

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” or the “Company”)**

Trading Symbol: **XMG**

Date: **November 2, 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: **125,619,075**

Date of News Release Announcing Acquisition: **October 9, 2018**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.59**

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 has entered into option agreement with Chilean Lithium Salars Pty Ltd. (“CLSP”) dated October 5, 2018 (the “Agreement”) to acquire 50% of the issued and outstanding shares of CLSP’s fully-owned subsidiary, CLS Chile SpA (“CLS”) (the “Option”), who holds a 100% interest in three prospective lithium exploration projects located in Chile, including Francisco Basin, Laguna Brava and Laguna Escondida Lithium projects (the “Projects”).**

To exercise its Option, the Issuer must complete the following:

- (i) **payment of USD \$500,000 to CLSP within 5 business days of the CSE Exchange Transaction approval (the “Effective Date”), either by (i) issuance of the common shares in the capital of the Company (the “MGX Shares”) to the value of USD \$500,000; or alternatively, at the discretion of CLSP (ii) a cash payment of USD \$100,000 and delivery of MGX Shares to the value of USD \$400,000, based on a 5 day volume weighted average trading price of MGX Shares;**

- (ii) **payment of USD \$500,000 to CLSP in MGX Shares to be paid no later than 12 months from the Effective Date;**
 - (iii) **payment of USD \$500,000 to CLSP in MGX Shares to be paid no later than 20 months from the Effective Date;**
 - (iv) **development and execution of a work program with a minimum expenditure of USD \$2,000,000 in relation to the projects owned by CLS; and**
 - (v) **enter into a shareholders agreement with CLSP to regulate their future relationship as shareholders in CLS, their respective capital contributions in CLS and the governance of CLS.**
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 October 5, 2018 between the Issuer and CLSP. CLSP is a non-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: **CAD \$4,599,700.00 (USD \$3,500,000.00) based on the CAD/USD exchange rate of 0.7609 on October 31, 2018.**
 - (b) Cash: **N/A**
 - (c) Securities (including options, warrants etc.) and dollar value: **see items 1, 2 and 3 in paragraph 2 (1) above.**
 - (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: **USD \$2,000,000 in development of a work program**
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). **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⁾
Chilean Lithium Salars Pty Ltd.	847,870 common shares	0.62	N/A	NI 45-106 s. 2.13	-	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.):
 - (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):

Finder: Grupo Kura SPA (formerly Kura Geoscience SPA)

Address: Marchant Pereira 150, Suite 901, Providencia Santiago

Compensation: Finder's shares equal to CAD \$183,988 (4% of consideration payable under the Agreement, totalling USD \$3,500,000)
 - (b) Cash: **N/A**
 - (c) Securities: **296,754 common shares with a deemed price of \$0.62**

- (d) Other: **N/A**
 - (e) Expiry date of any options, warrants etc.: **N/A**
 - (f) Exercise price of any options, warrants etc. **N/A**
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. **No**
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. **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 November 2, 2018.

Jared Lazerson

Name of Director or Senior
Officer

/s/ Jared Lazerson

Signature

Director & CEO

Official Capacity