



**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

*Newlox Gold Ventures Corp.
(the "Company")
#1202, 1875 Robson Street
Vancouver, BC, V6G 1E5*

Item 2. Date of Material Change

December 22, 2016

Item 3. News Release

A news release was issued on December 22, 2016 and disseminated through the facilities of Stockwatch.

Item 4. Summary of Material Change

The Company entered into an agreement with NAI Interactive Ltd. to provide marketing and consulting services in the Greater China region in return for a one-time payment of 1,800,000 common shares of the Company at \$0.05 per share.

Item 5.1 Full Description of Material Change

See attached Schedule "A"

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

*Ryan Jackson,
President
1.778.998.0867*

Item 9. Date of Report

December 23, 2016

Newlox Gold - Greater China Marketing Strategy

Vancouver, December 22, 2016 – Newlox Gold Ventures Corp. (CSE: LUX Frankfurt: NGO) ("Newlox" or the "Company") announces it has engaged NAI Interactive Ltd. to assist it in its investor outreach initiatives in the Greater China region, including the Peoples' Republic of China, Republic of China, and the Hong Kong Special Administrative Region, as well as Chinese speaking investors in North America. The objective is to increase the Company's exposure with investors in the Greater China region and be introduced to potential financial backers for the Company to finalise the commercial commissioning of Newlox's already constructed tailings remediation facility in Central America and to advance Newlox's plans for deployment of additional proposed processing facilities in Latin America.

Under the terms of the agreement, NAI will provide Outreach and Marketing Services to Newlox for the purpose of building market awareness and developing potential partnerships in the Greater China Region. With the growing interest from large-scale Asian enterprises in overseas resource investments, Newlox and NAI view the Greater China region as a natural jurisdiction for seeking funding and partnerships, which will enhance the Company's profile and grow shareholder value. As consideration for the agreed services Newlox will issue to NAI a one-time payment of 1,800,000 common shares of the company, basis \$0.05 per common share.

Additionally, Newlox announces a private placement for issuance of 500,000 common shares and 500,000-share purchase warrants. Each Warrant is non-transferrable and entitles the holder to purchase an additional Newlox common share for \$0.05 in the first 12 months, \$0.10 between month 13 and 24 and \$0.15 between months 25 and 36. All unexercised warrants shall expire after a term of 3 years.

Ryan Jackson, Newlox's President states: "We are pleased to have NAI Interactive as our interface with the Greater China Region and the Chinese speaking community here and abroad. Our association with NAI will ensure communications efficiencies in attracting investor interest and capital investment opportunities."

About NAI:

NAI Interactive, established in 1998 with offices in Vancouver, Shanghai and Hong Kong is a leading expert in connecting companies with Chinese speaking investors globally through its network of affiliates and platforms. NAI is the premier service provider for organizations seeking access to Chinese investors, partners, and buyers, including high net worth individuals, private equity funds, family funds, private enterprises (publicly listed and privately owned), state owned enterprises and financial institutions.

About Newlox Gold:

Newlox Gold Ventures Corp. is an environmental remediation company recovering contaminants and residual precious metals from historical waste left behind over more than a century of inefficient artisanal and small-scale mining in Latin America.

Newlox collaborates with the Norman B. Keevil Institute of Mining Engineering at the University of British Columbia to develop systems which are perfectly suited to process artisanal tailings material while requiring minimal capital investment and delivering an expedited path to commercial operation.

Neither Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Stewart A Jackson, PhD., P.Ge., is a "Qualified Person" within the meaning of National Instrument 43-101 and has reviewed the contents of this News Release.

Contact Newlox:

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On Behalf of the Board, Newlox Gold Ventures Corp.

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