FORM 5

QUARTERLY LISTING STATEMENT

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

Trading Symbol: LUX____

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNSX.ca website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the CNSX Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

ALL ITEMS ARE CONTAINED IN THE ATTACHED FINANCIAL STATEMENTS

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

ATTACHED

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 Quarterly Listing Statement.

2. As of the date hereof there is no 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 5 Quarterly Listing Statement is true.

Dated September 5, 2013_______________.

Donald Gordon__________________
Name of Director or Senior Officer

Signature

CEO and CFO
Official Capacity

Issuer Details Name of Issuer Newlox Gold Ventures Corp	For Month End August 2013	Date of Report YY/MM/D 2013/09/05
Issuer Address #2000-1500 West Georgia Street,		
City/Province/Postal Code Vancouver BC V6G 2Z6	Issuer Fax No. (604) 687-1188	Issuer Telephone No. (604) 617-7221

Contact Name Don Gordon	Contact Position CEO	Contact Telephone No. (604) 617-7221
Contact Email Address don@dagconsulting.com	Web Site Address	

NEWLOX GOLD VENTURES CORP.

Vancouver, BC

CONDENSED FINANCIAL STATEMENTS

June 30, 2013

(Unaudited – Expressed in Canadian Dollars)

NEWLOX GOLD VENTURES CORP.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed financial statements; the statements must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of financial statements by an entity's auditor.

Management has prepared the information and representations in this interim report. The condensed financial statements have been prepared in accordance with International Financial Reporting Standards and, where appropriate, reflect management's best estimates and judgment. The financial information presented throughout this report is consistent with the data presented in the condensed financial statements.

The company maintains adequate systems of internal accounting and administrative controls, consistent with reasonable cost. Such systems are designed to provide reasonable assurance that relevant and reliable financial information is produced.

"Don Gordon"
President, Chief Executive Officer and Chief Financial Officer

August 16th, 2013

NEWLOX GOLD VENTURES CORP.
STATEMENT OF FINANCIAL POSITION
(Unaudited - Expresses in Canadian Dollars)

	June 30, 2013 $	March 31, 2013 $
Assets		
Current		

Cash	17,935	32,334
Taxes Recoverable	19,556	16,538
	37,491	48,872
Mineral Property Interest (Note 4)	67,450	67,450
	104,941	116,322
Liabilities		
Current		
Payables and Accruals	32,093	9,086
Due to related parties (Note 8)	35,099	15,099
	67,192	24,185
Equity		
Share Capital (Note 5)	307,512	307,512
Contributed Surplus	1,188	1,188
Deficit	(270,951)	(216,563)
	37,749	92,137
	104,941	116,322

Nature and Continuance of Operations (Note 1)
Corporate Restructuring and Commitment (Note 3)
Subsequent Events (Note 10)

These consolidated financial statements were authorized for issue by the Board of Directors on August 29th, 2013. They are signed on the Company's behalf by:

"Donald Gordon"	*"Thomas Bell"*
Director	Director

The accompanying notes are an integral part of these condensed financial statements.

NEWLOX GOLD VENTURES CORP.
STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited - Expresses in Canadian Dollars)

	For the three months period ended June 30, 2013	For the three months period ended June 30, 2012
	$	$
Expenses		
Administrative Costs	2,173	18
Consulting Fees	-	-
Professional Fees	29,053	4,277
Management Fees	-	-
Mining Property Expenses	18,338	19,108
Regulatory and Transfer Agent Fees	4,824	572
Net Loss and Comprehensive Loss	(54,388)	(23,975)
Basic and Diluted Loss per Common Share	(0.004)	-
Weighted Average No. of Common Shares Outstanding	13,356,911	11,671,911

The accompanying notes are an integral part of these condensed financial statements.

NEWLOX GOLD VENTURES CORP.
STATEMENT OF SHAREHOLDERS' EQUITY
(Unaudited - Expressed in Canadian Dollars)

	Share Capital				
	Number	Amount $	Reserve $	Deficit $	Equity $
Share issued for cash on					
Incorporation, April 7, 2011	1	1	-	-	1
Incorporation share cancelled	(1)	(1)	-	-	(1)
Shares issued per Arrangement Agreement (Note 3)	7,800,911	61,200	-	-	61,200
Shares issued per Option Agreement – October 2011	250,000	500	-	-	500
Private Placement – November 2011	2,500,000	125,000	-	-	125,000
Finders' Fee – November 2011	-	(11,000)	-	-	(11,000)
Debt Settlement for Shares – February 2012	396,000	19,800	-	-	19,800
Private Placement – February 2012	500,000	25,000	-	-	11,250
Shares issued per Option Agreement – March 2012	225,000	11,250	-	-	11,250
Net loss	-	-	-	(104,114)	(104,114)
Balance, March 31, 2012	**11,671,911**	**231,750**	**-**	**(104,114)**	**127,636**
Private Placement – October 2012	1,460,000	73,000	-	-	73,000
Finders' Fee – October 2012 – Cash	-	(7,300)	-	-	(7,300)
Finders' Fee – October 2012 – Agent Warrants	-	(1,188)	1,188	-	-
Shares issued per Option Agreement – February 2013	225,000	11,250	-	-	11,250
Net Loss				(112,449)	(112,449)
Balance, March 31, 2013	**13,356,911**	**307,512**	**1,188**	**(216,563)**	**92,137**
Net Loss				**(54,388)**	**(54,388)**
Balance, June 30, 2013	**13,356,911**	**307,512**	**-**	**(270,951)**	**37,749**

The accompanying notes are an integral part of these condensed financial statements.

NEWLOX GOLD VENTURES CORP.
STATEMENT OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)

	For the three months period ended June 30, 2013 $	For the three months period ended June 30, 2012 $
Cash flows from operating activities		
Net loss	(54,388)	(23,975)
Items not affecting cash	-	-
Changes in non-cash working capital		
Accounts receivable	(3,018)	(652)
Due to related parties	20,000	(1,344)
Payables and accruals	23,007	2,959
Net cash used in operating activities	(14,399)	(23,012)
Cash flows from financing activities		
Proceeds from private placement	-	-
Share issue costs	-	-
Net cash provided by operating activities	-	-
Cash flows from investing activities		
Corporate restructuring	-	-
Increase in cash and cash equivalents	(14,399)	(23,012)
Cash and cash equivalents, beginning	32,334	86,736
Cash and cash equivalents, closing	**17,935**	**63,724**
Significant non-cash activities		
Re-distribution of subsidiaries shares to shareholders	-	-
Shares issued per mineral property option agreement	-	-
Fair value of Agent Warrants	--	-

The accompanying notes are an integral part of these condensed financial statements.

Note 1 Nature and Continuance of Operations

Newlox Gold Ventures Corp. (the “Company” or ‘Newlox’) was incorporated on April 7, 2011 and, pursuant to an arrangement agreement dated April 8, 2011 (the “Arrangement Agreement”) between the Company and Tulox Resources Inc. (“Tulox”), the Company was assigned the interest in the Tulox Property and $5,000 in cash from Tulox (the “Arrangement”), and commenced operations as a mineral property exploration company. The $5,000 deposited from Tulox as part of the Arrangement provided the Company with the capital necessary to fulfill its short-term needs. In consideration the Company issued 7,800,911 common shares to the Tulox shareholders (“Arrangement Shares”) who held Tulox shares on the share distribution record date set at August 25, 2011. The Company’s registered office is located at Suite 1220, 1111 West Hasting Street, Vancouver, BC.

The Company’s principal business following the Arrangement is to commence operations as a development stage company with the principal business being the exploration and development of mining properties. The Company may also acquire additional properties and will carry out early stage exploration on such mineral properties and then sell, option or joint venture the properties.

These condensed financial statements have been prepared on the basis of accounting principal applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company’s continuing operations, as intended, and its financial success may be dependent upon the extent to which it can discover mineralization and the economic viability of developing any such additional properties.

The discovery of mineralization and the development of mineral properties to the point where they may be sold, optioned or joint ventured may take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty. As a development stage company, the company does not anticipate producing revenues for some time, other than from the sale, optioning or joint venturing of any mineral properties it may acquire and the sales of marketable securities. The sale value of any mineralization discovered by the Company and the value of the Company’s investments in marketable securities are not predictable. The success of the Company is largely dependent upon factors beyond its control. These factors raise substantial doubt about the Company’s ability to continue as a going-concern.

These condensed financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

Note 2 Significant Accounting Policies

Statement of Compliance

The Company's condensed consolidated financial statements are issued under International Financial Reporting Standards (“IFRS”) for the period ended June 30, 2013 including the 2012 comparative period. These condensed consolidated financial statements have been prepared in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB), and as such do not include all the necessary annual disclosures in accordance with IFRS. Please refer to the Audited Financial Statements for the period ended March 31, 2013.

NEWLOX GOLD VENTURES CORP.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
(Unaudited - Expressed in Canadian Dollars)

Note 2 Significant Accounting Policies (continued)

Basis of presentation

These financial statements have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the Company.

Estimates ,Assumptions and Measurement Uncertainty

The Company makes estimated and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions.

The effect of a change in accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical accounting estimates and judgments in applying accounting policies that have the most significant risk of causing materials adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

Judgments

Exploration and evaluation expenditures - The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the profit of loss in the period the new information becomes available.

Titles to mineral property interests – Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Estimates

Share-based payment transactions – The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length

Impairment (continued)

transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit of loss for the period. For an asset that doses not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Financial instruments

Financial assets

Financial assets are initially recognized at fair value and are classified into one of the following categories, depending on the purpose for which the asset was acquired.

Fair value through profit or loss – derivatives or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations.

Loans and receivables – non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments – non-derivative financial assets with fixed or determinable payments and fixed maturities that the company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of operations.

Available-for-sale – non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of operations.

Financial instrument (continued)

All financial assets except for those at fair value through profit or loss are subject to review for impairment at the minimum of at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories:

Fair value through profit or loss – derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations.

Other financial liabilities – includes promissory notes, amounts due to related parties and payables and accruals, all of which are recognized at amortized cost.

Classification of Financial Instruments

The Company has classified its cash as fair value through profit or loss; cash equivalents and deposit as held-to-maturity; receivables as loans and receivables; and payables and accruals as other financial liabilities.

Share-based payments

The Company applies the fair value method of accounting for stock option awards using the Black-Scholes option pricing model. Under this method, the Company recognizes compensation expenses for employee stock option awards, based on the grant date fair value, for each vesting installment, over the vesting period of the options. Each installment is valued separately, based on assumptions determined from historical data, and recognized as compensation expense over each installment's individual tranche vesting period. Forfeiture estimates are recognized in the period they are estimated, and the revised for actual forfeitures in subsequent periods.

In situations where stock option awards are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Note 2 Significant Accounting Policies (continued)

Income taxes (continued)

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax will be recovered, it provides a valuation allowance against that excess.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. For the years presented, the dilutive effect has not been computed as it proved to be anti-dilutive.

Basic loss per share has been calculated using the weighted average number of common shares outstanding during the period.

Comprehensive income (loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other that the Company's shareholders and includes items that are not included in net profit. Other comprehensive income consists of changes to unrealized gain and losses on available-for-sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income are accumulated in separate component of equity as Accumulated Other Comprehensive Income. The Company has not had other comprehensive income since inception.

Note 2 Significant Accounting Policies (continued)

Mineral exploration expenditures

The Company's accounting policy relating to mineral exploration expenditures is to expense all exploration expenditures when incurred.

Significant costs related to property acquisitions are capitalized until the viability of the mineral interest is determined. When it has been established that a mineral interest is commercially mineable and an economic analysis has been completed, the costs subsequently incurred to develop a mine on the property prior to the start of mining operations are capitalized and will be amortized against production following commencement of commercial production, or written off if the property is sold, allowed to lapse or abandoned.

Segment reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which are subject to risks and rewards that are different from those of other segments. The Company considers its primary reporting format to be business segments. The Company considers that it has only one reportable segment, being the mineral exploration segment.

Future changes in accounting policies

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company:

IFRS 9, "Financial Instruments":

This new standard is partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 used a single approach to determine whether a financial asset is measure at amortized cost of fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

IFRS 10, "Consolidated Financial Statements":

IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. Implementation of IFRS 10 is not expected to have a material impact on the Company's financial statements. The Company intends to adopt the standard for the accounting period beginning on June 1, 2013.

Note 2 Significant Accounting Policies (continued)

IFRS 11, "Joint Arrangements":

IFRS 11 describes the accounting for arrangements in which there is joint control; proportionate consolidation is not permitted for joint ventures (as newly defined). IFRS 11 replaces IAS 31 Interests in Joint Ventures and SIC 13 jointly Controlled Entities – Non-

Monetary Contributions by Venturers. Implementation of IFRS 11 is not expected to have a material impact on the Company's financial statements. The Company intends to adopt the standard for the accounting period beginning on June 1, 2013.

IFRS 13, "Fair value measurement"

This new standard replaces the fair value measurement guidance currently included in various other IFRS standards with a single definition of fair value and extensive application guidance. IFRS 13 provides guidance on how to measure fair value and does not introduce new requirements for when fair value is required or permitted. It also establishes disclosure requirements to provide users of the financial statements with more information about fair value measurements. IFRS 13 is effect for annual periods beginning on or after January 1, 2013.

Amendments to IAS 28, Investments in Associates and Joint Ventures

In May 2011, the IASB issued amendments to IAS 28, Investment is Associates and Joint Ventures, which are effective for annual periods beginning April 1, 2013 with early adoption permitted. Amendments to IAS 28 provide additional guidance applicable to accounting for interests in joint ventures or associates when a portion of an interest is classified as held-for-sale or when the Company ceases to have joint control or significant influence over an associate or joint venture. When joint control or significant influence over an associate or join venture ceases, the Company will no longer be required to re-measure the investment at that date. When a portion of interest in a joint venture or associate is classified as held-for-sale, the option not classified as held-for-sale shall be accounted for using the equity method of accounting until the sales is completed, at which time the interest is reassessed for prospective accounting treatment. The Company does not expect the amendments to IAS 28 to have a materials impact on its financial statements.

Amendment to IAS 32, Financial instruments: presentation

These amendments address inconsistencies when applying the offsetting requirements, and is effective for annual periods beginning on or after January 1, 2014.

Financial statement presentation

In June 2011, the IASB and the Financial Accounting Standards Board ("FASB") issued amendments to standards to align the presentation requirements for other comprehensive income ("OCI"). The IASB issued amendments to IAS "Presentation of Financial Statements" to require companies preparing financial statements under IFRS to group items within OCI that may be reclassified to the profit or loss. The amendments also reaffirm existing requirements that items in OCI and profit or loss should be presented as either a single statement or two consecutive statements. The amendments are effective for fiscal years beginning on or after July 1, 2012.

Note 3 Corporate Restructure and Commitment

The Company and Tulox entered into the Arrangement Agreement on April 8, 2011 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Arrangement") to transfer Tulox's interest in the Tulox Porperty and %5,000 cash to the Company ("the Transfer") which were completed on July 7, 2011 and August 23, 2011 respectively. As consideration for the Transfer, the Company issued 7,800,911 common shares to shareholders of Tulox on August 25, 2011. The Arrangement Agreement was approved by Tulox's shareholders on May 30, 2011 and by the Supreme Court of British Columbia on June 3, 2011.

The Arrangement Agreement became effective on August 11, 2011. As a result, the Transfer was executed and the Company issued the Arrangement Shares to shareholders of Tulox as of August 25, 2011.

As part of the Arrangement Agreement, all stock options issued by Tulox and outstanding as at August 11, 2011, the effective date ("Tulox Share Commitments") would entitle the option holder to receive one common share of Tulox and one common share of the Company upon exercise. In consideration, the Company would be entitled to receive a percentage of the proceeds equal to the fair market value of the assets transferred to the Company divided by the fair market value of all assets of Tulox immediately prior to completion of the Arrangement. As at August 11, 2011, Tulox has 250,000 outstanding stock options. Prior to the effective date of the Arrangement, holders of these Tulox Share Commitments as of August 10, 2011 had agreed to waive their rights to receive shares of the Company upon exercise of their Tulox stock options.

Note 4 Mineral Property Interest

Pursuant to an agreement dated May 7, 2007 and amended February 7, 2013, August 22, 2007, November 8, 2007, January 15, 2008, April 15, 2008 and August 1, 2008, Tulox, the Company's former parent company, agreed to acquire 13 mineral claims, collectively known as the Tulox Property, located in the Clinton Mining Division, British Columbia, Canada, from Amarc Resources Ltd. ("Amarc") and another party.

The agreement was changed to an option agreement dated April 21, 2009 and amended March 23, 2010 and July 27, 2010 to acquire a 100% interest in the Tulox Property.

Pursuant to agreement dated December 15, 2011 with Amarc Resources Ltd. ("Amarc") Newlox may acquire a 100% interest in the Tulox property, which was previously held by Tulox Resources Inc. (now Argentium Resources Inc.) under the following terms:

1) Issue 250,000 common shares in the capital of the Company, following the issuance of shares of the Company pursuant to the Plan of Arrangement (issued in fiscal 2012);
2) Issue 225,000 common shares in the capital of the Company, following the date of the execution of the agreement (issued in fiscal 2012);

Note 4 Mineral Property Interest (continued)

3) Issue 225,000 common shares in the capital of the Company, within 5 business days from the date of the execution of this amendment agreement (issued in fiscal 2013);
4) Mineral Expenditures of $100,000 CDN and a further 150,000 common shares in the capital of the Optionee on or before June 30, 2013; (see subsequent event note below)
5) A further $125,000 CDN of Mineral Exploration Expenditures and 250,000 common shares in the capital of the Optionee on or before December 31, 2013;

(Unaudited - Expressed in Canadian Dollars)

6) An additional $250,000 CDN of Mineral Exploration Expenditures and 300,000 common shares in the capital of the Optionee on or before June 30, 2014;
7) A further $300,000 CDN of Mineral Exploration Expenditures and 350,000 common shares in the capital of the Optionee on or before December 31, 2014;
8) An additional $1,225,000 CDN of Mineral Exploration Expenditures and 925,000 common shares in the capital of the Optionee on or before December 31, 2015.

Amarc has the right to obtain a 60% interest ("Back-In Right") in the property on the preparation of a preliminary economic assessment or pre-feasibility study by Newlox, by completing an additional $10 million of mineral exploration expenditures on the property. Newlox must complete and deliver a preliminary economic assessment or pre-feasibility study be February 14, 2015. Newlox's interest in the property and the option agreement will be deemed to be relinguished or abandoned if it fails to do so.

Amarc retains a 3% net smelter royalty ("NSR") return following the commencement of commercial production, which is reduced to 1.2% should Amarc exercise its 60% Back-In Right.

Details of acquisition costs incurred for the three months period ended June 30, 2013 and the year ended March 31, 2013 are as follows:

Tulox Property		June 30, 2013		March 31, 2013
Balance – beginning of period	$	67,450	$	56,200
Acquisition		-		-
Issuance of shares		-		11,250
Balance – end of period	$	67,450	$	67,450

On July 7, 2011, Tulox assigned the interest in the Tulox Property to the Company. The shareholders of Tulox at the time of the Arrangement continued to collectively own an interest in the Tulox Property, albeit through an altered corporate structure. Consequently, given that there was no substantive change in the beneficial ownership of the interest in the Tulox Property at the time that is was assigned to the Company, the transfer must be recorded under IFRS using the historical carrying values of the purchase agreement in the accounts of Tulox which was $56,200 at the time of the transfer.

Note 5 Share Capital

Authorized

Unlimited number of common shares without par value

Common shares

The total number of common shares issued and outstanding as of June 30, 2013 was 13,356,911.

On August 25, 2011 the Company completed all outstanding obligations under the Arrangement Agreement between the Company, Tulox and a certain other party by issuing a total of 7,800,911 Arrangement Shares to Tulox shareholders as consideration for the Transfer from Tulox. As a result of completing the Arrangement and subsequent to issuing the Arrangement Shares, the Issuer became a reporting issuer in the jurisdictions of British Columbia and Alberta.

(Expressed in Canadian Dollars)

On October 4, 2011 the Company issued 250,000 common shares to Amarc pursuant to s.4.2 (a) of the Tulox Property option agreement.

On November 9, 2011 the Company issued 2,500,000 common shares at $0.05 per share for total proceeds of $125,000 in connection with a private placement. Leede Financial Markets Inc. ("Leede") received 220,000 share purchase warrants exercisable at $0.15 per share for a period of 24 months from the date the shares of the Company are listed on the Canadian National Stock Exchange and $11,000 cash as a finder's fee with respect to $110,000 raised by Leede.

On February 14, 2012, the Company issued 396,000 common shares at $0.05 per share, to settle debt for services of $19,800. On February 14, 2012, the Company issued 500,000 common shares at $0.05 per share for a private placement made.

On March 31, 2012, the Company issued 225,000 common shares to Amarc pursuant to s.4.2(b) of the Tulox Property option agreement.

On October 5, 2012, the Company issued 1,460,000 common shares at $0.05 per share in cash and issued 146,000 broker warrants as a finder's fee to a registered investment dealer. Each warrant entitles the holder to purchase one share of the Company at $0.15 per shae for a period of 24 months from the date the shares of the Company are listed on the Canadian National Stock Exchange. The warrants were valued at $1,188 using the Black-Scholes option pricing model with an average risk-free interest rate of 0.86% expected life of 2 years, volatility of 81% and dividend yield of 0%.

On February 13, 2013 the Company issued 225,000 common shares, with a fair value of $11,250, to Amarc pursuant to the Tulox Property option agreement.

Stock Options

The company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common share reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can

Note 5 Share Capital (continued)

have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors. As at and during the period ended June 30, 2013, no options were granted or outstanding.

Warrants

	Outstanding	Weighted Average Exercise Price Per Share
Outstanding at April 7, 2011	-	$ -
Issued with November 2011 private placement	220,000	0.15
Outstanding at March 31, 2012	220,000	0.15

(Expressed in Canadian Dollars)

Issued with October 2012 private placement	146,000	0.15
Outstanding at June 30, 2013 and March 31, 2013	366,000	$ 0.15

Note 6 Capital Management

The company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support future business opportunities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended June 30, 2013. The Company is not subject to externally imposed capital requirements.

Note 7 Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:
Level 1 – Valuation based on quoted prices (unadjusted) in active markets for identical assets of liabilities;
Level 2 – Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than level 1 prices, such as quoted interest of currency exchange rates; and
Level 3 – Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Note 7 Financial Instruments (continued)

As at June 30, 2013, the Company's financial instruments consists of cash, accounts receivable, accounts payable and accrued liabilities, and amounts due to related parties. Cash is carried at fair value using a level 1 fair value measurement. The carrying value of accounts receivable, accounts payable and accrued liabilities approximate their fair value because of their nature and respective maturity dates or durations.

Unless otherwise noted, it is management's option that the Company is not exposed to significant credit, liquidity or market risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

a) Foreign currency risk – The Company's activities that result in exposure to fluctuations in foreign currency exchange rates consist of the sales of products to customers invoiced in foreign currencies and the purchase of services, materials, and property and equipment from suppliers invoiced in foreign currencies. The Company does not use derivative instruments to hedge its currency risk.

b) Market risk – Market risk is the risk that changes in market conditions, such as input parts prices, interest rates, and foreign exchange rates, will affect the Company's cash flows or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns. The Company does not utilize financial derivatives or other contracts to manage market risks.

c) Liquidity risk – Liquidity risk is the risk that the Company will encounter difficulty in paying obligations as they come due. The Company's financial liabilities consist of accounts payable, and related party payables. Accounts payable consists of invoices payable to trade suppliers for capital and operating expenditures and for general corporate expenses. The Company processes invoices within a normal payment period. These funds will be used to defray the development and certification costs related to the project. Related party payables do not bear any interest and are provided on a non-secured basis. The Company prepares funds from operations and capital expenditure budgets, which are regularly monitored and updated.

Note 8 Related Party Transactions

The Company's subsidiaries, entered into the Arrangement Agreement described above and in Note 3 of the Unaudited Financial Statements. The Arrangement Agreement provides for the transfer from the Company of its interest in three letters of intent to each of three wholly-owned subsidiaries, and the distribution of the common shares of the subsidiaries to the shareholders of the Company. The shareholders of the Company at the completion of the Arrangement Agreement will continue to collectively own the interest in the assets, albeit through an altered corporate structure. Consequently, given that there will be no substantive change in the beneficial ownership of the option agreement at the time that it is transferred to the subsidiaries, the transfer will be recorded under IFRS using the historical carrying values of the interest in the assets in the accounts of the subsidiaries at the time of the transfer. The cost to the company of the assets is recorded at no value.

Note 8 Related Party Transactions (continued)

During the three months period ended June 30, 2013, the Company incurred $nil (2013 - $nil) in management fees from DAG Consulting, a company owned and controlled by Don Gordon, the President and at June 30, 2013, the Company owes the President and his company $4,659 (2013 - $4,208) for management fees which have been included in due to related parties.
During the three months period ended June 30, 2013, the Company incurred $nil (2013 - $nil) in management fees from Green Eagle Renewable company owned and controlled by Tom Bell, a Director and at June 30, 2013 the Company owes the Director and his company $9,384 (2013 - $9,384) for management fees which have been included in due to related parties.
During the three months period ended June 30, 2013, the Company incurred $nil (2013 - $nil) in management fees from Jim Miller Tate, a Director and officer of the Company and at June 30, 2013, the Company owes the Director $1,056 (2013 - $1,056) which have been included in due to related parties.

During the period ended June 30, 2013, no management fees were recorded or accrued.

During the current quarter, Global MGA Financial Inc. and Chagai Mining Corp. has advanced the Company $10,000 each as a deposit fund the cost of the plan of Arrangement and Amalgamations (Note 10).

All transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. Unless otherwise indicated, the period-end balances are unsecured, non-interest bearing, without specific terms of repayment and have arisen from advances or the provision of services and fees described.

Note 9 Segmented Information

During the period ended June 30, 2013, the Company had one reportable operation segment, being the acquisition, exploration, and disposition of interests in mineral property located in one geographical segment, Canada.

Note 10 Subsequent Events

Plan of Arrangement

Three subsidiaries have been incorporated in BC for the purpose of potentially conducting an acquisition of three separate entities announced April 23 and March 27, 2013. the subsidiaries are: Carlelian Strategic Capital Corp. – to be assigned the Letter of Intent with Global MGA Financial Ltd., MN Ventures Ltd. – to be assigned the Letter of Intent with CDN MSolar Corp., and Sor Baroot Resources Corp., - to be assigned a letter of Intent letters of intent with Chagai Mining Corp. all three private companies to enter into an amalgamation with those entities, following the spin out of those subsidiaries through a Plan of Arrangement.
The Plan of Arrangement Agreement dated June 24, 2013, was approved by shareholders at the annual and special meeting held July 30, 2013 and subsequently approved by the Supreme Court of British Columbia August 6, 2013.

As a result of the Arrangement, Newlox shareholders will hold, on a pro rata basis, a total of approximately 2,000,000 shares of MN Ventures Ltd., 2,000,000 shares of Carnelian Strategic Capital Corp. and 900,000 shares of Sor Baroot Resources Corp. The costs of conducting the Plan of Arrangement is agreed to be borne by the three companies entered into LOI's with the Company's subsidiaries. The costs of conducting the Plan of Arrangement is agreed to be borne by the three companies entered into LOI's with the Company's subsidiaries. Subsequent to the period $12,000 was deposied towards expenses by MSolar Corp. bringing the total deposit for expenses by all to $32,000.

Tulox Property
The company issued 150,000 to Amarc Resources Ltd. pursuant to the terms of the Tulox property agreement.

NEWLOX GOLD VENTURES CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

THREE MONTHS ENDED JUNE 30, 2013

As at August 28, 2013

INTRODUCTION

Newlox Gold Ventures Corp. ("Newlox" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on April 7, 2011 as a wholly-owned subsidiary of Tulox Resources Corp. ("Tulox"). The Company's head office is located at 2000 -1500 W Georgia St., Vancouver, BC.

The Company is a publicly traded mineral exploration company with its shares listed on the CNSX since October 17, 2012. The Company's main asset is the option on the Tulox Property. The particulars of that property are provided in the NI 43-101 Technical Report, which is available on www.sedar.com under the profile of Newlox.

On April 8, 2011, Newlox entered into an arrangement agreement (the "Arrangement Agreement") with Tulox, and another party, for the purposes of divesting certain con-core assets (the "Arrangement"), specifically, an interest in the Tulox Property (the "Tulox Property"). Pursuant to the Arrangement Tulox assigned its interest in the Tulox Property to the Company on July 7, 2011 and arranged for the transfer of $5,000 cash on August 23, 2011 in exchange for 7,800,911 Newlox shares, which shares were distributed to Tulox shareholders ("Arrangement Shares") of record as of August 25, 2011. As a result of completing the Arrangement and subsequent to issuing the Arrangement Shares, the Company became a reporting issuer in the jurisdictions of British Columbia and Alberta.

The option on the Tulox property was granted by Amarc Resources Ltd. ("Amarc") and a subsequent agreement with the Company was entered into December 15, 2011 replaced any prior agreement by the former parent of the Company, and the agreement was amended February 7, 2013 (see: The Company and Business).

The Company entered into three letters of intent to enter into a business combination with three arms length Canadian corporations engaged in unrelated businesses. Principals of Newlox have received business opportunities in the Insurance, Solar technology, and mineral exploration business, so to take advantage of these opportunities and benefit the shareholders of Newlox each agreement was assigned to a subsidiary and spun off from Newlox in a Plan of Arrangement. Newlox is transferring three assignable letters of intent it has with Cdn MSolar Corp. ("CMS"), Global MGA Financial Inc. ("MGA"), and Chagai Mining Corporation ("CMC") to Newlox' wholly-owned subsidiaries MN Ventures Ltd. ("MN"), Carnelian Strategic Capital Corp. ("Carnelian") and Sor Baroot Resources Corp. ("Sor"), respectively

The details of the Arrangement, pro-forma financial statements and all other relevant supporting documents for these three agreements are the subject of an information circular dated June 25, 2013 and The Plan of Arrangement Agreement dated June 24, 2013, was approved by shareholders at the annual and special meeting held July 30, 2013 and subsequently approved by the Supreme Court of British Columbia August 6, 2013.

Global MGA Financial Inc.

Pursuant to a Letter of Intent with Global MGA Financial Inc. (“MGA”) of Burnaby British Columbia the Company has entered into an assignable agreement to merge with MGA which is intended to be assigned to a wholly owned subsidiary of Newlox. Subject to any requisite corporate and regulatory approvals the subsidiary of Newlox will enter into an amalgamation agreement with MGA on proposed terms such that shareholders of Newlox will receive approximately 2,000,000 shares pro rata of the subsidiary representing less than 10% of the amalgamated company.

Global MGA Financial is in the business of distributing insurance products and financial services in Canada and intend to expand into the Greater China and South East Asian Markets. The company’s wholly owned subsidiary, Mega Bright Financial is a licensed Independent Insurance Agency (IIA) in Canada. Global MGA through its wholly owned subsidiaries in Hong Kong and China plans to implement the IIA distribution model to the growth markets of China and South East Asian countries.

Cdn MSolar Corp.

Pursuant to a Letter of Intent with Cdn MSolar Corp. (“CMS”) of Burnaby British Columbia the Company has entered into an assignable agreement to merge with CMS which is intended to be assigned to a wholly owned subsidiary of Newlox. Subject to any requisite corporate and regulatory approvals the subsidiary of Newlox will amalgamate with CMS on proposed terms such that shareholders of Newlox will receive 1,700,000 shares pro rata of the subsidiary representing approximately 8% of the amalgamated company.

CMS shareholders include Dongying Minghui New Energy Science & Technology Co., Ltd. (“Minghui”) of Dongying of Shandong province, a central city of Yellow River Delta, China and national economic and technological development zone. Minghui has developed over 30 patents in China in conjunction several Chinese universities in new energy power technologies. Minghui designs, manufactures and sells integrated energy-saving building technology systems combining its flat-plate solar collector, multi-source heat pump and deep geothermal pump systems. CMS will expand Mingui operations from its base in Canada to the international market, with plans to establish R&D, production and sales outside China.

Chagai Mining Corporation

The Company has entered into a letter of intent with Chagai Mining Corporation (“CMC”) of Edmonton, Alberta. The letter of intent provides for an amalgamation between Newlox and CMC and may be assigned to a wholly owned subsidiary of Newlox. The subsidiary of Newlox will enter into an amalgamation agreement with CMC on proposed terms such that shareholders of Newlox will receive approximately 900,000 shares pro rata of the subsidiary prior to issuing shares under the proposed amalgamation.

Chagai Mining Corporation holds a 65% economic interest in the Sor Baroot Exploration License along the Tethyan Mineral Belt in the Balochistan Province of south western Pakistan. The Sor Baroot exploration license covers an area of approximately 247 square miles and is located 20 kms to the east of the Reko Diq deposit, which was a joint venture between Barrick Gold and Antofagasta. Approximately 25 km to the west of the concession is the Sandik mine operated by the Metallurgical Corporation of China. The main technical advisor on the project is John Wright M.Sc. of Canada and a 43-101 report is being prepared. A definitive agreement is subject to due diligence and completion of the NI 43-101 compliant report.

Basis of Discussion & Analysis

This management discussion and analysis (“MD&A”) is dated as of August 28, 2013 and should be read in conjunction with the audited financial statements of the Company the year ended March 31, 2013.

Our discussion in this MD&A is based on the Unaudited Financial Statements. These financial statements have been prepared in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB), and as such do not include all of the information required for interim consolidated financial statements and should be read in conjunction with the audited consolidated financial statements for the year ended March 31, 2013 as they follow the same accounting policies, unless otherwise indicated. Unless expressly stated otherwise, all financial information is presented in Canadian dollars.

All statements other than statements of historical fact in this MD&A are forward-looking statements. These statements represent the Company’s intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The section of **Future Cash Requirements** and **Risks and Uncertainties** below states specific risks, in particular the Company’s need to raise further funds to meet the minimum expenditure terms of its main property option agreements. That represents the most significant overall risk as the main asset of the company could be forfeited if not otherwise kept in good standing by meeting exploration requirements or otherwise extending terms to maintain the agreement. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of receivables, valuation of investments, valuation of share-based payments, and the valuation allowance for deferred income tax assets.

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Financial instruments

Financial assets

Financial assets are initially recognized at fair value and are classified into one of the following categories, depending on the purpose for which the asset was acquired.

Fair value through profit or loss – derivatives or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations.

Loans and receivables - non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of operations.

Available-for-sale – non-derivative financial assets not included in the above categories are classified as available-for- sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of operations.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at the minimum of at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories:

Fair value through profit or loss - derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations.

Other financial liabilities - includes promissory notes, amounts due to related parties and payables and accruals, all of which are recognized at amortized cost.

Classification of Financial Instruments

The Company has classified its cash as fair value through profit or loss; cash equivalents and deposit as held-to-maturity; receivables as loans and receivables; and payables and accruals as other financial liabilities.

Shared-based payments

The Company applies the fair value method of accounting for stock option awards using the Black-Scholes option pricing model. Under this method, the Company recognizes compensation expense for employee stock option awards, based on the grant date fair value, for each vesting installment, over the vesting period of the options. Each installment is valued separately, based on assumptions determined from historical data, and recognized as compensation expense over each installment's individual tranche vesting period. Forfeiture estimates are recognized in the period they are estimated, and are revised for actual forfeitures in subsequent periods.

In situations where stock option awards are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. For the years presented, the dilutive effect has not been computed as it proved to be anti-dilutive.

Basic loss per share has been calculated using the weighted average number of common shares outstanding during the period.

Comprehensive income (loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit. Other comprehensive income consists of changes to unrealized gain and losses on available-for-sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income are accumulated in a separate component of equity as Accumulated Other Comprehensive Income. The Company has not had other comprehensive income since inception.

Mineral exploration expenditures

The Company's accounting policy relating to mineral exploration expenditures is to expense all exploration expenditures when incurred.

Significant costs related to property acquisitions are capitalized until the viability of the mineral interest is determined. When it has been established that a mineral interest is commercially mineable and an economic analysis has been completed, the costs subsequently incurred to develop a mine on the property prior to the start of mining operations are capitalized and will be amortized against production following commencement of commercial production, or written off if the property is sold, allowed to lapse or abandoned.

Segment reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which are subject to risks and rewards that are different from those of other segments. The Company considers its primary reporting format to be business segments. The Company considers that it has only one reportable segment, being the mineral exploration segment.

Future changes in accounting policies

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company:

IFRS 9, “Financial Instruments”:

This new standard is partial replacement of IAS 39 “Financial Instruments: Recognition and Measurement”. IFRS 9 used a single approach to determine whether a financial asset is measure at amortized cost of fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

IFRS 10, “Consolidated Financial Statements”:

IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. Implementation of IFRS 10 is not expected to have a material impact on the Company’s financial statements. The Company intends to adopt the standard for the accounting period beginning on June 1, 2013.

IFRS 11, “Joint Arrangements”:

IFRS 11 describes the accounting for arrangements in which there is joint control; proportionate consolidation is not permitted for joint ventures (as newly defined). IFRS 11 replaces IAS 31 Interests in Joint Ventures and SIC 13 jointly Controlled Entities – Non-Monetary Contributions by Venturers. Implementation of IFRS 11 is not expected to have a material impact on the Company’s financial statements. The Company intends to adopt the standard for the accounting period beginning on June 1, 2013.

IFRS 13, “Fair value measurement”

This new standard replaces the fair value measurement guidance currently included in various other IFRS standards with a single definition of fair value and extensive application guidance. IFRS 13 provides guidance on how to measure fair value and does not introduce new requirements for when fair value is required or permitted. It also establishes disclosure requirements to provide users of the financial statements with more information about fair value measurements. IFRS 13 is effect for annual periods beginning on or after January 1, 2013.

Amendments to IAS 28, Investments in Associates and Joint Ventures

In May 2011, the IASB issued amendments to IAS 28, Investment is Associates and Joint Ventures, which are effective for annual periods beginning April 1, 2013 with early adoption permitted. Amendments to IAS 28 provide additional guidance applicable to accounting for interests in joint ventures or associates when a portion of an interest is classified as held-for-sale or when the Company ceases to have joint control or significant influence over an associate or joint venture. When joint control or significant influence over an associate or join venture ceases, the Company will no longer be required to re-measure the investment at that date. When a portion of interest in a joint venture or associate is classified as held-for-sale, the option not classified as held-for-sale shall be accounted for using the equity method of accounting until the sales is completed, at which time the interest is reassessed for prospective accounting treatment. The Company does not expect the amendments to IAS 28 to have a materials impact on its financial statements.

Amendment to IAS 32, Financial instruments: presentation

These amendments address inconsistencies when applying the offsetting requirements, and is effective for annual periods beginning on or after January 1, 2014.

Financial statement presentation

In June 2011, the IASB and the Financial Accounting Standards Board (“FASB”) issued amendments to standards to align the presentation requirements for other comprehensive income (“OCI”). The IASB issued amendments to IAS “Presentation of Financial Statements” to require companies preparing financial statements under IFRS to group items within OCI that may be reclassified to the profit or loss. The amendments also reaffirm existing requirements that items in OCI and profit or loss should be presented as either a single statement or two consecutive statements. The amendments are effective for fiscal years beginning on or after July 1, 2012.

THE COMPANY AND BUSINESS

Pursuant to agreement dated December 15, 2011 and subsequent amendment February 7, 2013 with Amarc Resources Ltd. (“Amarc”) the Company may acquire a 100% interest in the Tulox Property, which was previously held by Tulox Resource Inc. (now Argentium Resources Inc.) under the following terms:

1. Issue 250,000 common shares in the capital of the Company, following the issuance of shares of the Company pursuant to the plan of Arrangement (this requirement has now been met);

2. Issue 225,000 common shares in the capital of the Company, following the date of the execution of the December 15, 2011 agreement (this requirement has now been met);

3. Issue 225,000 common shares in the capital of the Company as of the amendment agreement, (this requirement has now been met);

4. Expenditures of $100,000 CDN and a further 150,000 common shares in the capital of the Company on or before June 30, 2013 (issued subsequent to the period);

5. Expenditures of $125,000 CDN and a further 250,000 common shares in the capital of the Company on or before December 31, 2013;

6. a further $250,000 CDN of expenditures and 300,000 common shares in the capital of the Company on or before June 30, 2014;

7. a further $300,000 CDN of expenditures and 350,000 common shares in the capital of the Company on or before December 31, 2014;

8. an additional $1,225,000 CDN of expenditures and 925,000 common shares in the capital of the Company on or before December 31, 2015;

The Company will earn a 50% interest in the Property upon spending the first $1,000,000 and issuance of 1,225,000 shares and will earn a 100% interest in the Property on expenditure of the next $1,000,000 on the property and issuance of 1,100,000 shares by December 31, 2015.

On the preparation of a Preliminary Economic Assessment or Pre-Feasibility Study by the Company, Amarc may obtain a 60% interest in the Property by completing an additional $10 million of Mineral Exploration Expenditures on the Property (the "Back in Right"). Newlox must complete and deliver a preliminary economic assessment or pre-feasibility study by February 14, 2015. Newlox's interest in the property and the option agreement will be deemed to be relinquished or abandoned if it fails to do so.

Amarc retains a 3% net smelter royalty ("NSR") return following the commencement f commercial production, which is reduced to 1.2% should Amarc exercise its 60% Back-In Right.

The Tulox Property consists of 11 claims located in south-central British Columbia in the Clintion Mining Division approximately 65 km east-southeast of the town of 70 mile house. Exploration surveys done by Amarc Resources in 2005 and 2006 outlined two distinct gold anomalies in soil and till as well as an adjacent induced polarization (IP) anomaly to the east (Yeager, 2007). The anomalies identified by Amarc Resources require further exploratory work to better define targets for gold-bearing mineralization. The Company is embarking on further magnetic and electromagnetic surveying to delineate and confirm recommended drill targets.

The Company filed the required assessment report with the BC Mineral Titles in November accepting the work program completed in September consisting of a 18.5 km magnetometer survey on the LOE 39 and

39 claims earning $15,793.37 of expenditures on assessment work . The ground magnetic survey was conducted to increase the resolution of the magnetic data collected by Amarc in 2006. 2006 and 2012 data sets were merged and compiled by SJ. Interpretation of the magnetic data identified two adjacent magnetic lows centered at 5682900mN, 560900mE not yet identified by previous magnetic data. These occur directly adjacent and partially overlapping the IP anomaly interpreted by Amarc and determined to be in an up-slope direction of Au anomalous soils (Yeager 2007).

A short soil geochemical reconnaissance survey was conducted from April 10th to April16th where 284 samples were collected and analyzed. The purpose of this survey was to further define a gold in soil anomaly identified by Amarc in 2006. The survey extended the previous soil geochemical grid 800m south at a line spacing of 100m. Samples were collected from the new zone at 50m sample spacing. Samples were collected from shallow depths, approximately one pound in weight and placed in Kraft sample bags for analysis.
Samples were submitted to Acme Analytical Laboratories in Vancouver for 15g Aqua Regia Digestion - 36 Element ICP-MS analysis.

The magnitude of the anomalous values appears to decrease with distance away from the centre of the anomaly suggesting a weakening of the dispersal train. Values as high as 727.3ppb and 651.5ppb Au were reported at 650250mE, 5683000mN in previous sampling by Amarc and are found as a result of the recent extended sampling to decrease to 192.4ppb Au over 2.5km to the south-southeast. Directionality and trend of the gold in soil anomaly is consistent with the glacial direction of north-northwest/south-southeast (Bednarski, 2007).
Coincident geochemical anomalies can be seen in Ag, and to a lesser extent As, Cu, and Pb. Although the number of anomalous values returned for As, Cu, and Pb are limited, they are coincident with the Scot Creek gold in soil anomaly and adjacent IP and Resistivity anomalies defined by Amarc in 2006. The assessment report filed earning $14,824.89 of expenditures on assessment work keeping the claims in good standing to November 12, 2013.
Recommendations are included for a follow-up program of grid extension, trenching and an induced polarization survey. A reconnaissance drilling program is also recommended to investigate in-situ mineralization of the anomalies discovered to date and any new anomalies discovered in the extended grid area.

SELECTED QUARTEERLY INFORMATION

RESULTS OF OPERATIONS

	For the three months period ended June 30, 2013	For the three months period ended June 30, 2012
Expenses		
Administrative Costs	2,173	18
Consulting fees	-	-
Professional Fees	29,053	4,277
Management fees	-	-
Mining Property Expenses	18,338	19,108
Regulatory and transfer agent fees	4,824	572
Net loss and comprehensive loss	(54,388)	**(23,975)**

Expenditures in the current quarter reflect the legal costs of the Plan of Arrangement completed subsequent to the quarter and the circular preparation cost for the Annual and Special shareholder meeting held subsequent to the quarter. Mining property expense is from the soil sampling and assay program carried out in April.

The Company commenced its status as a reporting issuer on August 25, 2011 there were no field operations in the period ended June 30, 2012 as then mining property expense was fees paid to the BC Mining Recorder Office to maintain the Tulox claims in good standing.

Additional Disclosure for Venture issuers without significant revenue

Administration Fees are CNSX related filing and maintenance costs, Professional Fees include $24,603 in legal expense and $4,450 for accounting and auditing.

LIQUIDITY AND CAPITAL RESOURCES

Financial Position

As at	June 30, 2013	March 31, 2013
	$	**$**
Cash	**17,935**	**32,334**
Taxes recoverable	**19,556**	**16,538**
Mineral property interest	**67,450**	**67,450**
	104,941	**116,322**

Current liabilities	**67,192**	**24,185**
Shareholders' equity	**37,749**	**92,137**
	104,941	**116,322**
Cash dividends declared per share	**-**	

As at June 30, 2013, the Company had a working capital deficit of $29,701 and shareholders' equity of $37,749. $20,000 of the payables are deposits from the parties with letters of intent with the company which have been subsequently earned and a further deposit of $12,000 was subsequently received.

Changes in Cash Position

	For the three months period ended June 30, 2013	For the three months period ended June 30, 2012
	$	$
Cash flows		
From operating activities	**(14,399)**	
From financing activities	**-**	**-**
From investing activities	**-**	**-**
Increase (decrease) in cash	**(14,399)**	**(23,012)**

The Company's cash position at June 30, 2013 was $17,935.

The $14,399 change in cash during period ended December 31, 2012 was a result of the Company's net loss being offset by payments from the parties to the agreements with the Company's subsidiaries.

SELECTED QUARTERLY INFORMATION

RESULTS OF OPERATIONS

	Three months ended	Three months ended	Three months ended	Three months ended	Three Months ended	Three Months ended	Three Months ended	Three Months ended
	June 30, 2013	March 31, 2013	December 31, 2012	September 30, 2012	June 30, 2012	March 31, 2012	December 31, 2011	September 30, 2011
	$	$	$	$	$	$	$	$

Expenses								
Administrative Costs	2,173	5,597	10,027	2,064	18	426	243	-
Consulting fees	-	5,400	7,500	-	-	2,425	3,798	7,352
Professional Fees	29,053	11,525	12,900	6,370	4,277	16,161	8,622	-
Management fees	-	-	-	-	-	9,450	8,316	10,584
Mining Property Expenses	18,338	-	2,000	16,789	19,108	15,496	13,120	-
Regulatory and transfer agent fees	4,824	1,481	2,939	3,882	572	1,264	2,144	4,713
Net loss and comprehensive loss	**(54,388)**	**($24,003)**	**($35,366)**	**($29,105)**	**($23,975)**	**($45,222)**	**($36,243)**	**(22,649)**

Administrative costs: Higher in the quarter ended December 2012 due to listing fees on initial listing

Consulting Fees: Management fees are paid to the CEO/CFO.

Professional fees: The recent rise reflects the legal costs of the Plan of Arrangement

Mining Property expenses: Reflects field expenditures in the past 4 quarters and prior to that – Quarter ended June 30, 2012 and earlier it largely reflects mining recorder payments.

Regulatory and transfer Agent fees: Increases are seen in quarters where shareholder meetings are held such as the current quarter meeting preparation costs.

Share Capital

The total number of common shares outstanding as of June 30, 2013 was 13,356,911. The total number of common shares outstanding as of the date of this report is 13,506,911.

As at the date of this report, there were 366,000 share purchase warrants outstanding, exercisable into 366,000 common shares at $0.15 per share, expiring October 17, 2014.

As of the date of this report there were no stock options outstanding.

Future Cash Requirements

The Company's future capital requirements will depend on many factors, including, among others, property acquisitions and future mineral exploration expenditures. Should the Company wish pursue current and future business opportunities, additional funding will be required. The Company believes that its current capital plans and requirements can be funded from existing cash on hand but is necessary to raise additional working capital or enter into a join venture with a third party to develop the Tulox property t the full extent recommended and to meet the expenditure requirement of $225,000 cumulatively by December 31, 2013. To the extent that the Company continues to incur losses and these resources are insufficient to fund the Company's recurring losses until profitability is reached, the Company will need to raise additional funds through debt or equity financing. Current market conditions have made it more difficult to raise additional funds. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may be required to delay future mineral exploration expenditures or property acquisitions.

RELATED PARTY TRANSACTIONS

The Company's subsidiaries, entered into the Arrangement Agreement described above and in Note 3 of the Unaudited Financial Statements. The Arrangement Agreement provides for the transfer from the Company of its interest in three letters of intent to each of three wholly-owned subsidiaries, and the distribution of the common shares of the subsidiaries to the shareholders of the Company. The shareholders of the Company at the completion of the Arrangement Agreement will continue to collectively own the interest in the assets, albeit through an altered corporate structure. Consequently, given that there will be no substantive change in the beneficial ownership of the option agreement at the time that it is transferred to the subsidiaries, the transfer will be recorded under IFRS using the historical carrying values of the interest in the assets in the accounts of the subsidiaries at the time of the transfer. The cost to the company of the assets is recorded at no value.

During the three months period ended June 30, 2013, the Company incurred $nil (2013 - $nil) in management fees from DAG Consulting, a company owned and controlled by Don Gordon, the President and at June 30, 2013, the Company owes the President and his company $4,659 (2013 - $4,208) for management fees which have been included in due to related parties.

During the three months period ended June 30, 2013, the Company incurred $nil (2013 - $nil) in management fees from Green Eagle Renewable company owned and controlled by Tom Bell, a Director and at June 30, 2013 the Company owes the Director and his company $9,384 (2013 - $9,384) for management fees which have been included in due to related parties.

During the three months period ended June 30, 2013, the Company incurred $nil (2013 - $nil) in management fees from Jim Miller Tate, a Director and officer of the Company and at June 30, 2013, the Company owes the Director $1,056 (2013 - $1,056) which have been included in due to related parties.

During the period ended June 30, 2013, no management fees were recorded or accrued.

During the current quarter, Global MGA Financial Inc. and Chagai Mining Corp. has advanced the Company $10,000 each as a deposit fund the cost of the plan of Arrangement and Amalgamations.

Donald Gordon is a director of all subsidiaries and will also be a director of two of the resulting companies following the plan of Arrangement and amalgamation. He disclosed his conflict of interest and did not vote on the resolutions of Newlox approving the Arrangement and Amalgamations.

Prior to the LOI's entered into with the Company Donald Gordon entered into a consulting contract with MGA and CMC and is a co-contractor with CMS, to facilitate and manage the process of becoming a reporting issuer, listing on an exchange, and further corporate finance consulting activities. The business opportunities arising from these was presented to the board of the Company and accepted along with full disclosure of any compensation arrangements made under the private consulting agreements. The agreements include a retainer of $5,000 each and additional payments contingent on completion of conditions required to conclude the various steps in the process to complete listing of the new entities. Mr. Gordon has assigned the contingent payments to the Company to be available to contribute to the Company's working capital and pay management fees as approved by the board. The assignment was made after the board approved the LOI's and the amount is not considered a material consideration to the Company.

All transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. Unless otherwise indicated, the period-end balances are unsecured, non-interest bearing, without specific terms of repayment and have arisen from advances or the provision of services and fees described.

RISKS AND UNCERTAINTIES

Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. The Company's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. There is aggressive competition within the mining industry for the discover and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Government Regulation

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Environmental Risks and Hazards

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused, by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water the environment, the Company may become subject to liability for hazards that cannot be insured against.

Commodity Prices

The profitability of mining operations is significantly affected by changes in the market price of gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable.

Depending on the price of gold and other minerals, cash flow from mining operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of gold and other minerals may render reserves uneconomical. Moreover short-term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Land Title

Although the Company has obtained title opinions with respect to its property there may still be undetected title defects affecting such properties. Accordingly, such property may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations.

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.