



## **MGX Minerals Provides Update on Spin-Out of MGX Renewables Inc.**

**VANCOUVER, BRITISH COLUMBIA** / November 30, 2018 / **MGX Minerals Inc.** (“MGX” or the “Company”) ([CSE: XMG](#) / [FKT: 1MG](#) / [OTCQB: MGXMF](#)) is pleased to provide an update regarding its previously announced arrangement agreement, dated October 31, 2018 with its wholly-owned subsidiary, MGX Renewables Inc. (formerly ZincNyx Energy Solutions Inc.) (“MGX Renewables”) whereby MGX will complete the spin-out of 40% of the common shares of MGX Renewables (“MGX Renewables Shares”) pursuant to a plan of arrangement (the “Plan of Arrangement”) under the *Business Corporations Act* (British Columbia).

The spin-out will require approval by MGX shareholders at MGX’s annual general and special meeting, which is will take place on January 11, 2019 (the “Meeting”) and the non-brokered private placement by MGX Renewables of up to 12,000,000 subscription receipts (the “Subscription Receipts”) at a price of \$0.25 per Subscription Receipt for aggregate gross proceeds of up to \$3,000,000 (the “Subscription Receipt Offering”) which is planned to close on January 31, 2019.

MGX has submitted an application to list the shares of MGX Renewables on the Canadian Securities Exchange (“CSE”). Listing of the MGX Renewables shares remains subject to CSE approval.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The MGX Renewables Shares, Subscription Receipts and any securities underlying the Subscription Receipts have not been, and will not be, registered under the United States *Securities Act of 1933*, as amended, or any state securities laws and may not be offered or sold in the United States, unless pursuant to an exemption from such laws.

For more information on the Plan of Arrangement and the Subscription Receipt Offering, please refer to the Company’s news release dated November 1, 2018, available on the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and at [www.mgxminerals.com](http://www.mgxminerals.com).

### **About MGX Renewables Inc.**

MGX Renewables, has developed a patented zinc-air flow battery that efficiently stores energy in the form of zinc particles and contains none of the traditional high cost battery commodities such as lithium, vanadium, or cobalt. The technology allows for low cost mass storage of energy and can be deployed into a wide range of applications scalable energy storage applications.

Unlike conventional batteries such as lithium-ion, which have a fixed energy/power ratio, the technology uses a fuel tank system that offers flexible energy storage to power ratios and



scalability. The storage capacity is directly tied to the size of the fuel tank and the quantity of recharged zinc fuel, making low cost scalability a major advantage of the flow battery system. In addition, a further major advantage of the zinc-air flow battery is the ability to charge and discharge simultaneously and at different maximum charge or discharge rates since each of the charge and discharge circuits is separate and independent. Other types of standard and flow batteries are limited to a maximum charge and discharge by the total number of cells as there is no separation of the charge, discharge and storage components. For more information visit [www.mgxrenewables.com](http://www.mgxrenewables.com).

### **About MGX Minerals Inc.**

MGX Minerals is a diversified Canadian resource and technology company with interests in global advanced material, energy and water assets.

### **Contact Information**

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### **Legal Advisories**

*Listing of the MGX Renewables shares remains subject to CSE approval. A market for MGX Renewables Shares may not sustainably develop following the completion of the Plan of Arrangement. If a market for MGX Renewables Shares does not sustainably develop, MGX shareholders may have difficulty selling their MGX Renewables Shares and the market price for MGX Renewables Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's and MGX Renewables' control. If the MGX Renewables Shares are not accepted for listing on a recognized exchange then the Plan of Arrangement may not be completed.*

*Following completion of the Plan of Arrangement, the Company may own or control MGX Renewables Shares and that ownership or control may be material. As a result, the Company could have the ability to control or veto matters submitted to MGX Renewables' shareholders for approval. This may negatively affect the attractiveness of MGX Renewables to third parties considering an acquisition of MGX Renewables or cause the market price of the MGX Renewables Shares to decline. The interests of the Company may not in all cases be aligned with the interests of MGX Renewables' shareholders. In addition, the Company may have an interest in pursuing acquisitions, divestitures and other transactions that, in the judgment of its management, could enhance its equity investment, even though such transactions might involve risks to MGX Renewables' shareholders and may ultimately adversely affect the market price of*



*the MGX Renewables Shares. So long as the Company continues to own, directly or indirectly, a significant amount of the MGX Renewables Shares, the Company may be able to strongly influence or effectively control MGX Renewables' decisions.*

*The Company does, from time to time, make investments in other companies and in its own research and development initiatives. As such, the Company may acquire interests in companies or otherwise develop businesses that directly or indirectly compete with all or certain portions of MGX Renewables' business or that are suppliers to, or customers of, MGX Renewables.*

*MGX shareholders should consult their own tax advisors in respect of the Plan of Arrangement.*

### **Forward-Looking Information**

*This news release contains certain statements or disclosures relating to MGX that are based on the expectations of its management as well as assumptions made by and information currently available to MGX which may constitute forward-looking statements or information ("forward-looking statements") under applicable securities laws. All such statements and disclosures, other than those of historical fact, which address activities, events, outcomes, results or developments that MGX anticipates or expects may, or will occur in the future (in whole or in part) should be considered forward-looking statements. In some cases, forward-looking statements can be identified by the use of the word "will", "could", "expect", "may" and other similar expressions.*

*In particular, but without limiting the foregoing, this news release contains forward-looking statements pertaining to the following: the Plan of Arrangement; the Meeting; the Subscription Receipt Offering; the listing of the MGX Renewables Shares on the CSE; the market for the MGX Renewables Shares; the ownership and control of MGX Renewables Shares by the Company; and the Company's future plans and investment strategy.*

*The forward-looking statements contained in this news release reflect several material factors, expectations and assumptions of MGX including, without limitation: that MGX will continue to conduct its operations in a manner consistent with past operations; the general continuance of current or, where applicable, assumed industry conditions; availability of debt and/or equity sources to fund MGX's capital and operating requirements as needed; and certain cost assumptions.*

*MGX believes the material factors, expectations and assumptions reflected in the forward-looking statements are reasonable at this time but no assurance can be given that these factors, expectations and assumptions will prove to be correct. The forward-looking statements included in this news release are not guarantees of future performance and should not be unduly relied*



*upon. 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; the Plan of Arrangement, Subscription Receipt Offering, the listing of the MGX Renewables Shares and/or Meeting may not be completed in the timelines anticipated, in the manner anticipated or at all; the Plan of Arrangement, Subscription Receipt Offering, listing of the MGX Renewables Shares and/or Meeting may not have the results currently anticipated by MGX; failure to obtain in a timely manner, shareholder, regulatory, stock exchange, court and other required approvals in connection with the Plan of Arrangement; the failure to realize the anticipated benefits of the Plan of Arrangement; increased costs and expenses; 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, copies of which are available on MGX's SEDAR profile at [www.sedar.com](http://www.sedar.com). Readers are cautioned that the foregoing list of factors is not exhaustive and are cautioned not to place undue reliance on these forward-looking statements.*

*The forward-looking statements contained in this news release are made as of the date hereof and the Company undertakes no obligations to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.*

*Neither 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.*