MGX MINERALS INC.

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MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED APRIL 30, 2019

The following Management's Discussion and Analysis ("MD&A"), prepared as of July 2, 2019 should be read in conjunction with the unaudited condensed interim consolidated financial statements of MGX Minerals Inc. ("MGX" or "the Company") for the three and nine months ended April 30, 2019, together with the audited consolidated financial statements of the Company for the year ended July 31, 2018 and the accompanying MD&A for that fiscal year. The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. All financial amounts are stated in Canadian dollars unless stated otherwise.

Additional information relating to the Company and its operations is available under the Company's profile on SEDAR at www.sedar.com

FORWARD-LOOKING STATEMENTS

The Company's condensed interim consolidated financial statements for the three and nine months ended April 30, 2019, and this accompanying MD&A contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators.

It is important to note that, unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of July 2, 2019.

Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions.

These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. All statements, other than statements of historical fact, included herein, including without limitation, statements about potential mineralization at the Company's properties, the timelines to complete exploration programs or technical reports and statements about the Company's future development of its properties. Forward-looking information is in addition based on various assumptions including, without limitation, the expectations and beliefs of management, the assumed long term price of commodities; that the Company can access financing, appropriate equipment and sufficient labour and that the political environment will continue to support the development and operation of mining projects. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Additional risks and uncertainties are identified under the heading "RISKS AND UNCERTAINTIES" in this MD&A.

Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, except as required by law, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

DESCRIPTION OF BUSINESS

The Company is engaged in the acquisition, exploration and development of mineral resource properties and industrial technologies. The Company operates and invests in mineral properties located in Canada, the United States, Chile, and Argentina. The Company's mineral property portfolio consists of lithium, magnesium oxide, silca, niobium-tantulum, and gold properties. The Company owns, operates and sells water treatment systems to the oil and gas industry through its 55% owned partner PurLucid Treatment Solutions ("PurLucid") who continues to develop advanced water treatment technology. The Company owns rapid lithium extraction technology from brine which eliminates the need for solar evaporation. The Company is also currently developing a hardrock lithium extraction technology. The Company is developing, with its partner Highbury Energy, advanced gasification technology, to turn petroleum coke into hydrogen and ash concentrate containing containing vanadium in one instance and nickel-cobalt in another. The Company owns, through its wholly owned subsidiary, MGX Renewables ("MGX-R"), Zinc-Air Battery technology suitable for low cost micro and grid scale storage of energy. The head office is located at Suite 303, 1080 Howe Street, Vancouver, British Columbia, Canada, V6Z 2T1.

On July 4, 2014, the Company completed a reverse takeover transaction (the "RTO" or the "Transaction") by Manto Gold Corp. ("Manto" or the "Subsidiary"). In connection with closing of the Transaction, "Defiant Minerals Corp." ("Defiant") changed its name to "MGX Minerals Inc." and Manto became the wholly-owned subsidiary of the Company.

OVERALL PERFORMANCE

Highlights:

The Company completed a non-brokered private placement issuing 2,591,667 non-flow-through units ("NFT Units") at $0.60 per NFT Unit. Each NFT Unit consists of one common share of the Company and one common share purchase warrant that entitles the holder to acquire one additional common share for a period of 36 months from the date of closing at an exercise price of $0.67 The Company also issued 8,079,151 flow-through units ("FT Units") at $0.65 per FT Unit. Total gross proceeds of the private placement were $6,806,448. Each FT Unit consists of one flow-through common share and one-half common share purchase warrant. Each full warrant entitles the holder to acquire an additional common share of the Company for a period of 36 months from the date of closing at an exercise price of $0.70. The Company recorded a flow-through premium of $403,958. The Company allocated a value of $884,230 to the warrants using the residual method.

During the nine months ended April 30, 2019, PurLucid completed initial commissioning from its 5m^3 per hour NFLi-5 advanced wastewater treatment system. The system was deployed for a 3 week test period as preparation for an additional in-line deployment of a new 10m^3 per hour system. The commissioning period resulted in revenues of $66,945 that were offset against the costs of the developing the systems to full commercial use. Subsequent to April 30, 2019 the first system was fully manufactured and being commissioned and is nearing commercial operating. Fabrication and deployment of the second system is currently underway.

On April 11, 2019 the Company received conditional exchange approval for the listing of MGX-R as per the Spin-Out transaction.

On June 10, 2019 the Company entered into a Joint Venture Agreement (the "JV Agreement") with Eureka Resources ("Eureka") to install a commercial rapid petrolithium recovery system in Pennsylvania.

DISCUSSION OF OPERATIONS

The Company recorded a net loss of $15,276,814 ($0.11 per share) for the nine months ended April 30, 2019 as compared to a loss of $18,600,115 ($0.13 per share) for the nine months ended April 30, 2018.

The change in loss for the nine months ended April 30, 2019 is due to the following:

- Exploration expense of $4,246,472 (2018 - $3,233,768) increased as the Company increased exploration work on the Fran property including additional drilling. The Company also acquired additional lithium properties in Alberta and Utah that resulted in increased exploration work. Additionally, the Company commenced explorations expenditures at its newly acquired Chilean property.
- The Company incurred $3,330,124 (2018 – 4,739,477) of advertising and promotion expenses during the six months ended April 30, 2019. During the period ended April 30, 2018 the Company began advertising and marketing of its products and technologies to industry for waste water treatment and mineral extraction to the oil and gas industry. This included hiring a US Cleantech public relations firm. The major marketing and public relations effort generated a significant sales pipeline and global recognition of the Company's technology resulting in winning of the Standard & Poors Global Platts Metals Global 2018 Leadership in Base and Specialty Metals Award for the extraction of lithium from

oilfield brine. The Company has engaged consultants from various industries as the Company continues to expand its presence in both the lithium extraction, waste water treatment, battery mass storage and traditional mineral and metals exploration markets.

- The Company incurred management fees of $202,000 (2018 - $3,627,222). Management fees during the nine months ended April 30, 2018 included the vesting of Restricted Share Units ("RSU") that were issued to a Director of the Company.
- Consulting fees of $1,855,613 (2018 - $1,786,200) increased as the Company has increased its presence in the lithium exploration and rapid extraction markets. Additionally, the Company has added additional consulting fees related to activity in the US. The Company is also consolidating the results of its wholly-owned subsidiary MGX Renewables.
- The Company incurred research and development costs of $3,924,985 (2018 - $nil) related to the development of the Zinc-air and water filtration technologies through the Company's subsidiaries MGX-R and PurLucid.
- Office and administration expense increase to $1,960,524 (2018 - $447,552) this is primarily related to the consolidation of MGX-R and PurLucid.

Results of operations Three Months Ended April 30, 2019:

During the three months ended April 30, 2019 the Company recorded a net loss of $3,324,560 ($0.03 per share) as compared to a net loss of $8,083,505 ($0.08 per share) for the three months ended April 30, 2018. The change in loss primarily due to an decrease in exploration expenses from $1,106,248 to $239,992 as the Company focused on further developing its Zinc Air technology through MGX-R. Management fees decreased from $693,433 to $70,000. Management fees during the period ended April 30, 2018 included the vesting of RSUs. The Company also incurred $1,845,735 of research and development cost during the period ended April 30, 2019, relating to the development of the Zinc-air and water filtration technologies. During the three months ended April 30, 2018 the Company incurred $1,967,128 of advertising and promotional expenditures which related to the Company acquiring MGX-R and increasing its market presence. The Company had share-based payments of $603,915 during the period ended April 30, 2019 (2018 - $2,705,987) related to the grant of stock options.

SUMMARY OF QUARTERLY RESULTS

The following table sets out financial information for the past eight quarters:

	Three Months Ended ($)			
	April 30, 2019	**January 31, 2019**	**October 31, 2018**	**July 31, 2018**
Loss and comprehensive loss	(3,324,560)	(5,965,983)	(5,986,271)	(6,779,158)
Basic and diluted loss per share*	(0.03)	(0.04)	(0.05)	(0.06)
Total assets	36,085,667	36,436,030	35,771,842	38,055,472
Working capital (deficit)	(1,386,356)	251,825	361,314	5,052,087

	Three Months Ended ($)			
	April 30, 2018	**January 31, 2018**	**October 31, 2017**	**July 31, 2017**
Loss and comprehensive loss	(8,083,505)	(5,627,706)	(4,887,904)	(7,737,451)
Basic and diluted loss per share*	(0.08)	(0.06)	(0.07)	(0.12)
Total assets	22,705,878	25,520,622	9,875,187	11,563,110
Working capital	2,387,736	6,592,655	(97,039)	2,370,658

* No exercise or conversion is assumed during the periods in which a loss is incurred, as the effect is anti-dilutive.

The increase in net loss for the period ended April 30, 2017 is related primarily to share based payments expense of $1,534,532. The increase in the net loss for the period ended April 30, 2018 is discussed above. The Company also completed a financing during the period ended January 31, 2018 resulting in the increase in working capital.

The loss for the quarter ended July 31, 2017 includes $4,765,040 of management expense related to the vesting of the restricted stock units granted to director.

Investment in MGX Renewables (Formerly ZincNyx Energy Solutions)

During the year ended July 31, 2018 the Company acquired a 100% interest in MGX Renewables Inc. MGX-R is focused on the development of zinc-air mass storage systems. MGX-R recently entered the final phase of product development for its next generation zinc-air mass storage systems. The Energy Storage System ("ESS") is designed to deliver power in the range of 20 kilowatt ("kW") – 50 megawatt ("MW") and storage in the range of 120Kilowatt hour ("Kwh") – 1Gigawatt hour ("GWh") over extended periods of time. The rechargeable zinc-air fuel cell technology allows the system o be configured to support a wide range of discharge power, recharge power and duty cycle requirements.

MGX-R is also developing a Power Generation Module ("PGM-5000") that combines oxygen from the atmosphere with zinc particles drawn from a storage tank to generate electricity. The unit is composed of 24 bipolar plates connected to produce a nominal 24volt output. MGX-R has also developed the ZRM-4500 which is a zinc regeneration module that uses electricity to extract zinc particles from a potassium zincate solution. The unit is composed of 18 bipolar plates connected in series and driven from a nominal 60volt input. The Company is currently in the focused on the optimization and mass production, tooling and testing phase. The Company has received material attestation from the Canadian Standards Association ("CSA") related to the use of system components in MGX-R's energy storage systems.

During the period ended April 30, 2019 and 2018 the Company recorded the following research and development costs related to MGX-R:

	2019 $	2018 $
Personnel	1,231,101	-
Operations	53,486	-
Testing	14,112	-
Materials	202,952	-
	1,501,652	**-**

During the nine months ended April 30, 2019 the Company entered into an arrangement agreement ("Spin-out"), with its wholly owned subsidiary MGX Renewables Inc. whereby MGX will complete a spin out of 40% of the common shares of MGX Renewables Inc. pursuant to a plan of arrangement under the Business Corporations Act (British Columbia). Under the terms of the Spin-Out, the Company's shareholders of record on June 29, 2018 would receive one MGX Renewables Inc. share for each12.4163 MGX shares then held, and MGX shareholders of record on October 22, 2018 would receive one MGX Renewables Inc. share for each 59.8186 MGX shares then held as a return of capital. On April 11, 2019 the Company received conditional exchange approval for the listing of MGX-R as per the Spin-Out transaction.

Investment in PurLucid

During the year ended July 31, 2018 the Company acquired a 55% interest in PurLucid, for full details on the acquisition of PurLucid refer to note 19 of the accompanying financial statements for the period ended April 30, 2019. PurLucid has developed a high temperature filtration system for the purification of waste water and geothermal brines. PurLucid has developed a low energy design process that removes scale-forming ions and dissolved salts while not requiring a reduction in brine temperatures for filtration to occur. The PurLucid technology separates impurities from oil and gas wastewater and produceds clean water as a final product. MGX continues development of its Rapid Lithium Brine ("RBL") extraction technology which would work in conjunction with PurLucid's water treatment units.

On November 26, 2018, PurLucid had processed the first shipment of 40m^3 wastewater brine from an oilsands customer. Purlucid used the 5m^3 unit, capable of 750 barrels per day ("BPD") of processing, to treat highly concentrated evaporator blowdown wastewater ("EBD"). PurLucid will analyze the results for the first processed wastewater and make improvements as necessary to have the unit ready for full time commercial use. The Company expects the unit to be in commercial use in early 2019.

PurLucid is currently working on completing a new 10m^3 high temperature system, capable of 1,500BPD, that is expected to be deployed and on site for testing and optimization in January 2019. PurLucid is also developing a 20m^3 system utilized to treat one-through steam generator boiler blowdown brine.

During the nine months ended April 30, 2019 the Company incurred the following research and development costs related to the wastewater treatment units and the RBL extraction technology.

	2018	**2017**
	$	**$**
Personnel	501,789	-
Engineering	843,006	-
Operations	240,859	-
Testing	20,072	-
Materials	401,431	-
	2,007,156	**-**

The Company incurred an additional $416,177 of research and development costs related to the advancement of the Company's RBL technology. The costs consistent of consulting and engineering fees.

MINERAL PROPERTIES

The following table summarizes the Company's mineral property assets as at April 30, 2019 and July 31, 2018 and the changes for the periods then ended, and exploration expenditures for the nine months ended April 30, 2019.

	Driftwood	Fran	Canada Lithium	US Lithium	Argentina Lithium	Chile Lithium	Case Lake	Silica Projects	Prospects and Others	Total
	$	$	$	$	$	$	$	$	$	$
Balance, July 31, 2018	**230,231**	**414,429**	**2,720,332**	**3,962,454**	**326,775**	**-**	**2,030,731**	**465,000**	**126,999**	**10,276,951**
Paid in cash	-	-	-	733,386	-	-	-	-	-	733,386
Paid by issue of shares	-	-	178,000	-	-	850,457	-	-	-	850,457
Balance, April 30, 2019	**230,231**	**414,429**	**2,898,332**	**4,688,950**	**326,775**	**850,457**	**2,030,731**	**465,000**	**126,999**	**12,038,794**
Exploration expenditures										
Administrative	917	78,663	1,211	-	-	-	-	1,272	36	79,154
Consulting	112,690	67,000	17,106	23,536	-	238,888	65,775	72,064	19,333	616,392
Drilling	140,000	772,681	174,150	168,360	-	98,887	-	43,305	-	1,397,383
Excavation	-	-	-	-	-	-	-	4,800	146,438	151,238
Field work	30,941	201,280	48,289	353	-	122,403	-	29,207	425	432,898
Geological	9,825	4,290	72,297	66,223	-	20,896	-	25,275	3,900	202,705
Lab work	13,686	77,075	54,667	-	-	-	-	10,529	601	156,558
Licenses and fees	5,294	36,632	10,000	414,656	-	18,500	-	-	-	485,081
Miscellaneous	4,994	28,039	6,894	-	-	1,249	-	4,464	-	45,640
Personnel	31,628	265,725	48,520	63,549	-	-	-	4,000	-	416,367
Travel & accommodation	10,039	193,140	61,015	4,123	-	57,448	-	8,559	113	334,437
BC METC	(71,383)	-	-	-	-	-	-	-	-	(71,383)
Total at April 30, 2019	**288,631**	**1,724,523**	**494,151**	**740,800**	**-**	**558,270**	**65,775**	**203,475**	**170,845**	**4,246,470**

Fran Property *(British Columbia)*

The Company entered into an option agreement (the “Option Agreement”) on May 24, 2013, and amended on June 30, 2013, to acquire a 100% undivided interest in the Fran Claims (the “Fran Property”), located within the Omineca Mining District 60 kilometres north of Fort St. James, British Columbia and 30 kilometers southwest of the Mt. Milligan Mine Gold-Copper Mine

In order to acquire its 100% undivided interest in the Fran Property, the Company must pay Manto Resources Inc. (the “Optionor”) a total of $40,000 in cash, issue 24,877,310 shares of the Company to the Optionor and incur up to $100,000 of exploration expenditures on the property September 30, 2019.

The Company completed a fall drill program at the Fran Property that retuned broad intercept from 227.0 to 241.0 meters of gold mineralization at depth. The gold mineralization was contained within a quartz-pyrite vein which averaged 21 g/t Au over 2.2m including 35.9 g/t Au across 0.76m and 26.70 g/t Au over 0.75 meters.

Based on the results of the fall drill program the Company has commenced an additional drill program that will drill a twin vertical hole to confirm and test below a historic drill hole from 2002.

Driftwood Claims *(British Columbia)*

The Company entered into an option agreement on July 7, 2014 to acquire a 90% interest in the Driftwood Claims (the “Driftwood Property”). The Company has completed the requirements as per the agreement and owns a 90% interest in the Driftwood Property.

During the year ended July 31, 2017, the Company filed a resource estimate for the Driftwood Property that showed measured plus indicated mineral resources of 8.028 million tonnes grading 43.31% magnesium oxide, inferred mineral resources of 846,000 tonnes grading 43.20 magnesium oxide with the bulk of the resource located less than 100 metres from surface. The full NI 43-101 complaint resource estimate was filed on www.sedar.com on September 26, 2016. On October 27, 2016, the Company completed 16 drill holes as part of an infill drilling campaign in an effort to complete a preliminary economic assessment. On December 5, 2016 the Company completed its Phase III drill program on 16 holes totaling 1,212 metres. Significant intercepts from the drill program showed grades ranging from 41.6% to 43.8 at intercepts of 46.5 to 120 metres. A geotechnical drill program is currently underway to define hard contacts between magnesite and dolomite host rock for pit optimization.

As reported in the Company’s March 6, 2018 news release, the Company has completed a successful Preliminary Economic Assessment (“PEA”). The complete PEA has been prepared in accordance with NI-43-101 standards. The PEA presumes a conventional quarry pit operation with a process plant and a furnace/kiln combination to produce a saleable dead burn magnesium oxide (DBM) product. The plant will also have the ability to produce caustic-calcined magnesium oxide (CCM) as a separate saleable product.

The PEA is preliminary in nature and there is no certainty that the forecast results stated in the PEA will be realized, the full PEA can be found on Sedar.com

Longworth Silica Property (*British Columbia)*

On July 21, 2015, the Company completed its acquisition of a 100% undivided interest in the Longworth Silica Property (“Longworth”). As per the terms of the acquisition, the Company issued 700,000 common shares to Zimtu Capital Corp (“Zimtu") at a fair value of $350,000. On July 7, 2016, the Company filed a NI 43-101 technical report for the property. The Company has commenced a nine-hole diamond drill program. The exposed bedrock samples collected from Longworth assayed up to 99.34% silicon dioxide.

Koot Silica Property *(British Colombia)*

On March 2, 2015, the Company entered into an Acquisition Agreement with American Manganese Inc. (“AMY”) to acquire a 100% interest in 166 contiguous hectares located in the Golden mining district of southeastern British Columbia (the “Koot Claims”). Pursuant to the terms of the Acquisition Agreement, the Company issued 100,000 shares to AMY at the fair value of $14,000 and granted a 0.5% Net Smelter Royalty (“NSR”) on any future production to AMY. The Koot Claims are also subject to a 0.5% NSR attributable to Andris Kikauka, a director of the Company.

Wonah Mineral Claims

On December 15, 2015, the Company entered into a Share Purchase Agreement to acquire a 100% undivided interest in the Wonah Mineral Claims (“Wonah”). In consideration, the Company will issue 150,000 shares over a three-year period to the Company’s non-independent Qualified Person, Andris Kikauka, and a third party. There are no underlying royalties. During the year ended July 31, 2016, the Company issued 50,000 shares to the vendor at a fair value of $11,000. During the year ended July 31, 2017 the Company issued 50,000 shares that were fair valued at $68,500. The Company issued an additional 50,000 common shares, fair valued at $56,500 during the year ended July 31, 2018.

Gibraltar Claims

On May 17, 2018 the Company acquired the Gibraltar Silicon Claims (“Gibraltar Claims”) located northeast of Cranbrook BC. As per the terms of the acquisition agreement the Company acquired a 100% interest in the Gibraltar Claims by issuing 100,000 common shares of the Company, issued on May 17, 2018 and fair valued at $101,000. 50,000 of the common shares were issued to a Director of the Company.

The Company has commenced development activity at both its Koot and Wonah projects. Archaeological assessment and environmental assessments are expected to commence in the near future. The Company has prioritized the evaluation and development of its silicon projects due to the relative simplicity of quarry operations. The Company commenced a diamond drill program at the Koot Claims completing nine drill holes across 50 meter spacing. The Company also completed 2 drill holes as part of an 8-hole drill program at the Gibraltar claims, totaling 2,100 feet. The Company’s objective is to test subsurface dimensions of high purity quartzite.

Lithium Properties

Alberta Lithium

On January 28, 2016, the Company entered into a purchase agreement (the “Alberta Lithium Agreement”) to acquire a 100% undivided interest in 12 metallic and industrial mineral permits and permit applications in Alberta. The Company made cash payments of $20,000 and issued 1,500,000 common shares, over two year period, fair valued at $1,235,000 and owns a 100% interest in the permits.

Buck Lake Lithium

On April 7, 2016, the Company entered into an Option Agreement to acquire an undivided 100% interest in the Buck Lake Lithium claims (the “Buck Lake Agreement”). As per the Buck Lake Agreement, the Company must complete the following:

- Make cash payments of $20,000 (paid in April, 2016);
- Make cash payments of $20,000 each due on April 7, 2017 and April 7, 2018;
- Issue 333,332 common shares of the Company (issued at the fair value of $133,333 in May, 2016);
- Issue 333,333 common shares of the Company by April 7, 2017 (issued and fair valued at $398,998 on April 7, 2017); and,
- Issue 333,334 common shares of the Company by April 7, 2018 (issued and fair valued at $310,001)

Additionally, the Company granted a 2% NSR, of which 1% may be repurchased by the Company for a one-time cash payment of $1,000,000.

Sturgeon Lake Lithium

On August 16, 2016, the Company entered into an agreement to acquire a 100% interest in the Sturgeon Lake Lithium Brine Property ("Sturgeon Lake") in west-central Alberta. As per the terms of the agreement, the Company issued 2,000,000 common shares fair valued at $340,000 and made a cash payment of $40,000. Additionally, the property is subject to a 2% gross overriding royalty.

Lisbon Valley

On February 3, 2017 the Company announced it had entered into an agreement to acquire Lisbon Valley Petro Lithium Project ("Lisbon Valley") in Utah. As per the agreement the Company made cash payments of $75,000 USD (CAD - $98,588), issued 200,000 common shares (fair valued at $296,000) and make all land management fees.

The Company made additional cash payments of $324,632 related to additional claims and land management fees. On August 2, 2017 the Company issued an additional 100,000 common shares, fair valued at $96,000, to acquire additional Lisbon Valley Claims.

Kibby Basin

On July 12, 2018, the Company entered into an option agreement with Belmont Resources to acquire a 25% interest in the Kibby Basin Property ("Kibby") located in Nevada, the Company must incur exploration expense of $300,000 no later than October 2018. During the nine months ended April 30, 2019 a drill program was completed at Kibby and the Company plans to conduct up to an additional 4,800 feet od drilling across four diamond drill holes. Initial samples from the previous drill results ranged from 100PPM lithium to 580PPM lithium.

Blueberry Unit

On April 10, 2017 the Company finalized an earn-in agreement to acquire 75% interest in leases covering 110,000 acres located contiguous to the Company's Lisbon Valley project. As per the agreement the Company must complete the following:

- Cash payment of $50,000 USD (paid - $67,800)
- $500,000 USD on or before September 1, 2017 (paid - $648,480)
- $500,000 USD on or before March 1, 2018 (Paid - $640,450)
- $500,000 USD on or before September 1, 2018 (paid - $726,496)
- $450,000 USD on or before March 1, 2019

The Company has also granted a Carry Period ("Carry Period") in which the Company will be responsible for 100% of expenses incurred. The Carry Period will be satisfied once the Company has made all required payments or drilled at least one well on the leases.

As reported in a press release dated August 9th, 2017, a N.I. 51-101 compliant independent assessment of oil and gas reserves by the Ryder Scott Company. The full N.I. 51-101 can be found on Sedar.com

Chilean Lithium Salars

On October 9, 2018 the Company entered into a definitive agreement to acquire a 50% interest in three prospective lithium exploration projects located in Chile, ("Chilean Lithium Projects"). As per the terms of the agreement the Company has agreed to make payments of $1.5m, with the first $100,000 payable in cash and the remainder payable in common shares. The Company has also agreed to incur exploration expenditures of $2,000,000 over the next 20 months. During the nine months ended April 30, 2019 the Company issued 1,476,274 common shares pursuant to the agreement the shares were fair valued at $850,457.

The Company is focused on continuing to develop its lithium and petrolithium properties and has developed a process for a rapid extraction of lithium from salt brine, including oilfield, geothermal, and natural brine. The process was developed to eliminate the solar evaporation phase which is part of a two-step lithium extraction from brine process in common use. By eliminating the solar evaporation phase the process time could be reduced by 99% from approximately 18 months to one day.

PurLucid also filed a provisional patent related to the recovery of metals and minerals from produced wastewater brine in the oil and gas industry, the patent rights have been exclusively granted to MGX for the life of the patent. This allows the Company to provide flexible fully integrated oilfield solutions to oil and gas operators.

Power Metals

On September 18, 2017 the Company entered into an agreement with Power Metals Corp. ("Power Metals") in exchange for common shares of the Company. The terms of the transaction are as follows:

- The Company can acquire all of Power Metal's US Petrolithium Brine assets and a 20% working interest in Power Metal's current hard rock assets and any future assets acquired by Power Metals for the following 36 months
- MGX can acquire an additional 15% working interest in Power Metals hard rock assets for a period of 36 months for a total of $10,000,000.
- MGX will receive a call option to purchase up to 10,000,000 common shares of Power Metals at a price of $0.65 per share for a period of 36 months. The options will be granted to MGX if the Company completes the required share issuances.
- MGX will issue Power Metals 3,000,000 common shares that will be restricted and subject to a release schedule of 1,000,000 shares every 5 months from the signing of a definitive agreement. The first 1,000,000 shares were issued and fair valued at $960,000.

As at April 30, 2019, Power Metals had completed 97 holes at Case Lake, a property held by Power Metals in which the Company has a 20% working interest. The drilling successfully intersected multiple course-grain pale green spodumene zones at shallow depths.

Prospects

The Company currently holds the rights to several prospects, the acquisition costs associated with the prospects have been capitalized.

OUTSTANDING SHARE DATA

Authorized: Unlimited common shares without par value

All share information is reported as of July 2, 2019, in the following table:

Type of Security	Number
Issued and outstanding common shares	140,390,960
Stock options with a weighted average exercise price of $0.75	12,625,000
Warrants with a weighted average exercise price of $1.08	28,999,654
Total	182,015,614

TRANSACTIONS BETWEEN RELATED PARTIES

The Company incurred the following charges with directors and officers of the Company and/or companies controlled by them during the three and nine months ended April 30, 2019 and 2018:

	Three months ended April 30,		Nine months ended April 30,	
	2019	**2018**	**2019**	**2018**
	$			**$**
Management fees[1]	70,000	693,433	202,000	3,430,839
Geological fees[2]	-	-	36,814	17,650
	499,792	1,429,741	499,792	1,429,741
	569,792	2,123,174	738,606	4,878,230

[1] Management fees consisted of fees from Jared Lazerson (CEO) and Michael Reimann (CFO) and Marc Bruner (Director and Chairman of the Board)
[2] Geological fees consisted of fees from Andris Kikauka

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

As at April 30, 2019, the Company had $559,079 (July 31, 2018 - $68,354) owing to related parties, all of which is unsecured, non-interest bearing and due on demand. A total payable of $555,055 (July 31, 2018 - $64,330) was owed to directors and officers of the Company and companies owned by them. A payable of $960 (2018 - $960) was owed to a company with common directors and a payable of $3,064 (2018 - $3,064) was owed to a former parent company. The amounts are non-interest bearing and due on demand.

LIQUIDITY AND CAPITAL RESOURCES

As at April 30, 2019, the Company had working capital deficit of $1,386,356 (July 31, 2018 – $5,676,527), has not generated any revenue from operations and has an accumulated deficit of $58,633,282 (July 31, 2018 - $43,140,525). The Company had $3,276,911 of cash at April 30, 2019 (July 31, 2018 - $6,613,350), the Company's operations during the nine months ended April 30, 2019 consumed $8,686,883 of cash (2018 - $11,816,208).

The Company has no operations that generate cash flow and its long-term financial success is dependent on discovering properties that contain mineral reserves that are economically recoverable. The Company's primary capital assets resource properties and intangible assets held through subsidiaries. Exploration expenditures are expensed as incurred.

The Company's resource property agreement is an option agreement and the exercise thereof is at the discretion of the Company. To earn its interest in the properties, the Company must incur certain expenditures in accordance with the agreements (see "Mineral Properties" in this MD&A for more information).

The Company depends on equity sales to finance its exploration programs and to cover administrative expenses.

FINANCING ACTIVITIES AND CAPITAL EXPENDITURES

During the nine months ended April 30, 2019 the Company completed the following financing activities:

- On August 10, 2018 the Company issued 200,000 common shares pursuant to mineral property acquisitions, the shares were fair valued at $178,000 (Note 8).
- On August 22, 2018 the Company issued 89,407 common shares in lieu of consulting fees, the shares were fair valued at $64,373.
- On August 22, 2018 the Company issued 100,000 common shares for the floatation plant rental (Note 8), the shares were fair valued at $72,000.

- On October 4, 2018 the Company issued 100,000 common shares in lieu of consulting fees, the shares were fair valued at $53,000.
- On October 12, 2018 the Company issued 200,000 common shares in lieu of consulting fees, the shares were fair valued at $110,000.
- The Company issued 1,199,198 common shares to increase its ownership in PurLucid by 5%.
- The Company issued 1,144,624 common shares pursuant to a mineral property acquisition, the shares were fair valued at $721,113.
- The Company completed a non-brokered private placement issuing 2,591,667 non-flow-through units ("NFT Units") at $0.60 per NFT Unit. Each NFT Unit consists of one common share of the Company and one common share purchase warrant that entitles the holder to acquire one additional common share for a period of 36 months from the date of closing at an exercise price of $0.67 The Company also issued 8,079,151 flow-through units ("FT Units") at $0.65 per FT Unit. Total gross proceeds of the private placement were $6,806,448. Each FT Unit consists of one flow-through common share and one-half common share purchase warrant. Each full warrant entitles the holder to acquire an additional common share of the Company for a period of 36 months from the date of closing at an exercise price of $0.70. The Company recorded a flow-through premium of $403,958. The Company allocated a value of $884,230 to the warrants using the residual method.

  In connection with the financings the Company issued 419,833 finders shares and 419,833 finders warrants. The finder's warrants were fair valued using the Black-Scholes option pricing model using the following inputs: expected life – 3 years; risk-free rate – 2.20%; expected forfeiture – nil; dividend yield – nil; volatility – 118%. The Company also incurred cash financing costs of $560,765.

- On November 27, 2018, the Company issued 15,645 common shares, fair valued at $7,666 in lieu of consulting fees
- On February 20, 2019 the Company issued 543,754 common shares fair valued at $212,064 in lie of consulting fees
- On April 18, 2019 the Company issued 436,363 common shares, fair valued at $124,363, to settle debt of $124,363.

During the nine months ended April 30, 2019 the Company received proceeds of $178,093 pursuant to the exercise of 866,717 warrants.

During the nine months ended April 30, 2019 the Company incurred capital expenditures of $733,386 related to the acquisition of mineral properties; $313,397 pursuant to equipment purchases and $11,000 of reclamation deposits.

The Company is dependent on the sale of treasury shares to finance its exploration activities, property acquisition payments and general and administrative costs. The Company will have to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its activities.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet transactions.

PROPOSED TRANSACTIONS

The Company has no proposed transactions that will materially affect the performance of the Company.

ACCOUNTING POLICIES

The Company uses the same accounting policies and methods of computation as in the annual consolidated financial statements for the year ended July 31, 2018.

The following standards have been issued but are not yet effective:

IFRS 9, Financial instruments
In July 2014, the IASB issued the final version of IFRS 9, Financial Instruments, bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. IFRS 9 also amends some of the requirements of IFRS 7, Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in OCI, and guidance on financial liabilities and derecognition of financial instruments. The Company adopted IFRS 9 during the period ended April 30, 2019, adoption did not have a material impact on the Company.

IFRS 16, Leases
In January 2016, the IASB issued IFRS 16, Leases, which supersedes IAS 17, Leases. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases. The standard establishes a single model for lessees to bring leases on-balance sheet while lessor accounting remains largely unchanged and retains the finance and operating lease distinctions.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities, short-term loans payable and long-term loans payable. Cash is measured at amortized cost and marketable securities are measured at fair value through profit of loss. Accounts payable and accrued, short-term loans and long-term loans are all other financial liabilities measured at amortized cost.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. As at April 30, 2019, the Company had working capital deficit of $1,386,156 (July 31, 2018 – $5,676,527).

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Company's cash is largely held in large Canadian financial institutions. The Company does not have any asset-backed commercial paper. The Company's receivables consist of GST receivable due from the Federal Government of Canada. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Price Risk
The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Foreign currency exchange rate risk
The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal. The Company will be

exposed to increased foreign currency risk relating to US dollar transactions as the Company increases exploration expenses related to the Lisbon Valley, Paradox Basin and Blueberry Unit properties.

RISKS AND UNCERTAINTIES

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risk, including but not limited to, environmental, metal prices, political and economical.

The mineral exploration business is risky and most exploration projects will not become mines. The Company may offer an opportunity to a mining company to acquire an interest in a property in return for funding all or part of the exploration and development of the property. For the funding of property acquisitions and exploration that the Company conducts, the Company depends on the issue of shares from the treasury to investors. These stock issues depend on numerous factors including a positive mineral exploration environment, positive stock market conditions, a company's track record and the experience of management.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish mineral reserves.

There is no guarantee that the Company will be able to contribute or obtain all necessary resources and funds for the exploration and exploitation of its permits, and may fail to meet its exploration commitments.

Mineral exploration involves a high degree of risk and few properties, that are explored, are ultimately developed into producing mines.

If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the three and nine months ended April 30, 2019, and this accompanying MD&A (together the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at www.sedar.com.

OUTLOOK

The outlook for precious metals is good. The capital markets needed to access financing are challenging but management believes the Company will continue as a viable entity. The properties will require significant investment as they transition into development stage projects.

OTHER

Additional information relating to the Company's operations and activities can be found by visiting www.sedar.com and www.mgxminerals.com.