

## **Newlox Signs Agreement to Acquire Expansion Properties in Colombia, Intends to Raise Capital, and Proposes a Consolidation of Share Capital**

Vancouver, April 12, 2016 – Newlox Gold Ventures Corp. (CSE: LUX) (“Newlox” or the “Company”) announces the Company has signed a letter of intent (the “LOI”) for the acquisition of 100% of the assets of Cordillera Gold Ltd. (“Cordillera”), its intention to seek approval for the consolidation of its share capital on the basis of 3.9024754:1, and a proposed two stage financing consisting of a \$300,000 equity placing and a \$2,000,000 convertible gold participation debenture.

### **Cordillera Gold Ltd.**

Cordillera Gold Ltd. (“Cordillera”), through its subsidiary, Cordillera Gold SAS, engages in the acquisition, exploration, and development of gold mineral resource properties in Colombia. Cordillera has rights to certain mineral concessions, access to historical artisanal tailings and toll milling opportunities in the Antioquia Batholith region of Colombia. Cordillera, a private company, is headquartered in Toronto, Canada.

Cordillera’s principal property, the Rigo Project, is located in Segovia, north eastern Antioquia Department near Medellin. Rigo is well placed within the Frontino Gold Camp which has been in continuous production since 1852 and produced more than 5 million ounces of gold at an average grade of 9.7 g/t gold. Active high-grade mining is currently underway within the camp by artisanal and commercial miners (e.g. Gran Colombia Gold, TSX: GCM) and several high-grade veins have been sampled at Rigo.

The Rigo Project is not only well placed within a highly productive gold camp but is strategically located adjacent to Gran Colombia Gold’s adjacent Frontino Gold Property which produced 74,500 ounces of gold in 2015 at an average grade of 12.56 g/t gold.

The 67 hectare Rigo Project has good access and infrastructure as well as a mining lease which will allow Newlox’s reclamation processing system to be deployed rapidly. Active artisanal mining in the area is expected to support Newlox’s tailor-made processing system.

Cordillera’s second property in Colombia, located near the Rigo Property, offers similar opportunities and will provide Newlox with an additional opportunity for near-term expansion. When aggregated with Newlox’s current expansion prospects in Central America, the acquisition of Cordillera’s Colombia properties will allow Newlox to expand its tailor-made remediation and precious metals recovery model aggressively into South America.

### **The Proposed Transaction**

The acquisition (the “Acquisition”) by Newlox of 100% of the assets of Cordillera Gold Ltd. is targeted for completion by May 31, 2016. 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 issue 11,520,000 post-consolidation shares as consideration for its acquisition of Cordillera. 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.

The Acquisition has an expected closing date of no later than June 30, 2016.

### **NEWLOX Capital Structure and Financing**

A proposed private placement (the "Private Placement") will raise up to \$300,000 (the "Working Capital Financing") through the issuance of up to 6,000,000 pre-consolidated (1,537,486 post-consolidated) Newlox Shares at a price of \$0.05 per pre-consolidated share (\$0.20 per post-consolidated share) and 6,000,000 share purchase warrants ("Warrants") prior to closing of the Acquisition.

Each Warrant shall be non-transferrable and entitle the holder to purchase an additional pre-consolidated 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 (\$0.20, \$0.40, and \$0.60 respectively post-consolidation). All unexercised warrants shall expire after a term of 3 years.

The Working Capital Financing will draw support from both Newlox and Cordillera shareholders with Cordillera shareholders expected to participate in at least half of the financing. The proceeds will be split between Newlox and Cordillera. Newlox will advance funds to Cordillera by way of a loan. The loan is expected to be forgiven upon closing of the asset acquisition.

The proceeds from this financing will be used to keep Cordillera's Rigo Property in good standing and to finance the investigative process necessary to identify sources of mill feed including artisanal gold miners and tailings/historic stockpiles on and around the Rigo Property. The funds will also allow Newlox to complete the commercialization of its, fully-built, processing facility in Costa Rica as well as support G&A and the completion of the necessary legal and accounting requirements for the Acquisition by Newlox.

Newlox and Cordillera plan to close the Working Capital Financing in tranches by April 30, 2016.

Up to an additional \$2,000,000 will be raised by way of a convertible Gold Participation Debenture (the "Gold Participation Debenture"), concurrent with closing of the Acquisition (the "**Concurrent Financing**"). The proposed Concurrent Financing is convertible at \$0.30 per post-consolidation share, which would result in the issuance of up to 6,666,667 post-consolidated Newlox shares.

The proceeds from the proposed Gold Participation Debenture will be used to advance Newlox's expansion plans in Central America and the newly acquired Cordillera projects in Colombia.

Immediately prior to the Private Placement, there were 48,702,893 Newlox common shares and warrants to purchase 17,035,982 Newlox common shares at between \$0.10 and \$0.15 each for a period of approximately 2 years. There were also options to purchase an additional 1,413,446 shares at a price of \$0.20 for a period of approximately 5 years.

Kingsdale Capital Markets Inc. will act as the agent for the Private Placement and the proposed Gold Participation Debenture. Rob Fia, Managing Director and a director of Cordillera, is Co-Head, Corporate Finance of Kingsdale Capital Markets Inc. (<http://www.kingsdalecapital.com/>).

### **CORDILLERA Capital Structure and Financing**

Immediately prior to the Private Placement, there were 56,400,000 Cordillera common shares and warrants to purchase 14,000,000 Cordillera common shares at \$0.15 each for a period of approximately 2 years. There were also options to purchase 5,800,000 common shares at an exercise price of \$0.10 for a period of approximately 5 years. Up to an additional 4,500,000 Cordillera common shares will be issued to insiders as per the terms of the recent debt settlement.

### **NEWLOX Capital Structure**

Shares in issue post consolidation, equity financing and acquisition of Cordillera are estimated to be 32 - 35 Million.

### **NEWLOX Gold Ventures Corp.**

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. The Company is not exploring or mining and does not own any concessions. This approach eliminates the conventional, time and capital intensive, process of exploration and mining.

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

This approach eliminates the conventional, time and capital intensive, processes that encumber traditional metals producing companies and puts Newlox on the fast-track to success. Not only does Newlox bypass the lengthy exploration stage but, by focusing on artisanal tailings, eliminates the mining, crushing, and majority of grinding steps which represent the most expensive parts of a typical precious metals operation.

With the R&D complete and the Company's first processing plant constructed, Newlox is poised to achieve highly satisfactory results in the near term.

Success at the first plant will be followed with measured expansion in other jurisdictions with the continued support of the Company's technical advisors and the benefit of government grants supporting Newlox's environmentally responsible approach. Expansion opportunities are abundant in the region and Newlox has identified a number of near-term targets.

"The longer-term objective of Newlox is to establish a dividend paying enterprise, which will allow its shareholders to participate in equity value growth, share in profits, and contribute to environmental cleanup, while setting a high standard of social responsibility," says Newlox's President, Ryan Jackson.

With it's first, 80 tonne per day, processing plant built and a beneficiation facility built and in testing, Newlox is poised to begin commercially produce doré with a small infusion of capital.

**Additionally, Newlox will benefit from Management and Advisory Appointments, post-closing of the Transaction:**

**Dr. Scott Jobin-Bevans joins the team as Vice President, Geology**

Dr. Jobin-Bevans has more than 25 years of experience in the mineral exploration industry and is currently Chairman and CEO of Caracle Creek International Consulting. Scott brings to the Newlox team a strong background in economic geology with international experience in a variety of deposit types and commodities including magmatic sulphides (Ni-Cu), precious metals (platinum group, gold and silver) and base metals (Cu-Pb-Zn). Scott has numerous years of experience in the public markets and is currently on the board of a number of TSX-V listed companies and has held past positions as a technical advisor, officer and director of public (TSX and TSX-V) and private companies. Dr. Jobin-Bevans is a Past President and director of the Prospectors and Developers Association of Canada (PDAC) and received his Ph.D. from the University of Western Ontario.

**Mr. Rob Fia and Mr. Tim Peterson to join Dr. Marcello Veiga as Advisors to the Company**

Rob Fia is Co-Head Corporate Finance of Kingsdale Capital Markets Inc., an investment dealer. Mr. Fia has over 14 years' experience in the investment business, including both equity research and corporate finance. Mr. Fia has been involved in several multi-million dollar financings and advisory transactions in mining, oil and gas, alternative energy, technology and health care. He also helped co-found several new companies focused on gold exploration and oil and gas in Africa, Canada, Chile, and Colombia. Mr. Fia received his Bachelor's of Commerce from the I.H. Asper School of Business at the University of Manitoba and holds the Chartered Financial Analyst designation.

Mr. A. Timothy Peterson has over 35 years of executive experience managing private and public companies. From 2003 to 2007, Mr. Peterson served as a Member of the Provincial Parliament of Ontario of Mississauga South. Board positions have included Nordex Explosives Ltd. (President and Chairman), Augen Gold Corp., Trelawney Mining and Exploration Inc., and Trelawney Augen Acquisition Corp. Mr. Peterson holds a BA in Economics from the University of Western Ontario.

Dr. Marcello Veiga has worked for the past thirty-one years, as a metallurgical engineer and environmental geochemist for mining and consulting companies in Brazil, Canada, US, Venezuela, Chile and Peru. Dr. Veiga has been an associate professor of the Norman B. Keevil Institute of Mining Engineering at the University of British Columbia since 1997 and has conducted extensive research on artisanal and small scale mining. Dr. Veiga served as an expert and Chief Technical Advisor for the United Nations' GEF/UNDP/UNIDO Global Mercury Project in Vienna between 2002 and 2008. During this time, he spearheaded the implementation of a program to assess and address mercury contamination's social and environmental effects in Asia, Africa and South America. His extensive work in the field has made Dr. Veiga the premier expert in matters of artisanal and small-scale mining.

### **Further Information**

Completion of the transaction is subject to a number of conditions, including but not limited to, requirements, majority of the minority shareholders' approval. Where applicable, the transaction cannot formally close until the required shareholder approval is obtained. All of the numbers presented in the schedules are subject to confirmation in the formal agreement.

*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).*

*Scott Jobin-Bevans, Ph.D., P.Geo., is a "Qualified Person" within the meaning of National Instrument 43-101, and has reviewed the contents of this News Release.*

### **Contact**

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