



28 November 2016

VIA SEDAR

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC
V7Y 1L2

Attention: Financial Reporting Department

Dear Sirs/Mesdames:

Re: Newlox Gold Ventures Corp. (the “Company”)

As a result of a review by the British Columbia Securities Commission, the Company has amended and is re-filing its annual Management Discussion and Analysis ("MD&A") dated November 28, 2016, related to the annual consolidated financial statements of Newlox for the for the year ended March 31, 2016.

The Amended and Restated MD&A provides enhanced disclosure of the Company's financial performance for the year ended March 31, 2016.

The material revisions include:

- A clarification of how the Company earned revenue in fiscal 2016.
- The timeline for the Company's planned commercialization program.
- An updated section on the Company's proposed transactions.
- A clarification of the Company's disclaimer regarding forward-looking statements.
- A more detailed analysis of the Company's operations during the relevant reporting period.
- A discussion of the factors that have caused variations over the quarters necessary to understand general trends that have developed and the seasonality of the business.
- An analysis of the Company's liquidity.
- An analysis of the Company's capital resources.
- A more detailed discussion of the Company's transactions with related parties.
- A more detailed analysis and discussion regarding the events which affected the Company during the fourth quarter.
- A more detailed discussion of the Company's Results of Operations with a particular focus on changes to consulting and professional fees, management fees, depreciation, and financings.
- A revised statement on revenue, gross profits, and net comprehensive loss.
- A revised statement on the Company's Liquidity and Capital Resources with a focus on clarifying the company's working capital requirements and the expenditures required to fund development activities.

The Amended and Restated MD&A along with new certificates of annual filings required under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, have been filed under SEDAR Project Numbers 02513007 and 02513008.

Yours truly,

“Jeffrey Benavides”

Jeffrey Benavides
Chief Financial Officer