

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

MGX Minerals Inc. (the "Issuer").	XMG
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Date: February 19, 2019

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: 139,069,193 .

Pricing

Date of news release announcing proposed issuance: _____ or

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: _____ or

Day preceding request for price protection: _____

Closing

Number of securities to be issued: 851,650

Issued and outstanding securities following issuance: 139,920,843

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to

listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Quebec	1	\$0.42	\$50,400
California	1	\$0.42	\$105,000
BC	1	\$0.495	49,500
California	2	\$0.495	24,750
Australia	1	\$0.40	132,660
Total number of purchasers:	6		
Total dollar value of distribution in all jurisdictions:			\$362,310.00

Table 1B – Related Persons – N/A

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

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.

The Issuer has agreed to issue 120,000 common shares to MI3 Communications Financières Inc. (“MI3”) pursuant to a debt conversion agreement dated February 5, 2019.

The Issuer has agreed to issue 250,000 common shares to First Apex International (“FAI”) pursuant to a letter of agreement dated August 15, 2018, as partial payment for FAI’s investor relations services.

The Issuer has agreed to issue 50,000 common shares to each of Capital Market Communications Inc., Tres Es Inc. and Aeon Markets Inc. (collectively, the “Consultants”) pursuant to strategic advisory and consulting agreements dated effective December 1, 2018,

The Issuer has agreed to provide payment of USD\$100,000 to Chilean Lithium Salars Pty Ltd. (“CLSP”) (CAD\$132,660 based on the USD/CAD exchange rate of 1.3266 on February 15, 2019) by issuing 331,650 common shares to CLSP pursuant to an option agreement dated October 5, 2018.

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 of the debt agreement(s) or and the agreement to exchange the debt for securities.

The Issuer has agreed to issue 120,000 common shares to MI3 pursuant to a debt conversion agreement dated February 5, 2019. The agreement provides that the Issuer will issue the foregoing shares to MI3 in exchange for the extinguishment and cancellation of an aggregate of \$50,400 in debt incurred by the Issuer to MI3 on account of past due for investor relations services.

5. Description of securities to be issued:

- (a) Class: **Common shares**
- (b) Number: **851,650**
- (c) Price per security: **A deemed price of \$0.42 for the share issuance to MI3 and FAI, based on the closing price of the Issuer’s common shares on February 8, 2019.**

A deemed price of \$0.495 for the share issuance to the Consultants, based on the closing price of the Issuer's common shares on December 3, 2018.

A deemed price of \$0.40 for the share issuance to CLSP, based on the 3 day average trading price from February 13, 2019 to February 15, 2019.

(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, and 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 **N/A**
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 Resale of Securities. **Yes**

Part 2. Acquisition - N/A

Dated February 19, 2019.

Jared Lazerson
Name of Director or Senior
Officer

/s/ Jared Lazerson
Signature

Director & CEO
Official Capacity