

# Form 9

## NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Name of CSE Issuer: **MGX Minerals Inc. (the "Issuer")**

Trading Symbol: **XMG**

Date: **May 25, 2015**

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices:

Issued & Outstanding Securities of Issuer Prior to Issuance: 27,665,692

Date of News Release Announcing Private Placement: May 27, 2015

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.32**

### 1. Private Placement

Full Name & Residential Address of Placee (City & Province)	No. of Securities Purchased or to be Purchased (Options)	Purchase price per Security (CDN\$)	Conversion Price (\$)	Prospectus Exemption	No. of Shares, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
Bridgemark Capital Inc. Suite 800 1199 W Hastings St Vancouver, BC V6Z 2T1	250,000	-	\$0.32	NI 45-106 (s. 2.24)	-	-	Consultant
DeMatties LLC 3432 Denmark Ave. #227 St. Paul, MN 55123	50,000	-	\$0.32	NI 45-106 (s. 2.24)	-	-	Consultant
Danny Matthews 307-1428 W. 6 <sup>th</sup> Ave. Vancouver, BC V6H 4H4	5,000	-	\$0.32	NI 45-106 (s. 2.24)	500	-	Consultant
<b>TOTAL</b>	<b>305,000</b>						

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

5. Description of securities to be issued:
- (a) Class: **N/A**
  - (b) Number: **N/A**
  - (c) Price per security: **N/A**
  - (d) Voting rights: **N/A**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: **305,000**
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **305,000**
  - (c) Exercise price: **\$0.32**
  - (d) Expiry date: **May 25, 2018**
7. Provide the following information if debt securities are to be issued: **N/A.**
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.): **No commission or finder's fee.**
- (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): **N/A.**
  - (b) Cash: **N/A**
  - (c) Securities: **N/A**
  - (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, 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: **No**

**change of control will result from the issuance of the securities reported hereunder.**

13. Each purchaser has been advised of the applicable securities legislation restriction 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 Multilateral Instrument 45-102.

**2. Acquisition**

**Not applicable.**

**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 CSE 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 CSE Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated: **May 25, 2015.**

"Jared Lazerson"  
Jared Lazerson,  
President & Chief Executive Officer