

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

Name of CNSX Issuer: **MacMillan Minerals Inc.** (the "Issuer").

Trading Symbol: **MMX**

Date: **September 30, 2010**

Is this an updating or amending Notice: **Yes**

If yes provide date(s) of prior Notices: **September 21, 2010**

Issued and Outstanding Securities of Issuer Prior to Issuance: **31,027,375**

Date of News Release Announcing Private Placement: **September 21, 2010**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.05**

**1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations -hip to Issuer (2)
Thomas Skimming Toronto, ON	1,000,000	\$0.05	N/A	Yes	1,037,500	Sept 30, 2010	Related – Officer & Director
Wayne Valliant Oakville, ON	100,000	\$0.05	N/A	Yes	100,000	Sept 17, 2010	Related – Director
Carmen Yuen Toronto, ON	110,000	\$0.05	N/A	Yes	215,750	Sept 27, 2010	Related – Officer
0808964 BC Ltd. Surrey, BC	500,000	\$0.05	N/A	Yes	500,000	Sept 22, 2010	Not Related

Pan American Asset Management Company Inc. Panama, Republic of Panama	100,000	\$0.05	N/A	Yes	100,000	Sept 29, 2010	Not Related
Dan Bertolo Mississauga, ON	1,000,000	\$0.05	N/A	Yes	1,000,000	Sept 24, 2010	Not Related
George A. Brown Etobicoke, ON	1,000,000	\$0.05	N/A	Yes	2,505,321	Sept 30, 2010	Not Related
Sandra KA Brown Burlington, ON	50,000	\$0.05	N/A	Yes	205,000	Sept 20, 2010	Not Related
Geoff A. Burns N. Vancouver, BC	400,000	\$0.05	N/A	Yes	400,000	Sept 20, 2010	Not Related
Driffield Cameron Burlington, ON	200,000	\$0.05	N/A	Yes	200,000	Sept 27, 2010	Not Related
Lionel Colman Toronto, ON	100,000	\$0.05	N/A	Yes	100,000	Sept 24, 2010	Not Related
Michael Cormack Burlington, ON	1,500,000	\$0.05	N/A	Yes	1,704,170	Sept 17, 2010	Not Related
Joseph Del Campo Toronto, ON	200,000	\$0.05	N/A	Yes	200,000	Sept 27, 2010	Not Related
Gurcharn Deol Vancouver, BC	200,000	\$0.05	N/A	Yes	200,000	Sept 17, 2010	Not Related
Andrew Dowson Toronto, ON	400,000	\$0.05	N/A	Yes	400,000	Sept 21, 2010	Not Related
Joseph Falvo Woodbridge, ON	100,000	\$0.05	N/A	Yes	100,000	Sept 21, 2010	Not Related
Mary Farrell Toronto, ON	500,000	\$0.05	N/A	Yes	500,000	Sept 20, 2010	Not Related
Morgan Gidge Toronto, ON	200,000	\$0.05	N/A	Yes	200,000	Sept 22, 2010	Not Related
William S. Hamilton Toronto, ON	600,000	\$0.05	N/A	Yes	660,000	Sept 17, 2010	Not Related
Elston Johnston Richmond, BC	100,000	\$0.05	N/A	Yes	100,000	Sept 21, 2010	Not Related
Deborah Kennedy Vancouver, BC	100,000	\$0.05	N/A	Yes	100,000	Sept 21, 2010	Not Related
James Kontos Markham, ON	200,000	\$0.05	N/A	Yes	200,000	Sept 17, 2010	Not Related
Kai Chi Lam Thornhill, ON	50,000	\$0.05	N/A	Yes	57,500	Sept 17, 2010	Not Related
Tom Lofthouse Calgary, AB	400,000	\$0.05	N/A	Yes	400,000	Sept 17, 2010	Not Related
John Maclachlan Newmarket, ON	200,000	\$0.05	N/A	Yes	200,000	Sept 20, 2010	Not Related

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John Morita Vancouver, BC	100,000	\$0.05	N/A	Yes	100,000	Sept 21, 2010	Not Related
Erika Muhic Toronto, ON	40,000	\$0.05	N/A	Yes	40,000	Sept 21, 2010	Not Related
Colin Reed Lac La Biche, AB	200,000	\$0.05	N/A	Yes	200,000	Sept 17, 2010	Not Related
Margaret Reed Haliburton, ON	200,000	\$0.05	N/A	Yes	200,000	Sept 17, 2010	Not Related
Karl H. Schoer Scarborough, ON	50,000	\$0.05	N/A	Yes	50,000	Sept 22, 2010	Not Related
Martin Simone Woodbridge, ON	100,000	\$0.05	N/A	Yes	100,000	Sept 23, 2010	Not Related
Donna Van Staveren Etobicoke, ON	500,000	\$0.05	N/A	Yes	500,000	Sept 28, 2010	Related - Spouse of Director
Greg Vola Waterdown, ON	100,000	\$0.05	N/A	Yes	265,000	Sept 24, 2010	Not Related
Franz Wieser Pickering, ON	200,000	\$0.05	N/A	Yes	202,500	Sept 20, 2010	Not Related
Alan Yuen Toronto, ON	200,000	\$0.05	N/A	Yes	261,000	Sept 26, 2010	Not Related
	11,000,000						

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

<sup>1</sup>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.

1. Total amount of funds to be raised: **\$550,000**.
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 funds will be used to meet the Company's general working capital requirements and to fund the exploration programs on the Company's Mexico properties over the next three to six months.**
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 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 **Common shares and share purchase warrants**
  - (b) Number **11,000,000 Units**
  - (c) Price per security **\$0.05 per Unit**
  - (d) Voting rights **Full common share voting rights**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number **11,000,000 warrants**
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **11,000,000 common shares.**
  - (c) Exercise price **\$0.08**
  - (d) Expiry date **24 months from closing date**
7. Provide the following information if debt securities are to be issued:
- (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.):
- (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): **See table below. There are no persons owning or exercising control over 20% or more of voting shares.**

- (b) Cash **10% in cash only if 8% in units not regulatory approved within 30 days**
- (c) Securities **8% in units as per table below** \_\_\_\_\_ .
- (d) Other \_\_\_\_\_ .
- (e) Expiry date of any options, warrants etc. \_\_\_\_\_ .
- (f) Exercise price of any options, warrants etc. \_\_\_\_\_ .

Name & Address	Cash Paid	Shares Issued	Warrants Granted	Exercise Price of Warrants	Expiry Date of Warrants
Jhansi Capital Corp. Vancouver, BC	Nil	176,000	176,000	\$0.08	Sept 30, 2012
Michael Cormack Burlington, ON	Nil	367,200	367,200	\$0.08	Sept 30, 2012

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

**No compensation to any related party nor on any subscriptions by related parties**

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 change of control**

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 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: \_\_\_\_\_  
\_\_\_\_\_ .

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: \_\_\_\_  
\_\_\_\_\_ .
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: \_\_\_\_\_ .
  - (b) Cash: \_\_\_\_\_ .
  - (c) Securities (including options, warrants etc.) and dollar value: \_\_\_\_\_  
\_\_\_\_\_ .
  - (d) Other: \_\_\_\_\_ .
  - (e) Expiry date of options, warrants, etc. if any: \_\_\_\_\_ .
  - (f) Exercise price of options, warrants, etc. if any: \_\_\_\_\_ .
  - (g) Work commitments: \_\_\_\_\_ .
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).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: \_\_\_\_\_  
\_\_\_\_\_ .
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 <sup>(1)</sup>

(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: \_\_\_\_\_  
\_\_\_\_\_ .
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): \_\_\_\_\_  
\_\_\_\_\_ .
  - (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. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ .
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. \_\_\_\_\_

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

Dated September 30, 2010.

Greg Van Staveren

Name of Director or Senior  
Officer

"Greg Van Staveren"

Signature

Director  
Official Capacity