

**Amended
Form 45-106F6
*British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;

MGX Minerals Inc.

- the issuer's website address; and

www.mgxminerals.com

- the address, telephone number and email address of the issuer's head office.

Suite 303 - 1080 Howe St.

Vancouver, BC V6Z 2T1

Telephone: (778) 846-6744

Email: mgxminerals@gmail.com

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The issuer is a reporting issuer in BC, Alberta and Ontario

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
-	-	-	-

Details of distribution

Item 5: Distribution date

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

July 21, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Common shares, flow through common shares and finder's warrants

- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

466,665 common shares at a price of \$0.30 per share.

447,760 flow through common shares at a price of \$0.335 per share.

70,298 finder's warrants; each finder's warrant is exercisable into one common share of the issuer at a price of \$0.30 per share for a period of 2 year from the distribution date.

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	2	\$0.30	\$39,999.60
Ontario	4	\$0.30/\$0.335	\$249,999.50
Total number of Purchasers	6		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$289,999.10

Item 8: Information about purchasers

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Equities Media Inc. 415 Hornby St. Vancouver, BC V6C 2Y2 604-801-9906	-	66,666	19,999.80	NI 45-106 s. 2.3	2015-07-21

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Marquest Mining 2015-I Super Flow Through LP by its General Partner MQ 2015-I LP by its General Partner Marquest FT Inc. 161 Bay St Suite 4420 Toronto On M5J 2S1 416.777.7350	-	149,253 Flow Through Common Shares	\$49,999.76	NI 45-106 s. 2.3	2015-07-21
Marquest Mining Quebec 2015-I Super Flow Through Limited Partnership by its General Partner MQ QC 2015-I Limited Partnership by its General Partner Marquest FT Inc. 161 Bay St Suite 4420 Toronto ON M5J 2S1 416.777.7350	-	298,507 Flow Through Common Shares	\$99,999.85	NI 45-106 s. 2.3	2015-07-21
Marquest Mutual Funds Inc.- Explorer Series Fund 161 Bay St, Suite 4420 PO Box 204 Toronto, ON M5J 2S1 416.777.7350	-	233,333 Common Shares	\$69,999.90	NI 45-106 s. 2.3	2015-07-21
Marquest Resource Fund by its Investment Manager Marquest Asset Management Inc. 161 Bay St Suite 4420 Toronto ON M5J 2S1 416.777.7350	-	100,000 Common Shares	\$30,000.00	NI 45-106 s. 2.3	2015-07-21

Commissions and finder's fees

Item 9: Commissions and finder's fees

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities			
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Marquest Asset Management Inc. 161 Bay St Suite 4420 Toronto On M5J 2S1 416.777.7350	N/A	\$32,500	70,298 ⁽¹⁾ warrants	\$0.30	NI 45-106 s. 2.3 July 21, 2015	\$53,589.40

(1) Each finder's warrant is exercisable into one common share of the issuer at a price of \$0.30 per share for a period of 2 years from the distribution date.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: **August 11, 2015**

MGX Minerals Inc.

Name of issuer (please print)

Jared Lazerson, Director and CEO, (778) 846-6744

Print name, title and telephone number of person signing

"Jared Lazerson"

Signature

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581