

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **MGX Minerals Inc.** (the “Issuer”).

Trading Symbol: **XMG**

Date: **March 5, 2019**

1. New Options Granted:

Date of Grant: **March 5, 2019**

Name of Optionee		Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Directors/Officers	Jared Lazerson	Yes	2,000,000	\$0.39	March 5, 2021	1,000,000
	Andris Kikauka	Yes	250,000	\$0.39	March 5, 2021	300,000
	Lyndon Patrick	Yes	250,000	\$0.39	March 5, 2021	400,000
	Michael Reimann	Yes	250,000	\$0.39	March 5, 2021	300,000
	Chris Wolfenberg	Yes	250,000	\$0.39	March 5, 2021	300,000
Consultants		No	825,000	\$0.39	March 5, 2021	300,000
			3,825,000			

Total Number of optioned shares proposed for acceptance: **3,825,000**

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price (\$)	Original Date of Grant	Expiry Date
Consultant	200,000	1.25	March 3, 2017	March 3, 2020
Consultant	100,000	1.42	March 21, 2017	March 21, 2019
Consultant	1,300,000	1.06	June 12, 2017	June 12, 2020
Consultants	200,000	1.06	June 12, 2017	June 12, 2019
Consultants	200,000	0.90	June 30, 2017	June 30, 2019
Consultant	500,000	0.95	August 1, 2017	August 1, 2020
Consultants	200,000	0.96	November 2, 2017	November 2, 2019
Directors/Officers	2,300,000	0.89	April 30, 2018	April 30, 2021
Consultants	1,800,000	0.89	April 30, 2018	April 30, 2021
Consultants	1,000,000	0.80	August 31, 2018	August 31, 2021
Consultant	1,500,000	0.72	October 23, 2018	October 23, 2021
Total	9,300,000			

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

No shareholder approval was required.

- (b) State the date of the news release announcing the grant of options.

Not applicable.

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

139,944,597 common shares.

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

Following the grant, 10,325,000 common shares of the Issuer will be optioned under the Issuer's Stock Option Plan, representing 7.38% of the 139,944,597 issued and outstanding common shares.

Following the grant, 2,800,000 common shares of the Issuer remain optioned outside of the Issuer's Stock Option Plan, representing 2.00% of the 139,944,597 issued and outstanding common shares.

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

Following the grant, 3,669,459 common shares will remain reserved for issuance on exercise of options under the Stock Option Plan, representing 2.62% of the 139,944,597 issued and outstanding common shares.

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

There are no proposed material changes.

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4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated March 5, 2019.

Jared Lazerson

Name of Director or Senior
Officer

/s/ Jared Lazerson

Signature

President and CEO

Official Capacity