

Form 45-102F1

Notice of Intention to Distribute Securities under Section 2.8 of  
NI 45-102 *Resale of Securities*

**Reporting issuer**

1. Name of reporting issuer: Mount Dakota Energy Corp.

**Selling security holder**

2. Your name: Gary H. Claytens
3. The offices or positions you hold in the reporting issuer: Chief Executive Officer, President and Director
4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? No
5. Number and class of securities of the reporting issuer you beneficially own: 2,421,986 common shares

**Distribution**

6. Number and class of securities you propose to sell: 2,225,000 common shares
7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name. Private sale.

**Warning**

**It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.**

**Certificate**

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date: May 26, 2014

Gary H. Claytens  
Your name (Selling security holder)

Gary Claytens  
Your signature (or if a company, the signature of your authorized signatory)

\_\_\_\_\_  
Name of your authorized signatory