



MGX Minerals Inc. Announces Filing of Annual Information Form, Unaudited Financial Statements and MD&A, and Provides Update on Special Warrant Financing

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VANCOUVER, April 4, 2017 /CNW/ - **MGX Minerals Inc.** ("MGX" or the "Company") (CSE: XMG / FKT: 1MG / OTC: MGXMF) is pleased to announce it has filed an annual information form with Canadian securities authorities. MGX has also filed its unaudited interim financial statements for the three and six months ended January 31, 2017 and 2016, together with accompanying management's discussion and analysis.

Closing of MGX's previously announced private placement financing (the "Offering") through the offering of special warrants of the Company ("Special Warrants") is now expected to take place on or about April 25, 2017, or at such other date as reasonably agreed upon by Mackie Research Capital Corporation ("MRCC"), the lead agent under the Offering, and the Company. MRCC may invite other registered investment dealers to participate as syndicate members in the Offering (MRCC, together with such additional syndicate members, the "Agents"). MRCC's minimum syndicate position in the Offering shall be 75%.

Up to 4,166,666 Special Warrants will be offered at a price of CAD\$1.20 per Special Warrant (the "Issue Price") for gross proceeds of up to CAD\$5,000,000. In addition, the Company has granted the Agents an option (the "Agents' Option") to increase the size of the Offering by up to an additional 625,000 Special Warrants, for additional gross proceeds of up to CAD\$750,000, 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 to purchase one Common Share at a price of CAD\$1.55 for a period of 24 months following the closing of the Offering. If at any time prior to the expiry of the Warrants the ten day volume-weighted average trading price of the Common Shares exceeds CAD\$2.00 then the Company may provide notice to the holders of the Warrants that the Warrants will expire 30 days after the date of the notice.

In connection with their services provided in connection with the Offering, the Agents will receive a cash commission (the "Commission") equal to 6.5% of aggregate gross proceeds raised from the Offering as well as compensation options ("Compensation Options") in an amount equal to 6.5% of the number of Special Warrants sold under the Offering. The Compensation Options shall be exercisable at any time up to 24 months following closing of the Offering at an exercise price equal to the Issue Price. Each Compensation Option shall entitle the holder thereof to receive, upon exercise, one Special Warrant or, in the event that the Special Warrants have all been exercised in accordance with their terms, one Unit. In the event that the Company does not satisfy the Qualification Condition (as defined below) on or before the Qualification Deadline (as defined below) the Compensation Options will be exercisable for 1.1 Units.

As additional consideration for its services provided in connection with the Offering, MRCC shall receive an advisory fee equal to 2% of the aggregate gross proceeds raised from the Offering as well as advisor options (the "Advisor Options") in an amount equal to 2% of the number of Special Warrants sold under the Offering. The Advisor Options shall have terms identical to the Compensation Options.

The total number of Special Warrants sold under the Offering, when calculating the amount of the Commission, the Advisory Fee, the Compensation Options and the Advisor Options, shall include in each case any amount subscribed for pursuant to the exercise of the Agents' Option

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 is not satisfied before the Qualification Deadline, each Special Warrant shall become exercisable, without any action on the part of the holders of the Special Warrants, including payment of any additional consideration, to receive 1.1 Units. Prior to the satisfaction of the Qualification Condition, the Special Warrants and the Common Shares and Warrants comprising the Units will be subject to a 4-month hold period from closing of the Offering.

For more information on the Private Placement, please refer to the Company's news release, dated March 1, 2017 available through the Company's profile on SEDAR at www.sedar.com and at www.mgxminerals.com.

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 Inc.

MGX (CSE: XMG / FKT: 1MG / OTC: MGXMF) 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.

Neither the Canadian Securities Exchange (the "CSE") nor any Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Forward Looking Statements

This news release contains certain "forward-looking statements" or "forward-looking information" (collectively referred to herein as "forward-looking statements") within the meaning of applicable securities legislation. Such forward-looking statements include, without limitation, forecasts, estimates, expectations and objectives for future operations that are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or are events or conditions that "will", "would", "may", "could" or "should" occur or be achieved. This news release contains forward-looking statements, pertaining to, among other things: closing of the Offering; the terms of the Offering; and the terms of the Special Warrants, Units, Warrants, Compensation Options and Advisor Options.

Although MGX believes that the material factors, expectations and assumptions expressed in such forward-looking statements are reasonable based on information available to it on the date such statements were made, no assurances can be given as to future results, levels of activity and achievements and such statements are not guarantees of future performance. MGX's actual results may differ materially from those expressed or implied in forward-looking statements and readers should not place undue importance or reliance on the forward-looking statements.

The forward-looking statements contained in this news release reflect several material factors, expectations and assumptions of MGX including, without limitation: the general continuation of current or, where applicable, assumed industry conditions; and availability of debt and/or equity sources to fund MGX's capital and operating requirements as needed.

Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements including, without limitation: general economic, market and business conditions; reliance on industry partners; and certain other risks detailed from time to time in MGX's public disclosure documents including, without limitation, those risks identified in this news release, and in MGX's annual information form, copies of which are available on MGX's SEDAR profile at www.sedar.com. Readers are cautioned that the foregoing list of factors is not exhaustive.

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