

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 15, 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: **127,962,897**

Date of News Release Announcing Acquisition: **November 15, 2018**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.63**

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: **Pursuant to an amended and restated investment agreement dated May 2, 2017 (the “Investment Agreement”) between the Issuer and PurLucid Treatment Solutions (Canada) Inc. (“PurLucid”), the Issuer exercised an option to acquire an additional 5% of PurLucid by issuance of 1,199,198 common shares in the capital of the Issuer in exchange for PurLucid shareholders transferring to the Issuer 1,001,000 Class A common shares in the capital of PurLucid (the “Option”).**

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: **Following the Option, MGX will own 60% of the issued and outstanding PurLucid Shares.**

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: **\$803,462.66**

(b) Cash: **N/A**

- (c) Securities (including options, warrants etc.) and dollar value: **1,199,198 common shares at a deemed price of \$0.67 per share**
- (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). **Arm's length negotiation**
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⁾
Shareholders of PurLucid	1,199,198	\$0.67	-	NI 45-106 s. 2.12	N/A	Not a Related Person

(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 PurLucid's corporate 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. **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 15, 2018.

Jared Lazerson
Name of Director or Senior Officer

/s/ Jared Lazerson
Signature

Director & CEO
Official Capacity