

## 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: **June 22, 2018**

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices:

Issued and Outstanding Securities of Issuer Prior to Issuance: **108,168,665**

Date of News Release Announcing Private Placement: **June 5, 2018**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$1.36**

#### **1. Private Placement**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
<b>Parkwood Limited Partnership Fund</b> Toronto, ON	3,000,000 non flow through units (“NFT Units”)	1.10	1.20	NI 45-106 s. 2.3	887,500	June 12, 2018	Not an insider
<b>Samara Fund LP</b> Toronto, ON	3,000,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	1,237,500	June 12, 2018	Not an insider
<b>Edward Svoboda</b> Scarborough, ON	100,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	300,000	DAP	Not an insider
<b>Kasi Sethu Raman</b> Scarborough, ON	250,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	2,700,000	DAP	Not an insider

#### **FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

December 2016

Page 1

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
<b>Andrew Lindzon</b> Toronto, ON	100,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	210,500	DAP	Not an insider
<b>Dr. Christopher Man</b> Vancouver, BC	33,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Michael Frank</b> Thornhill, ON	155,500 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>2379388 Ontario Ltd.</b> United Kingdom	35,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	25,000	DAP	Not an insider
<b>Stephan Bogner</b> Switzerland	75,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	50,000	DAP	Not an insider
<b>Paul Reiner</b> Vancouver, BC	10,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Nolan Jaret Forman</b> Surrey, BC	15,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Scott Rees</b> Vancouver, BC	23,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	25,750	DAP	Not an insider
<b>Gerardus M.M. op de Weegh</b> Aruba	10,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	June 7, 2018	Not an insider
<b>Alfred Chan</b> Brampton, ON	30,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	460,000	June 8, 2018	Not an insider

---

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
<b>Philomena L Chan</b> Brampton, ON	35,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	255,000	June 8, 2018	Not an insider
<b>Nils Hallstrom</b> Sweden	10,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	8,000	June 8, 2018	Not an insider
<b>Claudio Locatelli</b> Austria	100,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	50,000	June 8, 2018	Not an insider
<b>Andrew Cumming</b> Toronto, ON	400,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	1,100,000	June 7, 2018	Not an insider
<b>Ronald Watt</b> Burnaby, BC	100,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	June 12, 2018	Not an insider
<b>Peter Henderson</b> Salmon Arm, BC	20,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	June 15, 2018	Not an insider
<b>Gurmakh And Jasbinder Sehota</b> Richmond Hill, ON	300,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	2,555,554	DAP	Not an insider
<b>Robert Hirschberg</b> Maple, ON	300,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	3,100,000	DAP	Not an insider
<b>David Di Giulio</b> Toronto, ON	100,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	388,500	June 10, 2018	Not an insider
<b>Lance Arneson</b> Fort McMurray, AB	45,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	June 18, 2018	Not an insider

---

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
<b>Justin Doria</b> King City, ON	20,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	215,000	June 18, 2018	Not an insider
<b>Karen Gillis</b> Cobble Hill, BC	9,090 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	June 15, 2018	Not an insider
<b>Neil Foran</b> Vancouver, BC	2,727 NFT Units	1.10	1.20	NI 45-106 s. 2.5	-	June 15, 2018	Not an insider
<b>Steven Johansen</b> Prince George, BC	30,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	June 19, 2018	Not an insider
<b>Palos Wealth Management Inc.</b> Montreal, QC	50,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	1,160,000	June 20, 2018	Not an insider
<b>Henrik Mikkelsen</b> Switzerland	10,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>David Waite</b> Calgary, AB	25,000 NFT Units	1.10	1.20	NI 45-106 s. 2.3	90,000	June 22, 2018	Not an insider
<b>MRF 2018 Resource LP</b> Calgary, AB	435,000 flow through units ("FT Units")	1.15	1.20	NI 45-106 s. 2.3	-	June 19, 2018	Not an insider
<b>Ngoc Tuan Lam</b> Lery, QC	10,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 5, 2018	Not an insider
<b>Eric Perreault</b> St-Hubert, QC	4,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 7, 2018	Not an insider

---

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
<b>Jean-Pierre Bolduc</b> Laval, QC	10,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 8, 2018	Not an insider
<b>Vincent Goupil</b> Montreal, QC	4,400 FT Units	1.15	1.20	NI 45-106 s. 2.3	3,500	June 5, 2018	Not an insider
<b>Melanie Poissant</b> Montreal, QC	4,400 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 6, 2018	Not an insider
<b>Jihad Ghoussoub</b> Montreal, QC	13,043 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 5, 2018	Not an insider
<b>Charles-Olivier Tarte</b> Prevost, QC	15,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 5, 2018	Not an insider
<b>Gilbert Dunberry</b> Brossard, QC	10,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 4, 2018	Not an insider
<b>Jean-Francois LeFebvre</b> Montreal, QC	15,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 5, 2018	Not an insider
<b>Jean-Jacques Lajoie</b> Candiac, QC	5,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 13, 2018	Not an insider
<b>Normand Bourque</b> Lorraine, QC	15,217 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 8, 2018	Not an insider
<b>Martin Raymond</b> La Prairie, QC	9,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 18, 2018	Not an insider

---

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
<b>Miguel Valero</b> Boucherville, QC	25,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 18, 2018	Not an insider
<b>Bertrand Gonthier</b> La Prairie, QC	4,300 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 18, 2018	Not an insider
<b>Francois Bellavance-Lecompte</b> Montreal, QC	15,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 15, 2018	Not an insider
<b>John Truffault</b> Hampstead, QC	4,500 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 18, 2018	Not an insider
<b>Francois Garnier</b> Outremont, QC	4,350 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 18, 2018	Not an insider
<b>Ghislain Pepin</b> Pincourt, QC	9,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 19, 2018	Not an insider
<b>Marcel-Etienne Blouin</b> Montreal, QC	4,400 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 8, 2018	Not an insider
<b>Martin Corbeil</b> Mon-Royal, QC	30,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 22, 2018	Not an insider
<b>Steeve Neron</b> Chicoutimi, QC	6,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	5,000	June 11, 2018	Not an insider
<b>Eric Allard</b> Chicoutimi, QC	6,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 8, 2018	Not an insider

---

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
<b>Maryse Turcotte</b> Drummondville, QC	9,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	3,500	June 11, 2018	Not an insider
<b>Michael Nepton</b> Jonquiere, QC	10,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	5,000	June 18, 2018	Not an insider
<b>Jonathan Girard</b> Quebec, QC	10,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 8, 2018	Not an insider
<b>Eric Rosen</b> East York, ON	18,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	20,000	June 18, 2018	Not an insider
<b>Sprott Asset Management LP</b> Toronto, ON	1,300,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	3,385,286	DAP	Not an insider
<b>First Canadian Securities 2018 Short Term Super Flow Through Limited Partnership</b> Laval, QC	174,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>First Canadian Securities 2018 Quebec Short Term Super Flow Through Limited Partnership</b> Laval, QC	46,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Brian Bressler</b> Vancouver, BC	68,427 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider

---

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

<b>Full Name &amp; Residential Address of Placee</b>	<b>Number of Securities Purchased or to be Purchased</b>	<b>Purchase price per Security (CDN\$)</b>	<b>Conversion Price (if Applicable)</b>	<b>Prospectus Exemption</b>	<b>No. of Securities, directly or indirectly, Owned, Controlled or Directed</b>	<b>Payment Date</b>	<b>Describe relationship to Issuer</b>
<b>Christina Anthony</b> Vancouver, BC	68,427 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Jonathan Leipsic</b> Vancouver, BC	68,427 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Christopher J. Andison</b> Vancouver, BC	68,427 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Morris Ergas</b> Vancouver, BC	68,427 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Arnold Silber</b> Vancouver, BC	85,696 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Roy Hessel</b> Vancouver, BC	943,674 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>David Richardson</b> Vancouver, BC	869,566 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Mars Koo</b> Vancouver, BC	86,957 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Laurie Case</b> Burnaby, BC	217,392 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>James Case</b> Burnaby, BC	217,392 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider

---

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**



Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
<b>Carl Head</b> Nanoose Bay, BC	434,783 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	DAP	Not an insider
<b>Nicholas Shinder</b> Westmount, QC	10,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	15,000	June 20, 2018	Not an insider
<b>Thierry Tremblay</b> Saint-Lambert, QC	10,000 FT Units	1.15	1.20	NI 45-106 s. 2.3	-	June 19, 2018	Not an insider
<b>TOTAL</b>	5,443,205 FT Units; and 8,393,317 NFT Units						

- Total amount of funds to be raised: **\$15,492,334.45**
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

**The flow through unit proceeds will be used to incur Canadian exploration expenses on the Issuer's properties and such expenses will be considered "expenses" as described in paragraphs (a) – (d) of the definition of "flow-through mining expenditure" in subsection 127(9) of the *Income Tax Act* (Canada).**

**The non flow through financing proceeds are expected to be used for advancement of the Issuer's lithium and magnesium assets, including continued investment into extraction equipment and PurLucid, property payments and additional acquisitions, engineering studies, permitting activities, and for general working capital.**

- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A**
- If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.

5. Description of securities to be issued:
- (a) Class
    - 1) **Flow through units (the “FT Units” and each a “FT Unit”). A FT Unit consists of one flow-through common share and one-half of one common share purchase warrant (each whole warrant a “FT Warrant”)**
    - 2) **Non flow through units (the “NFT Units” and each an “NFT Unit”). An NFT Unit consists of one non flow through common share and one common share purchase warrant (a “NFT Warrant”)**
  - (b) Number
    - 1) **5,443,205 FT Units**
    - 2) **8,393,317 NFT Units**
  - (c) Price per security
    - FT Units - \$1.15**
    - NFT Units - \$1.10**
  - (d) Voting rights **Yes**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number
    - 2,721,601 FT Warrants, 8,393,317 NFT Warrants**
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **11,114,918 common shares upon exercise of all warrants**
  - (c) Exercise price **\$1.20**
  - (d) Expiry date **36 months from closing date**
7. Provide the following information if debt securities are to be issued: **N/A**
- (a) Aggregate principal amount
  - (b) Maturity date

- (c) Interest rate
  - (d) Conversion terms
  - (e) Default provisions
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 placement (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (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):

**EMD Financial Inc. ("EMD")  
398 De Maisonneuve Ouest  
Montreal, Quebec  
H3A 1L2**

Cash: **\$1,171,340.76**

Securities: **552,460 Common Shares, 492,600 finder warrants, each warrant being exercisable into one common share at a price of \$1.20, for a period of three years from the closing date.**

Other: **\$50,000 for expenses and fees related to the private placement.**

**Mackie Research Capital Corporation  
199 Bay Street, Suite 4500  
Commerce Court West, Box 368  
Toronto, ON  
M5L 1G2**

Cash: **\$19,800**

Securities: **18,000 finder warrants**

**PI Financial Corp.  
1900 - 666 Burrard Street  
Vancouver, BC  
V6C 3N1**

Cash: **\$3,894**

Securities: **3,540 finder warrants**

**Hampton Securities Limited**  
141 Adelaide St W,  
Toronto, ON M5H 3L5

Cash: **\$6,512**  
Securities: **5,920 finder warrants**

**Canaccord Genuity Corp.**  
2800 – 161 Bay Street  
Toronto, ON M5J 2S1

Cash: **\$17,160**  
Securities: **15,600 finder warrants**

**Questrade Inc.**  
5650 Yonge St., Suite 1700  
Toronto, ON M2M 4G3

Cash: **\$5,280**  
Securities: **4,800 finder warrants**

**Aligned Capital Partners Inc.**  
1001 Champlain Avenue, Suite 300  
Burlington, ON L7L 5Z4

Cash: **\$13,200**  
Securities: **12,000 finder warrants**

State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship

**No.**

9. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

**The Issuer intends to use the proceeds raised from the issuance of flow-through shares to incur Canadian exploration expenses on the Issuer’s properties and such expenses will be considered “expenses” as described in paragraphs (a) – (d) of the definition of “flow-through mining expenditure” in subsection 127(9) of the *Income Tax Act* (Canada).**

10. State whether the private placement will result in a change of control.

**No.**

11. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders **N/A**.
  
12. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102. **Yes**.
  
2. **Acquisition – N/A**

## 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 June 22, 2018.

Jared Lazerson  
Name of Director or Senior  
Officer

/s/ Jared Lazerson  
Signature

Director & CEO  
Official Capacity