

<b>FORM D</b>
<b>Notice of Exempt Offering of Securities</b>

**UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION  
Washington, D.C.**

<b>OMB APPROVAL</b>
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

### 1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input type="checkbox"/> None	Entity Type
<b>0001561180</b>	<b>Axea Capital Corp.</b>	<input checked="" type="radio"/> Corporation
Name of Issuer	<b>MCW Enterprises Continuance Ltd.</b>	<input type="radio"/> Limited Partnership
<b>MCW Energy Group Ltd</b>	<b>MCW Enterprises Ltd.</b>	<input type="radio"/> Limited Liability Company
Jurisdiction of Incorporation/Organization	<b>MCW Enterprises Ltd.</b>	<input type="radio"/> General Partnership
<b>ONTARIO, CANADA</b>		<input type="radio"/> Business Trust
<b>Year of Incorporation/Organization</b>		<input type="radio"/> Other
<input checked="" type="radio"/> Over Five Years Ago		
<input type="radio"/> Within Last Five Years (Specify Year)	<input type="text"/>	
<input type="radio"/> Yet to Be Formed		

### 2. Principal Place of Business and Contact Information

Name of Issuer			
<b>MCW Energy Group Ltd</b>			
Street Address 1		Street Address 2	
<b>BROOKFIELD PLACE</b>		<b>181 BAY STREET, SUITE 4400</b>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<b>TORONTO</b>	<b>ONTARIO, CANADA</b>	<b>M5J 2T3</b>	<b>800-979-1897</b>

### 3. Related Persons

Last Name	First Name	Middle Name	
<b>BLYUMKIN</b>	<b>ALEX</b>		
Street Address 1		Street Address 2	
<b>181 BAY STREET, SUITE 4400</b>			
City	State/Province/Country	ZIP/Postal Code	
<b>TORONTO</b>	<b>ONTARIO, CANADA</b>	<b>M5J 2T3</b>	
<b>Relationship:</b>	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<input type="text"/>			

Last Name	First Name	Middle Name
<b>BAILEY</b>	<b>GERALD</b>	
Street Address 1		Street Address 2
<input type="text"/>		<input type="text"/>

181 BAY STREET, SUITE 4400

City: TORONTO State/Province/Country: ONTARIO, CANADA ZIP/Postal Code: M5J 2T3

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: PODLIPSKY First Name: VLADIMIR Middle Name:

Street Address 1: 181 BAY STREET, SUITE 4400 Street Address 2:

City: TORONTO State/Province/Country: ONTARIO, CANADA ZIP/Postal Code: M5J 2T3

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: SUTTON First Name: DAVID Middle Name:

Street Address 1: 181 BAY STREET, SUITE 4400 Street Address 2:

City: TORONTO State/Province/Country: ONTARIO, CANADA ZIP/Postal Code: M5J 2T3

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: VARTAN First Name: KARLO Middle Name:

Street Address 1: 181 BAY STREET, SUITE 4400 Street Address 2:

City: TORONTO State/Province/Country: ONTARIO, CANADA ZIP/Postal Code: M5J 2T3

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: DABBAS First Name: SAMI Middle Name:

Street Address 1

Street Address 2

181 BAY STREET, SUITE 4400

City

State/Province/Country

ZIP/Postal Code

TORONTO

ONTARIO, CANADA

M5J 2T3

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

SCHNEIDER

TRAVIS

S

Street Address 1

Street Address 2

181 BAY STREET, SUITE 4400

City

State/Province/Country

ZIP/Postal Code

TORONTO

ONTARIO, CANADA

M5J 2T3

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

CALSBECK

BILL

G

Street Address 1

Street Address 2

181 BAY STREET, SUITE 4400

City

State/Province/Country

ZIP/Postal Code

TORONTO

ONTARIO, CANADA

M5J 2T3

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

## 4. Industry Group

Agriculture

**Banking & Financial Services**

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

Other Banking & Financial

Services

Business Services

**Energy**

**Health Care**

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

**Manufacturing**

**Real Estate**

Commercial

**Retailing**

**Restaurants**

**Technology**

Computers

Telecommunications

Other Technology

**Travel**

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy
- Construction
- REITS & Finance
- Residential
- Other Real Estate
- Other Travel
- Other

### 5. Issuer Size

**Revenue Range**

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**Aggregate Net Asset Value Range**

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Rule 505
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/> Rule 506(b)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Rule 506(c)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Securities Act Section 4(a)(5)
	<input type="checkbox"/> Investment Company Act Section 3(c)

### 7. Type of Filing

- New Notice      Date of First Sale             First Sale Yet to Occur
- Amendment

### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

### 9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests
- Equity
- Tenant-in-Common Securities
- Debt
- Mineral Property Securities
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon
- Exercise of Option, Warrant or Other Right to Acquire Security
- Other (describe)

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$  USD

## 12. Sales Compensation

Recipient  Recipient CRD Number   None

(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number   None

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

State(s) of Solicitation   All States

## 13. Offering and Sales Amounts

Total Offering Amount \$  USD  Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD  Indefinite

Clarification of Response (if Necessary)

**13(a) represents the purchase price of the shares (416,316 @ C\$0.79), converted to US\$ based on the exchange rate on April 29, 2014, of US\$1.00=C\$1.0963.**

## 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$  USD  Estimate

Finders' Fees \$  USD  Estimate

Clarification of Response (if Necessary)

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$  USD  Estimate

Clarification of Response (if Necessary)

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
MCW Energy Group Ltd	/s/ Aleksander Blyumkin	ALEKSANDR BLYUMKIN	Chairman of the Board	2014-05-06