement with WMI and believe it will provide our shareholders with significant leverage in a new federally approved industry."

About the Company

Further information about the Company is available under its profile on the SEDAR website www.sedar.com and on the CSE website www.thecse.ca.

ON BEHALF OF THE BOARD OF DIRECTORS

s/ "Craig Engelsman"

Craig Engelsman,
President and Chief Executive Officer

THE CANADIAN SECURITIES EXCHANGE HAS NOT REVIEWED, NOR APPROVED OR DISAPPROVED THE CONTENT OF THIS PRESS RELEASE.

FORWARD LOOKING INFORMATION

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this press release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release includes information relating to the Acquisition (including the structure of the Acquisition), the Transaction (including shareholder approval and other terms), the Private Placement (including its completion and the use of proceeds from the Private Placement), the directors and management of the resulting issuer upon completion of the Transaction, and the implementation of WMI's business plan. Such statements and information reflect the current view of the Company with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information. The forward-looking information in this release is made as of the date hereof and, except as required under applicable securities legislation, the Company assumes no obligation to update or revise such information to reflect new events or circumstances.