

RIGHTS OFFERING NOTICE

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States. This rights offering notice does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States, and the securities offered herein may not be offered or sold in or into the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws, or pursuant to an exemption from such registration requirements. “United States” and “U.S. person” are as defined in Regulation S under the U.S. Securities Act.



Mineworx Technologies Ltd. (“Mineworx” or the “Corporation”) (TSX-V: (TSXV: MWX, OTCQB: WXRf, FSE: YRS WKN: A2DSW3)

NOTICE TO SECURITY HOLDERS – JANUARY 22, 2021

References in this notice to “we”, “our”, “us” and similar terms means Mineworx. Reference in this notice to “you”, “your” and similar terms mean the holders of common shares in the capital of Mineworx. Unless otherwise indicated, references herein to “\$” or “dollars” are to Canadian dollars.

We currently have sufficient working capital to last 4.5 months. We require 14.7% of the offering to last 12 months.

WHO CAN PARTICIPATE IN THE OFFERING?

Mineworx is issuing to the holders (the “**Shareholders**”) of its outstanding common shares (the “**Common Shares**”) of record at the close of business on January 28, 2021 (the “**Record Date**”) an aggregate of 322,765,080 transferable rights (each, a “**Right**”) to subscribe for an aggregate of 322,765,080 Common Shares on the terms set forth herein (the “**Offering**”).

WHO IS ELIGIBLE TO RECEIVE RIGHTS?

The Rights are being offered only to Shareholders (the “**Eligible Holders**”): (i) resident in each province and territory of Canada (the “**Eligible Jurisdictions**”), and (ii) who have satisfied the requirements set forth below under “*Shareholders Requiring Exemptions*” for those Shareholders who are resident outside of the Eligible Jurisdictions. Shareholders will be presumed to be resident of the place shown on their registered address, unless the contrary is shown to our satisfaction.

Shareholders Requiring Exemptions

This notice is not to be construed as an offering of the Rights, nor are the Common Shares issuable upon exercise of the Rights being offered, for sale to Shareholders in any jurisdiction outside of the Eligible Jurisdictions (such persons being referred to as “**Shareholders Requiring Exemptions**”). Instead, Shareholders Requiring Exemptions will receive a letter describing how such Shareholders may participate in the Offering, and those Shareholders Requiring Exemptions who are able to demonstrate their eligibility to participate in the Offering by providing a duly completed Exempt Purchaser Status Certificate (as is

included in such letter) or by providing other evidence satisfactory to the Corporation, may participate on the same terms and conditions as applicable to Eligible Holders.

HOW MANY RIGHTS ARE WE OFFERING?

We are offering a total of 322,765,080 Rights to purchase 322,765,080 Common Shares pursuant to the Offering.

HOW MANY RIGHTS WILL YOU RECEIVE?

Each Eligible Holder will receive one (1) Right for every one (1) Common Share held as of the Record Date.

WHAT DOES ONE RIGHT ENTITLE YOU TO RECEIVE?

One (1) Right will entitle the holder thereof to subscribe for one (1) Common Share at a subscription price of \$0.015 per Common Share (the “**Subscription Price**”) until 5:00 p.m. (Toronto time) on March 8, 2021 (the “**Basic Subscription Privilege**”).

Any Eligible Holder who exercises all of their Rights under the Basic Subscription Privilege will also have the additional privilege of subscribing *pro rata* for additional Common Shares not otherwise purchased, if any, pursuant to the Basic Subscription Privilege, at the Subscription Price (the “**Additional Subscription Privilege**”).

HOW WILL YOU RECEIVE YOUR RIGHTS?

Registered Eligible Holders - If you are a registered holder of Common Shares, a certificate (the “**Rights Certificate**”) representing the total number of Rights which you are entitled to as at the Record Date is enclosed with this notice. Please review the Rights Certificate and the detailed provisions of the rights offering circular in respect of the Rights dated January 22, 2021 (the “**Circular**”), for instructions as to how to exercise your Rights.

Beneficial Eligible Holders - You are a beneficial holder of Common Shares if you hold your shares through a securities broker or dealer, bank or trust company or other participant (a “**CDS Participant**”) in the book-based system administered by CDS Clearing and Depository Services Inc. (“**CDS**”). The total number of Rights to which all beneficial Eligible Holders as at the Record Date are entitled will be issued to and deposited with CDS following the Record Date. If you are a beneficial Eligible Holder, we expect you will receive a confirmation of the number of Rights issued to you from the applicable CDS Participant in accordance with the practices and procedures of that CDS Participant. CDS will be responsible for establishing and maintaining book-entry accounts for CDS Participants holding Rights.

Holders not resident in the Eligible Jurisdictions - Shareholders who are not resident in the Eligible Jurisdictions may still be eligible to participate in the Offering on the terms and subject to the conditions set forth in the “Notice to U.S. Shareholders Requiring Exemptions To Participate In Offering” accompanying this notice (in the case of Shareholders who are resident in the United States) and in the “Notice to International Shareholders Requiring Exemptions to Participate in Offering” (in the case of Shareholders who are residents of an international jurisdiction that is outside of the Eligible Jurisdictions and the United States) accompanying this notice. Disclosure and other procedures outlined herein and in the Circular applicable to Eligible Holders in Canada will also apply to those Shareholders Requiring Exemptions who are able to satisfy the requirements set out in the “Notice to U.S. Shareholders Requiring

Exemptions To Participate In Offering” and in the “Notice to International Shareholders Requiring Exemptions to Participate in Offering” (as applicable) to the satisfaction of the Corporation.

WHEN AND HOW CAN YOU EXERCISE YOUR RIGHTS?

The Rights may be exercised until 5:00 p.m. (Toronto time) on March 8, 2021 (the “**Expiry Time**”). Rights not exercised at or before the Expiry Time will be void and of no value.

If you are a registered Eligible Holder who receives a Rights Certificate, you can exercise your Basic Subscription Privilege and Additional Subscription Privilege (if desired) by completing the appropriate form(s) on your Rights Certificate and delivering the completed Rights Certificate, together with payment in full of the Subscription Price for each Common Share subscribed for, to “Computershare Investor Services Inc.”, the rights agent, at or before the Expiry Time:

By Hand Delivery or Courier:

Computershare Investor Services Inc.
8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
Attention: Corporate Actions

By Mail:

Computershare Investor Services Inc.
P.O. Box 7021
31 Adelaide Street East
Toronto, Ontario M5C 3H2
Attention: Corporate Actions

Computershare Investor Services Inc. can be reached at 1-800-564-6253.

Please see the Circular and your Rights Certificate for further information.

If you are a beneficial Eligible Holder and hold your Rights through a CDS Participant, you must arrange any and all exercises, transfers or purchases of Rights through your CDS Participant on or before the Expiry Time or such earlier time as required by your CDS Participant. We expect that each beneficial Eligible Holder will receive a customer confirmation of issuance or purchase, as applicable, from their CDS Participant through which the Rights are issued in accordance with the practices and policies of such CDS Participant. Please see the Circular for further information. In addition, beneficial Eligible Shareholders should contact their particular CDS Participant for complete details on how to exercise their Rights.

Subscriptions for Common Shares made in connection with the Offering will be irrevocable and subscribers will be unable to withdraw their subscriptions for Common Shares once submitted.

WHAT ARE THE NEXT STEPS?

This notice contains key information you should know about Mineworx. You can find more details in Mineworx’s rights offering circular dated January 22, 2021. To obtain a copy, visit Mineworx's profile on the SEDAR website at www.sedar.com, visit www.mineworx.net, ask your dealer representative for a copy or contact Shiela Ginn at shiela@mineworx.net. You should read the rights offering circular, along with Mineworx's continuous disclosure record, to make an informed decision.

DATED January 22, 2021

(signed) “Greg Pendura”

Greg Pendura
President and Chief Executive Officer
Mineworx Technologies Ltd.