

Form 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

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

Trading Symbol: **XMG**

Date: **June 24, 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: **27,635,733**

Date of News Release Announcing Private Placement: **June 25, 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 (Units)	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
DeMatties LLC 3432 Denmark Ave. #227 St. Paul, MN, USA 55123	50,000	\$0.30	-	NI 46-106 s. 2.12	50,000	June 24, 2015	Arm's Length
TOTAL	50,000						

- Total amount of funds to be raised: **\$15,000 of shares for services.**
- 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 services consisted of developing the Issuer's website.**
- 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.

50,000 shares are issued to DeMatties LLC for his services as VP Exploration, as described in the attached Debt Conversion Agreement.

5. Description of securities to be issued:
 - (a) Class: **Common Shares**
 - (b) Number: **50,000**
 - (c) Price per security: **\$0.30**
 - (d) Voting rights: **Yes**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number: **N/A**
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **N/A**
 - (c) Exercise price: **N/A**
 - (d) Expiry date: **N/A**
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.): **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): **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. **N/A**

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 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

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:

Needles Property

The Issuer entered into a lease agreement on June 15, 2015 to acquire the rights to explore, develop and mine the Needles magnesite deposit ("Needles") located in San Bernardino County, California. The Issuer has the right to lease Needles for up to 100 years, with renewal options occurring every ten years, and by making annualized lease payments (USD) of \$12,000, \$24,000, and \$36,000 in years 1-3 respectively and \$36,000 per annum plus cost of living adjustment thereafter. Additionally, the Company must pay \$5,000 within 30 days of entering into the agreement and issue USD\$10,000 in the Issuer's common shares. The Issuer must incur a minimum of \$350,000 in exploration and development expenditures before June 15, 2018 to maintain the lease. The underlying landowner will retain a 10% net profit interest which may be purchased by the Issuer at any time by making a one-time payment of US\$10 million.

The 41,318 common shares issued to Mike Licata represent USD\$10,000 of the Issuer's common shares at a deemed price of CAD\$0.30 per share as of the date of this form.

Mr. Licata is an arm's length party.

Driftwood Property

On July 7, 2014, the Issuer entered into a purchase and sale agreement with Peter Klewchuck, Andris Kikauka and Glen Rodgers to acquire up to a 100% interest in certain mineral claims located 38 km NE of Brisco, British Columbia (the "Driftwood Mineral Claims"). The Driftwood Mineral Claims consist of three mineral tenures covering an area of 326 hectares and are known to host magnesite mineralization. Pursuant to the agreement and in order to complete the acquisition, the Issuer is

required to perform CAD\$300,000 in exploration and development work on the Driftwood Mineral Claims by July 1, 2017, pay CAD\$50,000 in cash to the vendors by July 1, 2016 and issue 900,000 common shares of the Issuer to the vendors by July 1, 2016 (including 300,000 upon the execution of the agreement), each according to a specific schedule.

The issuance of 100,000 shares to Peter Klewchuck, Andris Kikauka and Glen Rodgers satisfies the required payment of common shares under the scheduled issuance of 900,000 common shares by the Issuer under the Driftwood Mineral Claims agreement.

Mr. Klewchuck and Mr. Rodgers are arm's length parties, while Mr. Kikauka is the VP Exploration of the Issuer.

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:

See the section above entitled "Acquisition".

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:

Driftwood

The share issuance of 300,000 common shares to maintain the Driftwood Mineral Claim agreement has a deemed value of \$90,000.

Needles

The current share issuance of 41,318 common shares to maintain the Needles lease has a deemed value of \$12,395.50.

- (b) Cash: **N/A.**
 - (c) Securities (including options, warrants etc.) and dollar value:
341,318 common shares of the Issuer have a deemed price of \$0.30 per share and a total value of \$102,395.
 - (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).
- The Purchase Price was negotiated between the parties based on current market value.**
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⁾
Mike Licata 538 Lambeth Crt Henderson, Nevada 89014	41,318 common shares	\$0.30	N/A	NI 46-106 s. 2.24	41,318 common shares	Arm's Length
Peter Klewchuk 246 Mowie Street Kimberley, BC V1A 2N8	100,000 common shares	\$0.30	N/A	NI 46-106 s. 2.12	200,000 common shares	Arm's Length
Glen Rodgers Box 215 Cranbrook, BC V1C 4H7	100,000 common shares	\$0.30	N/A	NI 46-106 s. 2.12	200,000 common shares	Arm's Length
Andris Kikauka 4199 Hwy. 1 Powell River, BC V8A 0C7	100,000 common shares	\$0.30	N/A	NI 46-106 s. 2.12	410,000 common shares	Related Person

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendors have good title to the assets being acquired:

Representations and warranties provided by the Vendor to the Company in the Needles lease agreement and Driftwood Mineral Claims purchase and sale agreement.

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): **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 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. **N/A**.
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 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 Proposed Issuance of Listed Securities is true.

Dated: **June 24, 2015.**

"Jared Lazerson"

Jared Lazerson,
President & Chief Executive Officer