

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

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

Trading Symbol: LUX.

Date: November 21, 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: 45,366,991.

Date of News Release Announcing Private Placement: November 18th, 2014.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.04

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)
CHRIS BLOCK 1404 HAMILTON ST. NEW WESTMINST ER, BC CANADA V3M 2N6	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a

			year 2.				
SUSAN BROOKES 236 KING EDWARD AVE E. VANCOUVER , BC, CANADA, V5V2C3	\$15,000 in debentures and 15,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a
DEBORAH CHAMITOFF 933 BOULDERW OOD RISE VICTORIA, BC, CANADA, V8Y3G5	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a
CLAYTON ELLAMS 3815 24 ST NW, CALGARY, AB, CANADA, T2L0Y8	\$7,500 in debentures and 150,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a

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CORINNE ELLAMS 3815 24 ST NW, CALGARY, AB, CANADA, T2L0Y8	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a
GARNET PETERSON 5639 EAGLE CRT, NORTH VANCOUVE, BC, CANADA, V7R4V5	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a
GLEN STEWART 188 HAWKVIEW MANOR CIR NW, CALGARY, AB, CANADA, T3G3A2	\$7,500 in debentures and 150,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a
MICHELLE WENDLING 577 BUTTERWOR TH WAY NW, UNIT #2, EDMONTON, AB, CANADA,	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a

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T6R2Y2			and \$0.15 per share in year 2.				
ROBIN LAVER 902 DEAL ST, VICTORIA, BC, CANADA, V8S5G3	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a
EDWARD LAVER 902 DEAL ST, VICTORIA, BC, CANADA, V8S5G3	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a
BRENT TODD 2470 CALEDONIA AVE, NORTH VANCOUVER BC, CANADA, V7G1T9	\$17,500 in debentures and 350,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a

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JOHNNY MARKOVINA 428 JERVIS ST, VANCOUVER BC, CANADA, V6C3R7	\$7,500 in debentures and 150,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Friday November 14 th , 2014	n/a
Quinsam Capital Corp. 390 Bay Street, Suite 806 Toronto, ON Canada M5H 2Y2	\$150,000 in debentures and 300,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	The purchase is in an amount equal or greater to \$150,000.	0	Wednesda y November 12 th , 2014	n/a
Dee Quinton 1721 Valleyview Drive Kamloops, BC Canada V2C 4B7	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Thursday November 6 th , 2014	n/a
Colin Noble 280 Victoria Street Kamloops, B.C. Canada V2C1A4	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1	Financial assets exceeding \$1,000,000 and income above the \$200,000 level or spousal	0	Thursday November 6 th , 2014	n/a

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			and \$0.15 per share in year 2.	income above \$300,000.			
Josh Kier 2116 Young Ave. Kamloops, BC Canada V2B 4M6	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Thursday November 6 th , 2014	n/a
Tracy Robertson 2385 Rosewood Ave. Kamloops, BC Canada V2B 4Y9	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Thursday November 6 th , 2014	n/a
Mark Coupe 2536 Abbeyglen Way Kamloops, BC Canada V1S 1Z6	\$10,000 in debentures and 200,000 warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	0	Thursday November 6 th , 2014	n/a

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Doren Quinton 1721 Valleyview Drive Kamloops, BC Canada V2C 4B7	\$60,000 in debentures and 1.2 million warrants.		Debentures are convertible at \$0.10. 2 year warrants are exercisable at \$0.05 per share year 1 and \$0.15 per share in year 2.	Financial assets exceeding \$1,000,000	1,062,000	Thursday November 6 th , 2014	n/a
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(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.

¹An 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: \$385,000.

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:

The Company intends to deploy the proceeds of the Convertible Debentures to double plant capacity at its initial processing facility and construct and in-house beneficiation facility to refine concentrates to doré and will also be used for general corporate and working capital purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.

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: Debentures and Warrants.

(b) Number: \$385,000 in debentures and 7,700,000 warrants.

(c) Price per security: Convertible into shares at \$.10 per share

- (d) Voting rights: shares which result from conversion, redemption, or the exercise of warrants will be voting shares.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: \$385,000 in convertible/redeemable debentures and 7,700,000 warrants.
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 3,850,000 if debt is converted at the conversion price of \$0.10. Additionally, 7,700,000 shares could be purchased by exercising the warrants.
- (c) Exercise price: Warrants may be exercised at a price of \$0.05 each in year 1 and \$0.15 per share in year 2. The Debentures are redeemable and convertible at a price of \$0.10.
- (d) Expiry date: Warrants will expire 24 Months from closing. The debentures are convertible on or prior to the maturity date which is November 14, 2016.
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount: \$385,000.
- (b) Maturity date November 14th, 2016.
- (c) Interest rate: Simple annual interest rate of 10 percent amortized over a term of 24 months.
- (d) Conversion terms The Convertible Debentures shall be convertible at the option of the holder or Redeemable at the option of the Company into common shares of the Company on or prior to the maturity date at a conversion price of \$0.10 per common share.

(e) Default provisions

The occurrence of any of the following events shall constitute an "Event of Default" under this Loan Agreement:

- (a) If default occurs in payment when due of any indebtedness and such default continues for a period of 30 days following written notice specifying the same by the Investor;
- (b) if default occurs in performance of any other covenant of the Company under this Loan Agreement and such default continues for period of 30 days following written notice specifying the same by the Investor;

(c) if (i) the Company becomes insolvent within the meaning of any bankruptcy or insolvency legislation applicable to it or files an assignment in bankruptcy (ii) a petition or other process for the bankruptcy of the Company is filed or instituted and remains undismissed or unstayed for a period of at least 30 days or any relief sought in such proceedings shall occur.

Upon the occurrence of any Event of Default, all Indebtedness shall at the option of the Investor and by notice in writing to the Company become forthwith due and payable and all of the rights and remedies conferred in respect of the Note shall become immediately enforceable.

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):

CANACCORD GENUITY CORP of #2200 - 609 GRANVILLE STREET, VANCOUVER, B.C., CANADA, V7Y 1H2 was paid an 8% commission on a portion of the financing. Canaccord does not have voting control over 20% or more of the voting shares of the Issuer.

(b) Cash: \$10,000

(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.
No.
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: _____
_____.
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: ____
_____.
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: _____.
- (b) Cash: _____.
- (c) Securities (including options, warrants etc.) and dollar value: _____
_____.
- (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).

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

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 ⁽¹⁾

(1) Indicate if Related Person

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

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: November 21, 2014.

Donald Gordon
Name of Director or Senior
Officer



Signature

Director, Chairman