

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

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

Trading Symbol: **XMG**

Date: **May 16, 2018**

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: **N/A**

Issued and Outstanding Securities of Issuer Prior to Issuance: **105,516,777**

Date of News Release Announcing Private Placement: **N/A**

Closing Market Price on Day Preceding the Issuance of the News Release: **N/A**

1. **Private Placement – N/A**

2. **Acquisition:**

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **The Issuer entered into a purchase and sale agreement (the “Agreement”) with Andris Kikauka and Glen Rodgers (collectively, the “Vendors”) to acquire up to a 100% interest of the Gibraltar Claims located in the Golden Mining Division in exchange for the issuance of an aggregate of 100,000 common shares of the Issuer to the Vendors.**
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: **The Agreement was entered into on April 26, 2018 between the Issuer and the Vendors. Glen Rodgers is a non-related party to the Issuer and Andris Kikauka is a related party to the Issuer.**
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: **\$84,000.00**
- (b) Cash: **N/A**
- (c) Securities (including options, warrants etc.) and dollar value: **100,000 common shares with a market value of CAD\$84,000.00, based on a deemed price per common share of \$0.84.**
- (d) Other: **N/A**
- (e) Expiry date of options, warrants, etc. if any: **N/A**
- (f) Exercise price of options, warrants, etc. if any: **N/A**
- (g) Work commitments: **N/A**
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). **Andris Kikauka disclosed his interest as a 50% owner of the Gibraltar Claims to the Issuer's board of directors and has abstained from any decisions made on the Issuer's behalf concerning the transaction. The purchase price was negotiated by the Issuer based on an assessment of the fair market value of the assets acquired.**
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **N/A**
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Andris Kikauka	50,000 Common Shares	0.84	N/A	NI 45-106 s. 2.13	458,000	Related Party
Glen Rodgers	50,000 Common Shares	0.84	N/A	NI 45-106 s. 2.13	25,000	Non Related Party

(1)Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **The Issuer has conducted a review of title documents.**
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): **N/A**
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
 - (b) Cash
 - (c) Securities:
 - (d) Other
 - (e) Expiry date of any options, warrants etc.
 - (f) Exercise price of any options, warrants etc.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

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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 on behalf of the Issuer.
2. As of the date hereof there is not 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 CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated May 16, 2018.

Jared Lazerson
Name of Director or Senior
Officer

/s/ Jared Lazerson
Signature

Director & CEO
Official Capacity