

# FORM 9

## **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

Name of CNSX Issuer: Newlox Gold Ventures Corp. (the "Issuer").

Trading Symbol: LUX.

Date: APRIL 14, 2014.

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: \_\_\_\_\_.

Issued and Outstanding Securities of Issuer Prior to Issuance: 25,006,911.

Date of News Release Announcing Private Placement: March 31, 2014 and April 14, 2014.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.05

**1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.

<sup>1</sup>An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \_\_\_\_\_ .
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. \_\_\_\_\_ .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: \_\_\_\_\_ .  
\_\_\_\_\_ .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
  - (a) Class \_\_\_\_\_ .
  - (b) Number \_\_\_\_\_ .
  - (c) Price per security \_\_\_\_\_ .
  - (d) Voting rights \_\_\_\_\_ .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
  - (a) Number \_\_\_\_\_ .
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) \_\_\_\_\_ .  
\_\_\_\_\_ .
  - (c) Exercise price \_\_\_\_\_ .
  - (d) Expiry date \_\_\_\_\_ .

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7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount \_\_\_\_\_ .
  - (b) Maturity date \_\_\_\_\_ .
  - (c) Interest rate \_\_\_\_\_ .
  - (d) Conversion terms \_\_\_\_\_ .
  - (e) Default provisions \_\_\_\_\_ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): \_\_\_\_ .
  - (b) Cash \_\_\_\_\_ .
  - (c) Securities \_\_\_\_\_ .
  - (d) Other \_\_\_\_\_ .
  - (e) Expiry date of any options, warrants etc. \_\_\_\_\_ .
  - (f) Exercise price of any options, warrants etc. \_\_\_\_\_ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship \_\_\_\_\_
- \_\_\_\_\_ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- \_\_\_\_\_ .
11. State whether the private placement will result in a change of control.
- \_\_\_\_\_ .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_.

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102..

**2. Acquisition**

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

*The Issuer acquired Oro Roca S.A. ("Oro Roca"), a Costa Rica based precious metals trading and production company specializing in gold, silver and platinum by way of acquisition of all shares of Oro Roca from two shareholders of Oro Roca.*

*Oro Roca S.A. has contacts throughout Latin America providing the Issuer with access to previously inefficiently processed tailings material, which presents an opportunity to implement revenue generating environmental reclamation programs.*

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

*The Issuer entered into a share purchase agreement with Jeffrey Benavides Chaverri and Jessenia Porras Jimenez, the two shareholders of Oro Roca. Pursuant to that agreement the Issuer agreed to acquire all shares of Oro Roca for 20,000,000 shares of the Issuer by issuing the 20,000,000 shares to Jeffrey Benavides Chaverri and Jessenia Porras Jimenez and persons indicated by them.*

*The Issuer agreed to appoint Jeffrey Benavides Chaverri to its board of directors.*

3. acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: *\$1,000,000.*
  - (b) Cash: *0.*
  - (c) Securities (including options, warrants etc.) and dollar value:  
*20,000,000 common shares of the issuer at a deemed price of \$0.05 per share for the total deemed consideration of \$1,000,000.*
  - (d) Other: \_\_\_\_\_ .
  - (e) Expiry date of options, warrants, etc. if any: \_\_\_\_\_ .
  - (f) Exercise price of options, warrants, etc. if any: \_\_\_\_\_ .
  - (g) Work commitments: \_\_\_\_\_ .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

*The purchase price was determined by independent directors of the Issuer based on a third party valuation prepared by RWE Growth Partners Inc., an independent business valuation firm.*

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

*The management of the Issuer obtained the Calculation Valuation Report prepared by RWE Growth Partners Inc., dated November 30, 2013, which provided the following conclusion with respect to the valuation of Oro Roca:*

*The end result is a calculated fair market value for Oro Roca in the range of \$3.8 million. The low-end of the range of fair market value of Oro Roca was determined to be \$3.6 million. The high-end of the range of fair market value of the Company was determined to be \$4.0 million. If asked to provide a specific number, RWE would conclude that to be \$3.8 million*

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer <sup>(1)</sup>
Mariposa Asociados S. A	2,050,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
Sienna Institue Inc.	2,050,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
David Jackson	2,925,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
Jeffrey Benavides	4,425,000	\$0.05*	n/a	S. 2.12 of NI 45-106		Director of the Issuer as of the date of this report
Dr Stewart Jackson	100,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
James A Turner	25,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
Ryan Jackson	2,325,000	\$0.05*	n/a	S. 2.12 of NI 45-106	2,325,000	Director of the Issuer
Gerson Chinchilla	300,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
Maurice & Deborah Blik	50,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
Peter Grut	2,200,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
Marcello Mariz Veiga	250,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
Stephan Luedemann	100,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
Jeffrey Selder	100,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
Ash Katey	100,000	\$0.05*	n/a	S. 2.12 of NI 45-106	100,000	Director of the Issuer
Richard Simmons	100,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	
Adrain Gleave	100,000	\$0.05*	n/a	S. 2.12 of NI 45-106	***SEE BELOW	

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<b>Carolina Galvez</b>	<b>150,000</b>	<b>\$0.05*</b>	<b>n/a</b>	<b>S. 2.12 of NI 45-106</b>	<b>***SEE BELOW</b>	
<b>Jessenia Porras</b>	<b>1,500,000</b>	<b>\$0.05*</b>	<b>n/a</b>	<b>S. 2.12 of NI 45-106</b>	<b>***SEE BELOW</b>	
<b>Elizabeth Coleman</b>	<b>1,100,000</b>	<b>\$0.05*</b>	<b>n/a</b>	<b>S. 2.12 of NI 45-106</b>	<b>***SEE BELOW</b>	
<b>Jeanette Salazar</b>	<b>50,000</b>	<b>\$0.05*</b>	<b>n/a</b>	<b>S. 2.12 of NI 45-106</b>	<b>***SEE BELOW</b>	

(1) Indicate if Related Person

\* Indicates a deemed share issuance price.

\*\* This number does not include the current share issuance.

**\*\*\*AFTER REASONABLE INQUIRY NO SHAREHOLDER INDICATED HAS HOLDINGS THAT WOULD REQUIRE REPORTING AS AN INSIDER**

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

*Oro Roca is a trading company. The Issuer obtained warranties and representations from the Vendors with respect to Oro Roca's assets, liabilities, contracts and the financial position. Representatives of the Vendor visited the trading facilities of Ora Roca in Costa Rica.*

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): \_\_\_\_\_

(b) Cash \_\_\_\_\_

(c) Securities \_\_\_\_\_

(d) Other \_\_\_\_\_

(e) Expiry date of any options, warrants etc. \_\_\_\_\_

(f) Exercise price of any options, warrants etc. \_\_\_\_\_



9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. \_\_\_\_\_  
\_\_\_\_\_
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. \_\_\_\_\_  
\_\_\_\_\_

### **Certificate Of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated April 23, 2014.

DONALD GORDON  
Name of Director or Senior  
Officer



\_\_\_\_\_  
Signature

CEO  
Official Capacity