

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of CNSX Issuer: MAGNA RESOURCES LTD. (the "Issuer" or "Magna").

Trading Symbol: MNA

Date: June 3, 2009

Is this an updating or amending Notice: No

If yes provide date(s) of prior Notices: N/A

Issued and Outstanding Securities of Issuer Prior to Issuance: 10,010,000

Date of News Release Announcing Transaction: June 3, 2009

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.10

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)

Not applicable.

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: _____

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:

The Issuer has, together with Confederation Minerals Ltd. ("Confederation"), incorporated American Potash LLC ("American Potash"), a Nevada limited liability

¹ 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.

corporation, for the purpose of acquiring rights to explore certain potash properties in Utah and Arizona, as further described below.

Confederation is a base and precious metal exploration company, which holds options to acquire exploration properties in the Red Lake Mining district of Ontario. Its shares are listed on the TSX Venture Exchange under the symbol "CFM". Each of the Issuer and Confederation hold a 50% interest in American Potash.

The Issuer, together with Confederation and American Potash, has entered into an option agreement dated as of May 25, 2009 (the "Option Agreement") with Sweetwater River Resources LLC, John Glasscock and Kent Ausburn (the "Optionors") to acquire pending applications to the United States Bureau of Land Management ("BLM") and the State of Arizona for exploration permits (the "Permits"), together with all permits and other rights issued pursuant thereto, to allow the exploration and development of certain potash prospects (the "Properties") in Utah and Arizona. The Option Agreement entitles American Potash to acquire a 100% interest in the Permits by each of Confederation and Magna paying an aggregate of US\$135,000 and issuing an aggregate 1,000,000 shares to the Optionors.

Exercise of the option and payment of the operating expenses of American Potash is to be funded equally by Magna and Confederation. To meet its obligations, Magna must complete an equity financing sufficient to meet its option payments and its share of the initial exploration budget, estimated to be up to US\$2.0 million.

The terms of the joint venture between Magna and Confederation are being negotiated and will be on industry standard terms through the LLC operating agreement for American Potash.

2. 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: \$148,176 (assuming today's Bank of Canada noon rate of exchange of 1.0976) and 1,000,000 common shares of the Issuer as follows:
 - (i) \$35,000 to Sweetwater on signing the Option Agreement as reimbursement for application filing fees already made by Sweetwater to the BLM for the Utah permit applications, which Sweetwater will refund to the Issuer if the Utah applications are not accepted;
 - (ii) 100,000 Magna Shares upon the grant of Permits representing not less than 25,000 acres;
 - (iii) \$25,000 cash and 300,000 Magna Shares on or before the first anniversary of the grant of the Permits;

- (iv) \$25,000 cash and 300,000 Magna Shares on or before the second anniversary of the grant of the Permits;
 - (v) \$25,000 cash and 300,000 Magna Shares on or before the third anniversary of the grant of the Permits; and
 - (vi) \$25,000 cash on or before the fourth anniversary of the grant of the Permits.

 - (b) Cash: \$148,176 (assuming today's Bank of Canada noon rate of exchange of 1.0976)
 - (c) Securities (including options, warrants etc.) and dollar value: 1,000,000 common shares of the Issuer have a deemed price of \$0.10 per share
 - (d) Other: Nil.
 - (e) Expiry date of options, warrants, etc. if any: Nil
 - (f) Exercise price of options, warrants, etc. if any: Nil
 - (g) Work commitments: Nil
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, with interested directors abstaining from voting on the resolutions to approve the transaction.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: None
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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⁾
Sweetwater Resources Inc. (John Glasscock and Kent Ausburn insiders)	1,000,000 common shares	\$0.10 per share	N/A	s.2.12 of NI 45-106	Nil	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 obtained actionable representations and warranties in the Option Agreement as to the existence of the permit applications and is conducting due diligence about the permitting process and risks that the Permits will not be issued.
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): The Issuer will pay a finder's fee to David Eaton in connection with the transaction comprised of US\$3,500 cash and 10,000 shares of the Issuer payable if and when Permits are issued in respect of the Utah prospect for at least 25,000 acres, and thereafter 10% of the cash and stock payments made under the Option Agreement, payable as and when such payments are paid and issued. David Eaton is arm's length to the Issuer.
- (b) Cash Up to Cdn\$14,818

- (c) Securities Up to 110,000 shares of the Issuer at a deemed price of \$0.10 per share
- (d) Other Nil
- (e) Expiry date of any options, warrants etc. Nil
- (f) Exercise price of any options, warrants etc. Nil

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. The Issuer has, together with Confederation, incorporated American Potash, a Nevada limited liability corporation, for the purpose of acquiring rights to explore certain potash properties in Utah and Arizona, as further described above under Item 1. The Issuer and Confederation are not Related Persons; however, three directors of the Issuer hold an aggregate of approximately 15% of the outstanding shares of Confederation. In addition, Rudy de Jonge, Chief Executive Officer and a director of the Issuer, is a Promoter of Confederation and provides consulting services under contract to Confederation.
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. Not applicable
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- _____
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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 Proposed Issuance of Securities is true.

Dated: June 4, 2009

Rudy de Jonge
Name of Director or Senior
Officer

"Rudy de Jonge"
Signature

President & CEO
Official Capacity