



MGX Minerals Announces CA\$5 Million Private Placement Financing

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VANCOUVER, BRITISH COLUMBIA / March 1, 2017 / MGX Minerals Inc. ("MGX" or the "Company") ([CSE: XMG](#) / [FKT: 1MG](#) / [OTC: MGXMF](#)) is pleased to announce that the Company has entered into an engagement letter with Mackie Research Capital Corp. (the "Agent") to act as lead Agent and sole bookrunner, on a best-efforts basis, in connection with a proposed private placement (the "Offering") for up to CA\$5 million through the issuance of special warrants ("Special Warrants") of the Company. The Agent may invite other registered investment dealers to participate as syndicate members in the Offering. The Agent's minimum syndicate position in the Offering shall be 75%. The Company has also granted the Agent an option (the "Agent's Option") to increase the size of the Offering by up to an additional \$750,000 of Special Warrants at any time up to 48 hours prior to the closing of the Offering.

Each Special Warrant shall be exercisable, for no additional consideration, into one Unit ("Unit") of the Company. Each Unit shall be comprised of one common share ("Common Share") and one common share purchase warrant ("Warrant") of the Company. Each Warrant will be exercisable into one Common Share of the Company for a period of 24 months following the Closing of the Offering ("Closing"). Pricing of the Special Warrants and Warrants will be determined in the context of the market.

Closing is expected to take place on or about the week of March 27, 2017, or at such other date as reasonably agreed upon by the Agent and the Company.

The Agent will receive a cash commission equal to 8% of aggregate gross proceeds raised from the Offering as well as compensation options ("Compensation Options") equal to 8% of the number of Special Warrants sold under the Offering (or Units, as applicable), including any amount subscribed for pursuant to the exercise of the Agent's Option. The Compensation Options shall be exercisable at any time up to 24 months following Closing at an exercise price equal to the pricing of the Special Warrants.

The Company has agreed to use its best efforts to obtain a receipt for a final short form prospectus qualifying the distribution of the Units upon exercise of the Special Warrants (the "Qualification Condition") on or before the date that is 45 days following closing of the Offering (the "Qualification Deadline"). If the Qualification Condition does not occur before the Qualification Deadline, each holder of a Special Warrant shall be entitled to receive, without any action on their part, including payment of additional consideration, 1.1 Units per Special Warrant. Unless the Qualification Condition occurs, securities issued in connection with the Offering will be subject to a 4-month hold period from closing of the Offering.



This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About MGX Minerals

MGX Minerals (CSE: XMG) is a diversified Canadian mining company engaged in the development of large-scale industrial mineral portfolios in western Canada and the United States. The Company operates lithium, magnesium and silicon projects throughout British Columbia and Alberta as well as petro lithium exploration in Utah.

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Forward-Looking Statements

This press release contains forward-looking information or forward-looking statements including the completion of the rights offering (collectively "forward-looking information") within the meaning of applicable securities laws. Forward-looking information is typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "potentially" and similar expressions, or are those, which, by their nature, refer to future events. The Company cautions investors that any forward-looking information provided by the Company is not a guarantee of future results or performance, and that actual results may differ materially from those in forward-looking information as a result of various factors. The reader is referred to the Company's public filings for a more complete discussion of such risk factors and their potential effects which may be accessed through the Company's profile on SEDAR at www.sedar.com.