

**Form 51-102F3**  
**Material Change Report**

**Item 1            Name and Address of Company**

Newlox Gold Ventures Corp.  
1202-1875 Robson Street  
Vancouver, BC, Canada  
V6G 1E5  
(the “Company” or “Newlox”)

**Item 2            Date of Material Change**

April 12, 2016

**Item 3            News Release**

A news release with respect to the material change referred to in this report was issued by the Company on April 12, 2016 and distributed through Marketwired and filed on SEDAR with the securities commissions in British Columbia, Alberta and Ontario and is available at [www.sedar.com](http://www.sedar.com).

**Item 4            Summary of Material Change**

On April 12, 2016 the Company announced that it has signed a letter of intent (the "LOI") for the acquisition of 100% of the assets of Cordillera Gold Ltd. ("Cordillera"). Under the terms proposed in the LOI, management envisioned effecting a consolidation of the Company's shares on a 3.9024754:1 basis before issuing 11,520,000 post-consolidation shares to Cordillera in consideration for its acquisition of Cordillera's assets.

**Item 5            Full Description of Material Change**

Newlox plans to acquire 100% of the assets of Cordillera Gold Ltd. These assets are mining leases located in the Segovia area of Colombia. Current and historical artisanal mining in this area is expected to allow for the expansion of Newlox's artisanal mine tailings reclamation and reprocessing business.

Under the terms proposed in the LOI, Newlox will effect a consolidation of its shares on a 3.9024754:1 basis or secure such a consolidation by Lock-Up Agreement (“Lock-Up”) to be ratified at Newlox's next Annual General Meeting (“AGM”) or Extraordinary General Meeting (“EGM”).

Newlox will then issue 11,520,000 post-consolidation shares as consideration for its acquisition of Cordillera's assets. Current Cordillera shareholders will receive an in species dividend of these shares based on each investors' pro-rata ownership in

Cordillera. Further, in order to enhance the assets and provide feedstock for near term processing, Cordillera has acquired additional assets near its Rigo Property which make up part of the issuance from Newlox to Cordillera.

Up to \$300,000 will be raised through a Private Placement and up to an additional \$2,000,000 by way of a proposed convertible Gold Participation Debenture. Completion of the Acquisition is also conditional on the execution of a definitive asset purchase agreement among the parties, the satisfactory completion of due diligence, and approval of the Acquisition by the directors of Cordillera.

This transaction will be done in the normal course of business.

**Item 6            Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable

**Item 7            Omitted Information**

Not Applicable

**Item 8            Executive Officer**

Ryan Jackson, President & Director  
T: +1 778-998-0867

**Item 9            Date of Report**

September 9, 2016