

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 Inc. (the "Issuer")**

Trading Symbol: **XMG**

Date: **August 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: **124,365,827**

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

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
Junior Gold Report Inc. Kitchener, ON	77,922 Common Shares	0.77	N/A	NI 45-106 s. 2.24	-	N/A	Not an Insider
CMC Metals Ltd. Vancouver, BC	100,000 Common Shares	0.87	N/A	NI 45-106 s. 2.5	-	N/A	Not an Insider

1. Total amount of funds to be raised: **N/A**

2. 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.

77,922 common shares are being issued to Junior Gold Report Inc. (“JGR”) pursuant to a consulting agreement between the Issuer and JGR whereby the Issuer agreed to issue \$60,000.00 in common shares at a deemed price of \$0.77 per share, the closing price of common shares of the Issuer as at August 15, 2018, as partial payment for JGR’s services.

100,000 common shares are being issued to CMC Metals Ltd. (“CMC) pursuant to a services agreement between the Issuer and CMC whereby the Issuer agreed to pay CMC \$87,000.00 in the form of common shares at a deemed price of \$0.87 per share as partial payment for CMC’s services.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A**
4. 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. **N/A**
5. Description of securities to be issued:
- (a) Class **common shares**
 - (b) Number **177,922**
 - (c) Price per security **A deemed price of \$0.77 per share for the share issuance to JGR, representing the closing price of common shares of the Issuer as of August 15, 2018, with a market value of CAD\$60,000.00.**
A deemed price of \$0.87 per share for the share issuance to CMC
 - (d) Voting rights **One vote per common share held**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: **N/A**
- (a) Number
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options)
 - (c) Exercise price
 - (d) Expiry 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.): **N/A**
- (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):
 - (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, 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**
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). **N/A**
11. State whether the private placement will result in a change of control. **No**
12. 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**
13. 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 August 22, 2018.

Jared Lazerson
Name of Director or Senior Officer

/s/ Jared Lazerson
Signature

Director & CEO
Official Capacity