

**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**

October 13, 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 October 13, 2016 and distributed through Stockwatch 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 the 13<sup>th</sup> of October, 2016 the Company announced that it has terminated a letter of intent (the “LOI”) for the acquisition of 100% of the assets of Cordillera Gold Ltd. (“Cordillera”) which was signed on the 12th of April, 2016.

**Item 5            Full Description of Material Change**

Newlox announced the signing of a Letter of Intent (“LOI”) on the 12th of April, 2016 with respect to the proposed acquisition of 100% of Cordillera Gold’s mineral resource properties in Colombia in an all-paper transaction.

In the course of due diligence, it has been determined that it is not in the best interest of the company and its shareholders to advance to a definitive agreement. The LOI announced on the 12th of April, 2016 can now be considered terminated.

**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**

October 13, 2016