

FORM D
Notice of Exempt Offering of Securities

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

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

1. Issuer's Identity

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

2. Principal Place of Business and Contact Information

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

3. Related Persons

Last Name BLYUMKIN	First Name ALEX	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:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name BAILEY	First Name GERALD	Middle Name
Street Address 1 181 BAY STREET, SUITE 4400	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

TORONTO ONTARIO, CANADA M5J 2T3

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name: PODLIPSKIY 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: SCHNEIDER First Name: TRAVIS Middle Name: S 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: CALSBECK First Name: BILL Middle Name: G 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: DENNEWALD First Name: ROBERT Middle Name: Street Address 1: 181 BAY STREET, SUITE 4400 Street Address 2: City: State/Province/Country: ZIP/Postal Code:

TORONTO ONTARIO, CANADA M5J 2T3

Relationship: [] Executive Officer [x] Director [] Promoter

Clarification of Response (if Necessary)

Last Name: KORB First Name: MARK 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: [x] Executive Officer [] Director [] Promoter

Clarification of Response (if Necessary)

4. Industry Group

- Agriculture, Banking & Financial Services, Business Services, Energy, Health Care, Manufacturing, Real Estate, Retailing, Restaurants, Technology, Travel, Other

5. Issuer Size

- Revenue Range: Decline to Disclose Aggregate Net Asset Value Range: Decline to Disclose

Not Applicable

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"/>		<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	<input type="text"/>	Recipient CRD Number	<input type="checkbox"/> None
(Associated) Broker or Dealer	<input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
Street Address 1	<input type="text"/>	Street Address 2	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation	<input type="checkbox"/> All States	

13. Offering and Sales Amounts

Total Offering Amount	\$	<input type="text" value="124000"/>	USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$	<input type="text" value="124000"/>	USD	
Total Remaining to be Sold	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

Total Offering Amount represents the deemed price of 100,000 common shares @ \$0.84 and 50,702 common shares @ \$0.788, in payment of outstanding debts.

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	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Estimate
Finders' Fees	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> 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.

\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> 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/ Alex Blyumkin	Alex Blyumkin	Executive Chairman	2015-11-04