Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE										
✓ New report										
Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)										
TEM 2 - PARTY CERTIFYING THE REPORT										
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.										
☐ Investment fund issuer										
Issuer (other than an investment fund)										
Underwriter										
Item 3 - Issuer Name and Other Identifiers										
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.										
in the second se										
Previous full legal name										
If the issuer's name changed in the last 12 months, provide most recent previous legal name.										
Website www.newloxgold.com (if applicable)										
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".										
Legal entity identifier										
Item 4 - Underwriter Information										
If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.										
Full legal name										
Firm NRD number (if applicable)										
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.										
Street address										
Municipality Province/State										
Country Postal code/Zip code										
Telephone number Website (if applicable)										

Item 5 - Issuer Information										
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.										
a) Primary industry										
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool .										
NAICS industry code 5 6 2 9 1 0										
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. □ Exploration □ Development □ Production										
Is the issuer's primary business is to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages Real estate Commerial/business debt Consumer debt Private companies										
b) Number of employees										
Number of employees:										
c) SEDAR profile number										
Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 3 2 0 9 5 If the issuer does not have SEDAR profile complete item 5(d) - (h).										
d) Head office address										
Street address Province/State										
Municipality Postal code/Zip code										
Country Telephone number										
e) Date of formation and financial year-end										
Date of formation Financial year-end MM DD Financial year-end										
f) Reporting issuer status										
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes										
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.										
☐ AII ☐ AB ☐ BC ☐ MB ☐ NB ☐ NL ☐ NT										
NS NU ON PE QC SK YT										
g) Public listing status										
If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number										
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.										
Exchange name(s):										
h) Size of issuer's assets										
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.										
□ \$0 to under \$5M □ \$5M to under \$25M □ \$25M to under \$100M										
☐ \$100M to under \$500M ☐ \$500M to under \$1B ☐ \$1B or over										

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION											
If the issuer is an investment fund, provide the following information.											
a) Investment fund manager information											
Full legal name	Full legal name										
Firm NRD number	Firm NRD number (if applicable)										
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.											
Street address											
Municipality	lunicipality Province/State										
Country	Postal code/Zip code										
Telephone number	Website (if applicable)										
b) Type of investment	fund										
Type of investment fund tha	t most accurately identifies the issuer (select only one) .										
☐ Money market	☐ Equity ☐ Fixed income										
☐ Balanced	Alternative strategies Other (describe)										
Indicate whether one or boti	h of the following apply to the investment fund .										
☐ Invests primarily in	other investment fund issuers										
☐ Is a UCITs Fund¹											
	ve Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) re investment schemes to operate throughout the EU on a passport basis on authorization from one member state.										
c) Date of formation a	and financial year-end of the investment fund										
Date of format											
d) Reporting issuer st	YYYY MM DD MM DD atus of the investment fund										
, 1											
	orting issuer in any jurisdication of Canada? No Yes of Canada in which the investment fund is a reporting issuer.										
All	AB BC MB NB NL NT										
□ NS □	NU ON PE QC SK TT										
e) Public listing status	s of the investment fund										
If the investment fund has a	CUSIP number, provide below (first 6 digits only)										
	CUSIP number										
	olicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for for and received a listing, which excludes, for example, automated trading systems.										
Exchange nam	es										
f) Net asset value (NA	AV) of the investment fund										
Select the NAV range of the	investment fund as of the date of the most recent NAV calculation (Canadian \$). \$5M to under \$25M \$25M to under \$100M										
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD										

ITEN	TEM 7 - INFORMATION ABOUT THE DISTRIBUTION															
purc	If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.															
a)	a) Currency															
Sele	Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.															
✓	✓ Canadian dollar US dollar Euro Other (describe)															
b)	Dis	strib	utior	date(s)											
as	State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date 2017 02 10 YYYY MM DD End date 2017 02 10 YYYY MM DD															
c)	De	taile	ed pu	ırchas	er in	formation										
Con	plet	e So	hed	ule 1 d	of th	is form for ea	ich purchaser a	nd attac	th the sche	dule to the	e con	npleted	repor	t.		
d)	Ту	pes	of s	ecuritie	es di	istributed										
In di	struct	ions ted.	for h The i	ow to i nforma	ndica	ate the security c	ibutions that take _l ode. If providing th 7d must reconcile	e CUSIP r	number, indic	ate the full S	9-digi	t CUSIP r	number tible se	assigned	to the security ee our <u>Frequen</u>	-
	Seci	urity de		SIP num applicat		Desc	cription of security		Numbe securi		lov	gle or west rice	Highe	est price	Total amou	unt
	UE	Each Unit consists of 1 share 2, and 1 warrant. Each Warrant is non-transferrable and entitles the holder to purchase an additional		2,400	,000.00 0.0500		0.0500	0.0500 120,0		120,0	00.00					
e)	De	tails	s of r	ights a	and o	convertible/exc	changeable secu	ırities								
							ributed, provide the and describe any							vertible/e	xchangeable se	curities
	Se	curit	y	Underly	ring	Exerc	ise price adian \$) Highest	Expi	iry date - MM-DD)	Conversio ratio	ion		applicable)			
						0.0500	0.1500			1:1	,	transfei	rrable	nt is non and en chase a	titles the	

Security code		Underlying security code																																	(Conc	adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
				Lo		Highest																																	
U	В	S	V	Ν	Т	0.0500	0.1500	2020-02-10		Each Warrant is non- transferrable and entitles the holder to purchase an additional share for \$0.05 in the first 12 months, \$0.10 between month 13 and 24 and \$0.15 between months 25 and 36																													

Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
	NI 45-106 2.5 [Family, friends and business associates]	5	120,000.00
	120,000.00		
	Total number of unique purchasers ²	5	

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

Item 8 - Compensation Information										
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.										
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.										
No ✓ Yes If yes, indicate number of persons compensated. 3										
a) Name of person compensated and registration status										
Indicate whether the person compensated is a registrant. No Yes										
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individual Coleman Jason Edward										
Family name First given name Secondary given names										
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual										
Firm NRD number (if applicable)										
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves										
b) Business contact information										
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.										
Street address 207-225 East 19th Ave.										
Municipality Vancouver Province/State British Columbia										
Country Canada Postal code/Zip code V5V 1J3										
Email address jasoncoleman75@gmail.co Telephone number 6047204600										
c) Relationship to issuer or investment fund manager										
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.										
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)										
Director or officer of the investment fund or investment fund manager										
✓ None of the above										
d) Compensation details										
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.										
Cash commissions paid 500.00 Security codes Security code 1 Security code 2 Security code 3										
Value of all securities distributed as										
compensation ⁴										
Describe terms of warrants, options or other rights										
Other compensation ⁵ Describe										
Total compensation paid 500.00										
Check box if the person will or may receive any deferred compensation (describe the terms below)										
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire										
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.										
⁵ Do not include deferred compensation.										

a) Name of person compensated and registration status											
Indicate whether the person compensated is a registrant. No Yes											
If the person compensated is an individual, provide the name of the individual.											
Full legal name of individual Musgrave Scott James											
Family name First given name Secondary given names											
If the person compensated is not an individual, provide the following information.											
Full legal name of non-individual											
Firm NRD number (if applicable)											
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Very No Yes											
b) Business contact info	•			•		<u> </u>					
If a firm NRD number is not	provided in Iter	n 8 (a), provide the busine	ess contact informa	tion of the person	being co	ompensated.					
Street address	2262 Brandy	wine Way									
Municipality	Whistler			Province	/State	British Columbia					
Country	Canada			Postal code/Zip	code	V0N 1B2					
Email address	scottmusgra	ve9@gmail.com		Telephone nu	umber	7789969297					
c) Relationship to issue	r or investme	nt fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Figure 1.4 of NI 45-106 for the purposes of completing this section. Employee of the issuer or investment fund)											
d) Compensation details	3										
Canadian dollars. Include cas	th commissions, ribution, such a	securities-based compen s clerical, printing, legal o	sation, gifts, discou r accounting service	nts or other comp es. An issuer is no	ensatior t require	ed to ask for details about, or report					
Cash commissions p	aid	1,000.00	Security codes	Security (code 1	Security code 2 Security code 3					
Value of all securiti distributed compensati	as		·								
Describe	terms of warra	nts, options or other right	s								
Other compensation	on ⁵	Describ	е								
Total compensation p	aid	1,000.00									
Check box if the p	erson will or ma	ay receive any deferred o	compensation (desc	cribe the terms be	elow)						
additional securities of the I	⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.										

a) Name of person com	pensated an	d registration status									
Indicate whether the person compensated is a registrant. No Yes											
If the person compensated is an individual, provide the name of the individual.											
Full legal name of indi	vidual	Drew		Randall							
Family name First given name Secondary given names											
If the person compensated is not an individual, provide the following information.											
Full legal name of non-individual											
Firm NRD number (if applicable)											
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Very No Yes											
b) Business contact info	rmation		-								
If a firm NRD number is not	provided in Ite	em 8 (a), provide the busin	ess contact inforn	nation of the perso	n being c	ompensated.					
Street address	424-42 Wh	istler Way									
Municipality	Whistler			Provinc	e/State	British Columbia					
Country	Canada			Postal code/Z	ip code	V0N 1B4					
Email address	drewcarlsor	n@gmail.com		Telephone i	number	6049023749					
c) Relationship to issue	r or investme	ent fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager											
None of the aboveCompensation detail	3										
Provide details of all compen Canadian dollars. Include ca	sation paid, or sh commission ribution, such	s, securities-based compe as clerical, printing, legal	nsation, gifts, disco or accounting serv	ounts or other com ices. An issuer is n	pensation ot require	distribution. Provide all amounts in n. Do not report payments for ed to ask for details about, or report the issuer.					
Cash commissions p	aid	500.00	Security codes	Security	y code 1	Security code 2 Security code 3					
Value of all securiti distributed compensati	as		, , , , , , , , , , , , , , , , , , , ,								
Describe	terms of warra	ants, options or other righ	ts								
Other compensation	on ⁵	Descril	pe								
Total compensation p	aid	500.00				_					
Check box if the p	erson will or m	nay receive any deferred	compensation (de	scribe the terms l	pelow)						
	ssuer. Indicate e additional se	e the security codes for a				r rights exercisable to acquire luding options, warrants or other					

ГЕМ	9 - DIRECTORS, EXECUTI	VE OFFICERS A	AND PROMO	TERS OF THE IS	SSUER						
If t	he issuer is an investment fund, o	do not complete I	tem 9. Procced t	o Item 10.							
Ind	Indicate whether the issuer is any of the following (select all that apply).										
Reporting issuer in any jurisdiction of Canada											
Foreign public issuer											
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶											
Provide name of reporting issuer											
Wholly owned subsidiary of a foreign public issuer ⁶											
	Provide name of for	eign public issuer									
	Issuer distributing eligible forei	gn securities only	to permitted clien	ıts ⁷							
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. 6An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. 7 Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions. 1 If the issuer is none of the above, check this box and complete Item 9(a) - (c).											
a)	Directors, executive officers a		-	., .,							
	ovide the following information for rritory; otherwise state the country.	each director, exec	cutive officer and p				da, sta	e the p	province o	or	
	Organization or company name	Family name	First given name	Secondary given names	Business lo non-individ resider jurisdicti individ	idual or issuer ison of (select all			that		
					Province o	r country	D	0	Р		
b)	Promoter information										
	the promoter listed above is not an ithin Canada, state the province or t										
Organization or company name First given Secondary given names Residential jurisdiction of individual Relationship to profice to profice the profice of t											
					Province or country	D		0			
c)	Residential address of each in	ndividual									

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Jackson	Ryan		Kiyoshi		
	Family name	First given name		Secondary given n		
Title	President & Director					
Name of issuer/underwriter/ investment fund manager	Newlox Gold Ventures Corp.					
Telephone number	7789980867	Email address	Email address info@newloxgold.com			
Signature	"Ryan Jackson"	Date	2017	02	10	
		_	YYYY	MM	DD	

ITEM 11- CONTACT PERSON							
	•	on for the individual that th different than the individue	,	thority or regulator may contact with any Item 10.			
Same as individual certifying the report							
Full legal name				Title			
	Family name	First given name	Secondary given names				
Name of company [
Telephone number		E	mail address				

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.