



NEWLOX GOLD VENTURES CORP.

**NOTICE AND MANAGEMENT INFORMATION CIRCULAR
FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 15, 2026**

Marh 21, 2026



NEWLOX GOLD VENTURES CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Newlox Gold Ventures Corp. (the “**Corporation**”) will be held on April 15, 2026 at 9:00 a.m. (PST), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended March 31, 2022, 2023 2024 and 2025, together with the report of the auditors thereon.
2. to set the number of directors at five (5) for the ensuing year;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution, substantially in the form of the resolution set out in the management information circular (“**Circular**”), approving an amendment to the articles of the Corporation for a consolidation of all of the issued and outstanding common shares of the Corporation (the “**Common Shares**”) on the basis of a consolidation ratio selected by the board of directors of the Corporation, in its sole direction, of up to ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share, as more particularly described in this management information circular;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution substantially in the form of the resolution set out in the management information circular (“**Circular**”) approving the Corporation’s equity incentive plan, for the ensuing year;
7. to consider and, if deemed appropriate, approve by ordinary resolution, the ratification and approval of an advance notice policy adopted by the board of directors, as more particularly described in this management information circular; and
8. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

An “ordinary resolution” is a resolution passed by at least a majority of the Shareholders voting in person and by proxy and a “special resolution” is a resolution passed by at least two thirds ($\frac{2}{3}$) of the Shareholders voting in person and by proxy.

This year the Corporation will be convening and conducting the Meeting in a virtual-only format, which will be conducted via teleconference. During the teleconference, shareholders will be able to listen to the Meeting live and registered Shareholders and duly appointed and registered proxyholders will be able to submit questions and vote while the Meeting is being held. Shareholders will not be able to attend the Meeting in person but will have equal opportunity to participate online in the virtual-only Meeting, ask questions, and vote on matters described in the accompanying Circular, regardless of their geographic location. Please refer to the accompanying Circular for access details with respect to the Meeting.

The record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of and to vote at the Meeting is February 24, 2026. Only Shareholders whose names have been entered in the register of Common Shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, provided however that, to the extent a Shareholder transfers the ownership of any of such Shareholder’s Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting. Each Common Share entitled to be voted at the Meeting will entitle the holder to one vote on any matter at the Meeting.

This year shareholders will not be able to attend the Meeting in person. The Corporation encourages registered shareholders to vote by proxy in advance of the Meeting in order to have their votes counted. Registered shareholders may also vote at the

Meeting by contacting the Corporation as set out above. Beneficial shareholders must complete and submit the VIF that they receive with the accompanying Information Circular in advance of the Meeting in order to have their votes counted.

A registered Shareholder may attend the Meeting in person or may be represented by proxy. Registered shareholders (the “**Registered Shareholders**”) who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the proxy must be received by the Corporation’s registrar and transfer agent, Computershare Investor Services Inc. (“**Computershare**”) by mail to Attention: Proxy Department, 320 Bay Street, 14th Floor, Toronto, Ontario M5H 4A6, not later than 9:00 a.m. (PST) on April 13, 2026 or in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time the adjourned or postponed Meeting reconvenes. Registered Shareholders may also transmit voting instructions by:

- (i) completing, dating and signing the enclosed proxy (the “**Proxy**”) and returning it to the Corporation’s transfer agent, Computershare by fax within North America at 1.866.249.7775; or
- (ii) by telephone at 1.866.732.VOTE (8683); or
- (iii) by mail or hand delivery to Computershare at 320 Bay Street, 14th Floor, Toronto, Ontario M5H 4A6; or
- (iv) using the internet through www.investorvote.com. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed Proxy for the Registered Shareholder’s account number and the proxy control number.

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either:

1. by delivering another properly executed form of proxy bearing a later date and depositing it as described above;
2. by depositing an instrument in writing revoking the proxy executed by him or her: (a) with Computershare at any time not later than 9:00 a.m. (PST) on April 13, 2026 (or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting); (b) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, prior to the commencement of the Meeting or any adjournment thereof, as applicable; or (c) in any other manner permitted by law

The proxyholder has discretion and authority under the accompanying form of proxy to consider amendments or variations of the matters of business identified in this notice of meeting, as well as any other matters properly brought before the Meeting, or any adjournment or postponement thereof. Shareholders are encouraged to review the Circular carefully before submitting the form of proxy.

Beneficial (non-registered) Shareholders who do not hold Common Shares in their own name but rather through a broker, financial institution, trustee, nominee or other intermediary must complete and return the voting instruction form (the “**Voting Instruction Form**”) provided to them or follow the telephone or internet-based voting procedures described therein in advance of the deadline set forth in the Voting Instruction Form in order to have such common shares voted at the Meeting on their behalf.

DATED this 21st day of March, 2026

**BY ORDER OF THE BOARD OF DIRECTORS OF
NEWLOX GOLD VENTURES CORP.**

(signed) “Gary MacDonald”
Gary MacDonald
Chief Executive Officer



NEWLOX GOLD VENTURES CORP.

MANAGEMENT INFORMATION CIRCULAR

This management information circular (“**Circular**”) is furnished in connection with the solicitation of proxies by the management of Newlox Gold Ventures Corp. (the “**Corporation**”) for use at the annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of the Corporation to be held at 9:00 a.m. (PST) on April 15, 2026 for the purposes set forth in the notice of annual general and special meeting of Shareholders dated March 21, 2026 (the “**Notice of Meeting**”).

References in the Circular to the Meeting include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Corporation by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of the solicitation of proxies will be borne by the Corporation.

Except where otherwise indicated, the information contained in this Circular is as of March 21, 2026.

SHAREHOLDERS WHO WISH TO ENSURE THAT THEIR SHARES WILL BE VOTED SHOULD COMPLETE, DATE AND EXECUTE THE ENCLOSED FORM OF PROXY, OR ANOTHER SUITABLE FORM OF PROXY, AND DELIVER IT BY MAIL OR BY FAX IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THE FORM OF PROXY AND IN THE NOTICE ACCORPORATIONING THIS CIRCULAR. FOR GREATER CLARITY, PROXIES NEED TO BE RECEIVED BY COMPUTERSHARE INVESTOR SERVICES INC. BEFORE THE PROXY CUTOFF DATE OF 9:00 a.m. (PST) ON APRIL 13, 2026.

Virtual Meeting

Registered shareholders and proxyholders who have completed the Corporation’s virtual meeting advance registration process will be able to attend the Meeting via teleconference and vote. Non-registered shareholders who appoint themselves as proxyholder through their intermediary will be permitted to attend the Meeting via teleconference and vote. Non-registered shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Corporation and its transfer agent can verify the identity of any voting shareholder at the Meeting. The Corporation and its transfer agent do not have a record of the Corporation’s non-registered shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please see “Appointment of Proxy Holders” and “Revocation of Proxies” below.

In order to streamline the Meeting process, the Corporation encourages shareholders to vote in advance of the Meeting using the voting instruction form (a “VIF”) or the form of proxy and submitting them by no later than 9:00 a.m. (PST) on April 13, 2026, the cut-off time for deposit of proxies prior to the Meeting.

Advance registration for the Meeting is required by emailing the following information to info@newloxgold.com:

- (a) the name of the registered shareholder in which common shares of the Corporation (“Common Shares”) are held;
- (b) the proxy control number given in respect of such Common Shares (unless the person is registering as a proxyholder); and
- (c) an email address and/or telephone number at which a Corporation representative may contact such shareholder in order to provide the Meeting ID number and passcode, or request additional information, as necessary.

The teleconference number will only be provided to shareholders and proxyholders who complete the virtual meeting advance registration process using the instructions provided above.

It is the shareholders responsibility to ensure connectivity during the Meeting and the Corporation encourages its shareholders to allow sufficient time to log in to the Meeting before it begins.

Appointment of Proxy Holders

The persons named in the enclosed instruments of proxy are directors and/or officers of the Corporation. If you are a Registered Shareholder, you have the right to attend the meeting or vote by proxy (the “**Proxy**”) and to appoint a person or Corporation other than the person designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of Proxy. Registered shareholders (“**Registered Shareholders**”) electing to submit a Proxy may do so by:

- (i) completing, dating and signing the enclosed proxy (the “**Proxy**”) and returning it to the Corporation’s transfer agent, Computershare by fax within North America at 1.866.249.7775; or
- (ii) by telephone at 1.866.732.VOTE (8683); or
- (iii) by mail or hand delivery to Computershare at 320 Bay Street, 14th Floor, Toronto, Ontario M5H 4A6; or
- (iv) using the internet through www.investorvote.com. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed Proxy for the Registered Shareholder’s account number and the proxy control number.

In all cases you should ensure the Proxy is received at least 48 hours before the Meeting or the adjournment thereof at which the Proxy is to be used.

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The votes attached to the common shares of the Corporation (“**Common Shares**”) represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder’s attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time insofar as it has not been exercised. A proxy may be revoked, as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by instrument in writing executed by the shareholder or by his or her attorney authorized in writing or if the shareholder is a body corporate by an officer or attorney thereof duly authorized, and deposited with the Company c/o Computershare Investor Services Inc., 320 Bay Street, 14th Floor, Toronto, Ontario M5H 4A6 at any time up to and including the close of business on April 13, 2026 or thereafter with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof and upon either of such deposits the proxy is revoked. A proxy may also be revoked in any other manner permitted by law.

Voting of Proxies

The voting rights attached to the Common Shares represented by proxies will be voted in accordance with the instructions indicated therein. **If no instructions are given, the voting rights attached to said Common Shares will be exercised by those persons designated in the form of proxy and will be voted IN FAVOUR of all the matters described therein.**

The enclosed form of proxy confers discretionary voting authority upon the persons named therein with respect to amendments to matters identified in the Notice of Meeting, and with respect to such matters as may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no such amendments or other matters to come before the Meeting.

Voting by Non-Registered Shareholders

In many cases, Common Shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the common shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a depository (such as The Canadian Depository for Securities Limited or “**CDS**”). Non-Registered Holders do not appear on the list of shareholders of the Corporation maintained by the transfer agent.

In accordance with Canadian securities law, the Corporation has distributed copies of the Notice of Meeting, Circular and the form of proxy (collectively, the “**meeting materials**”) to CDS and intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, intermediaries will use a service company to forward the meeting materials to Non-Registered Holders. Non-Registered Holders, other than NOBOs, will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the common shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

A. *Voting Instruction Form* - In most cases, a Non-Registered Holder will receive, as part of the meeting materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder’s behalf), the voting instruction form must be completed, signed, and returned in accordance with the directions on the form. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Holder’s behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder.

or

B. *Form of Proxy* - Less frequently, a Non-Registered Holder will receive, as part of the meeting materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder’s behalf), the Non-Registered Holder must complete the form of proxy and deposit it with the Corporation's registrar and transfer agent, Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, as described above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the holder’s behalf), the Non-Registered Holder must strike out the names of the persons named in the proxy and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided.

Non-Objecting Beneficial Owners

These meeting materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as described elsewhere in this Circular, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of (a) any director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation’s last financial year, (b) any proposed nominee for election as a director of the Corporation, and (c) any associates or affiliates of any of the persons or companies listed in (a) and (b), in any matter to be acted on at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting Rights

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 220,328,721 shares issued and outstanding. Each share entitles the holder thereof to one vote on all matters properly coming before the Meeting or any adjournment or postponement thereof.

Record Date

The record date for the determination of Shareholders entitled to receive notice of the Meeting and vote at the Meeting has been fixed at February 24, 2026 (the “**Record Date**”).

The Corporation will prepare or cause to be prepared a list of the shareholders recorded as holders of shares on its register of shareholders as of the close of business on the Record Date, each of whom shall be entitled to vote the shares shown opposite their name on the list at the Meeting or any adjournment or postponement thereof.

In addition, persons who are Non-Registered shareholders as of the Record Date will be entitled to exercise their voting rights in accordance with the procedures established under NI 54-101. See “*Proxy Related Information — Advice to Non-Registered shareholders.*”

Principal Holders of shares

To the knowledge of the directors and executive officers of the Corporation, no person or Corporation beneficially owns, or controls or directs, directly or indirectly, 10% or more of the issued and outstanding shares as at the date of this Information Circular.

Quorum

Under the by-laws of the Corporation, a quorum of shareholders is present at a meeting if at least two (2) individuals are present in person, each of whom is entitled to vote at a meeting, and who hold or represent by proxy in the aggregate not less than 10% of the total number of shares entitled to be voted at the meeting. If any share entitled to be voted at a meeting of shareholders is held by two or more persons jointly, the persons or those of them who attend the meeting of shareholders constitute only one shareholder for the purpose of determining whether a quorum of shareholders is present.

BUSINESS OF THE MEETING

To the knowledge of the board of directors of the Corporation (the “**Board**”), the only matters to be brought before the Meeting are those matters set forth in the Notice of Meeting.

1. Presentation of Financial Statements

The audited consolidated financial statements of the Corporation for the fiscal years ended March 31, 2022, 2023 2024 and 2025, and the report of the auditors thereon along with the Management Discussion & Analysis for the fiscal years ended March 31, 2022, 2023 2024 and 2025, copies of which are attached hereto as Schedule “A”, will be submitted to the Meeting. Receipt at the Meeting of these financial statements and the auditor’s report thereon will not constitute approval or disapproval of any matter referred to therein. Shareholder approval is not required in relation to the financial statements.

2. Number of Directors

Management proposes that the number of directors on the Board be set at five (5) for the ensuing year.

Shareholders will be asked at the Meeting to approve an ordinary resolution to set the number of directors elected for the ensuing year at five (5), subject to such increases as may be permitted by the Articles of the Corporation and the provisions of the *Business Corporations Act* (British Columbia) (“**BCBCA**”).

Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form FOR setting the number of directors elected for the ensuing year at five (5), subject to such increases as may be permitted by the Articles of the Corporation and the provisions of the BCBCA.

The directors of the Corporation recommend that Shareholders vote in favour of setting the number of directors elected for the ensuing year at five (5), subject to such increases as may be permitted by the Articles of the Corporation and the provisions of the BCBCA. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

3. Election of Directors

The Board currently consists of five (5) directors. The directors of the Corporation are elected annually and hold office until the next annual general meeting of the Shareholders or until their successors are elected or appointed.

Conditional upon Shareholders approving the resolution setting the number of directors to be elected at five (5), management intends to nominate the five (5) individuals listed below to serve as directors, each to hold office until the close of the next annual meeting of Shareholders or until his or her successor has been duly elected and/or appointed and qualified or until his or her earlier death, resignation or removal pursuant to the articles of incorporation of the Corporation (as amended) and by-laws of the Corporation (as amended), and applicable law.

Shareholders have the option to (i) vote for all the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all the directors. **Unless otherwise instructed, proxies and voting instructions given pursuant to this solicitation by the management of the Corporation will be voted FOR the election of each of the proposed nominees set forth in the table below.**

Management has no reason to believe that any of the nominees will be unable to serve as a director. **However, if any proposed nominee is unable to serve as a director, the individuals named in the enclosed form of proxy will be voted in favour of the remaining nominees and may be voted in favour of a substitute nominee unless the Shareholder has specified in the proxy that the Common Shares represented thereby are to be withheld from voting in respect of the election of directors.**

The following table states the name of each person nominated by management for election as directors, such person's principal occupation or employment, period of service as a director of the Corporation, and the approximate number of voting securities of the Corporation that such person beneficially owns, or over which such person exercises direction or control:

Name, and Province and Country of Residence	Principal Occupation, Business or Employment ⁽¹⁾	Director Since	Common Shares Owned or Controlled ⁽¹⁾
Gary MacDonald ⁽²⁾ British Columbia, Canada	<p>Mr. MacDonald is the Chief Executive Officer of the Corporation. Mr. MacDonald brings more than 35 years of experience in the mining sector, including projects in, gold, silver, copper, and diamonds.</p> <p>Mr. MacDonald holds a B.Com. from the University of British Columbia and a Global Executive MBA from Erasmus University Rotterdam. He has extensive leadership in resource companies, currently also serving as Director of Tiger Gold Corp., President and CEO of American Mining Corp. (since 2006), Managing Director and Principal of Gold Funds Canada, plus CFO and Director roles at La Imperial Resources, Inc. (since 2012), and Mega Copper Ltd. (since 2019).</p> <p>Mr. Macdonald's prior positions include CEO and Director at MIPSolutions, Inc. (2009-2012), Director at Viva Gold Corp. (2014-2021) and American Silver Corp., Chairman at Novagen Ingenium, Inc. (2009-2010), and director roles at companies like Leagold Mining Corp., Frontera Energy Corp., and GCM Mining Corp., GeoMinerals Corp., Geologics, Inc., Stranded Energy Corp., and MetGas Industries Ltd.</p>	06.18.25	-
Alex MacKay Ontario, Canada	<p>Mr. MacKay is a finance and resources consultant based in Toronto, Ontario. Mr. MacKay is a capital markets veteran with roles as investment adviser, options supervisor, and branch manager at securities brokerages, plus prior CEO and director positions at multiple public companies.</p> <p>Previously, he was CEO of Sea Green Capital, an exploration-stage resource company with projects in Quebec and the Yukon, from November 2010 to July 2012. He also worked as an advisor at Raymond James from 2005 to 2008. Mr. MacKay holds a Bachelor's degree in Economics from York University.</p>	06.18.25	1,553,500 ⁽³⁾

Name, and Province and Country of Residence	Principal Occupation, Business or Employment ⁽¹⁾	Director Since	Common Shares Owned or Controlled ⁽¹⁾
Roger Dent Ontario, Canada	<p>Mr. Dent has served as the CEO and a Director of Quinsam Capital Corporation, an investment company, since December 2013. Mr. Dent is also a Director of Omni-Lite Industries Canada, Inc., VitalHub Corp. and California Nanotechnologies Corp. In total, Mr. Dent's board service (across all of the public companies he has been involved with) is an aggregate of approximately 50 terms (generally one year each). This history of board experience provides an extensive array of expertise with governance, regulatory, and practical business matters. From 2003 to 2011, he held various positions, including portfolio manager with Matrix Fund Management Inc. He was formerly Vice-Chairman of one of the Canada's largest independent investment dealers and was Managing Director and Deputy Manager of Research at CIBC World Markets. He holds a Master of Business Administration from Harvard Business School and a Bachelor of Commerce from Queen's University.</p>	05.08.25	12,114,448 ⁽⁴⁾
Frederick Kozak Alberta, Canada	<p>Mr. Kozak is a Professional Engineer who has spent his entire career in the resource and capital markets sector. He has been recognized as a critical minerals expert as well as a globally-ranked international equities analyst.</p> <p>Mr. Kozak is a highly experienced capital markets and resource executive and spent the latter part of his career as a senior executive and board member of international and domestic private and public companies, including co-founding a public Colombian oil and gas producer.</p> <p>More recently, he was President of Appia Rare Earths & Uranium Corp, President & CEO of Auxico Resources Canada Inc. and is the Founder, President & CEO of Environmental Minerals Ltd., a global supplier of ethically-sourced critical minerals and rare earths elements.</p>	03.04.26	-
Angela Gougeon Ontario, Canada	<p>Ms. Gougeon holds a BA in Economics (1990) and an MBA from the Rotman School of Management at the University of Toronto (1995) and has also completed the Canadian Securities Course and is a licensed insurance broker.</p> <p>Over her career, she has founded and led A&M Reforestation, a tree planting company contracted by the Ontario government and private forestry companies that has planted more than 25 million trees in Northern Ontario. She has served as Project Manager for Exact Chip Cards, a joint venture between TD, BMO and Canada Trust to test and implement the first chip card in Canada and was also the Manager of the Canadian office of Georgeson Shareholder Communications, a New York-based proxy solicitation firm, and later worked with Gougeon Insurance Brokers, where she was responsible for the sales and management of Errors and Omissions and Directors and Officers insurance programs, including related risk management initiatives.</p> <p>Ms. Gougeon is also the founder and owner of jPrep Online Inc., an eLearning company providing compliance and custom online training solutions to seasonal businesses. She currently serves on the board of the Ontario Ski Resorts Association, where she has been a board member for four years, and has previously served on multiple condominium boards between 2008 and 2014.</p>	Nominee	-

Notes:

1. Information about principal occupation, business or employment and number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised is not within the direct knowledge of management and has been furnished by the respective nominees.
2. Member of the Audit Committee.
3. The Common Shares are registered in the name of 1975934 Ontario Ltd., a private company incorporated pursuant to the laws of the Province of Ontario and controlled by Mr. MacKay.
4. Of these shares, 4,522,805 common shares are registered in the name of Quinsam Capital Corporation, a publicly traded company of which Mr. Dent is an officer, director and shareholder. 2,033,144 common shares are held by two associates of Mr. Dent.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed below, no proposed director of the Corporation is, as at the date hereof, or has been, within the previous 10 years, a director, chief executive officer or chief financial officer, of any Corporation (including the Corporation) that:

- (a) while that person was acting in the capacity was the subject of a cease trade order or similar order or an order that denied the relevant Corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was the subject of a cease trade or similar order or an order that denied the relevant Corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer of such Corporation and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.
 - On November 4, 2024, the Ontario Securities Commission issued a cease trade order to Deveron Corp., a company for which Mr. Dent serves as a director, for failing to file its audited consolidated financial statements for the year ended June 30, 2024, the accompanying annual management's discussion and analysis, and the related management certifications of annual filings, before the applicable filing deadline. The required filings were made by Deveron Corp. on February 18, 2025. Mr. Dent resigned as a director on October 27, 2025 and Deveron Corp. entered into an agreement to sell its assets on November 3, 2025.
 - On July 29, 2025, the British Columbia Securities Commission issued a management cease trade order to Newlox Gold Ventures Corp., a company for which Messieurs MacDonald, Dent and MacKay serve as directors for failing to file its audited consolidated financial statements for the year ended March 31, 2025, the accompanying annual management's discussion and analysis, and the related management certifications of annual filings, before the applicable filing deadline. This cease trade order was revoked on December 15, 2025

No proposed director of the Corporation (or any personal holding corporation of any such individual):

- (a) is at the date hereof, or has been within the previous 10 years, a director or executive officer of any corporation that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver manager or trustee appointed to hold its assets;
- (b) has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets such individual; or
- (c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

4. Appointment of Auditors

Management intends to nominate Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, of Vancouver, British Columbia, for appointment as the auditors of the Corporation, to hold office for the ensuing year until the close of the next annual meeting of Shareholders or until Dale Matheson Carr-Hilton Labonte LLP, is removed from office or resigns, at a remuneration to be fixed by the Board.

Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form FOR the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants as auditor of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed, and the authorization of the directors of the Corporation to fix their remuneration.

The directors of the Corporation recommend that Shareholders vote in favour of the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants and the authorization of the directors of the Corporation to fix their remuneration. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

5. Consolidation

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a special resolution (the “**Share Consolidation Resolution**”) authorizing the board of directors of the Corporation (the “**Board**”) to elect, in its discretion, to direct the Corporation to file articles of amendment (the “**Articles of Amendment**”) to amend the Corporation’s articles in order to effect a consolidation (or reverse split) of the Corporation’s issued and outstanding Common Shares into a lesser number of issued Common Shares (the “**Share Consolidation**”). The Share Consolidation Resolution will authorize the Board to:

- set the Share Consolidation ratio, at its sole direction, at a ratio of up to ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share (the “**Consolidation Ratio**”); and
- file the Articles of Amendment to give effect to the Share Consolidation at the Consolidation Ratio.

Background to and Reasons for the Share Consolidation

The Board believes that it is in the best interests of the Corporation to provide the Board with the flexibility to elect to reduce the number of outstanding Common Shares by way of the Share Consolidation. Some of the potential benefits of the Share Consolidation include:

- Increased Investor Interest. The current share structure of the Corporation may make it more difficult for the Corporation to attract additional equity financing that may be required or desirable to maintain the Corporation or to further develop its business. The Share Consolidation may have the effect of raising, on a proportionate basis, the price of the Common Shares, which could appeal to certain investors that find shares valued above certain prices to be more attractive from an investment perspective.
- Reduced Volatility. The higher anticipated price of the post-consolidation Common Shares may result in less volatility as a result of small changes in the share price of the Common Shares. For example, a nominal price movement will result in a less significant change (in percentage terms) in the market capitalization of the Corporation.

The Corporation believes that providing the Board with the authority to select within a range of Share Consolidation ratios provides the flexibility to implement the Share Consolidation in a manner intended to maximize the anticipated benefits of the Share Consolidation for the Corporation and the Shareholders.

If the requisite approvals are obtained and the Board elects to proceed with the Share Consolidation, the Share Consolidation will take place at a time to be determined by the Board, subject to the BCBCA. No further action on the part of Shareholders would be required in order for the Board to implement the Share Consolidation. Shareholders will be notified and registered Shareholders will receive a letter of transmittal containing instructions for exchange of their share certificates in connection with the Share Consolidation. The special resolution also authorizes the Board to elect not to proceed with, and abandon, the Share Consolidation at any time if it determines, in its sole discretion, to do so.

Following a vote by the Board to implement the Share Consolidation, the Corporation will file Articles of Amendment with the director under the BCBCA to amend the Corporation’s articles. The Share Consolidation will become effective on the date shown in the certificate of amendment issued by the director under the BCBCA in connection with such Share Consolidation or such other date indicated in the Articles of Amendment.

Share Consolidation Resolution

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the Share Consolidation Resolution authorizing the Board to elect, in its discretion, to file the Articles of Amendment giving effect to the Share Consolidation. The Share Consolidation Resolution is a special resolution and, as such, requires approval by not less than two-thirds (66 ⅔%) of the votes cast by the Shareholders present virtually, or represented by proxy, at the Meeting. The full text of the Share Consolidation Resolution is as follows:

“**BE IT RESOLVED**, as a special resolution of the shareholders of the Corporation, that:

1. the articles of the Corporation be amended to change the number of issued and outstanding Common Shares of the Corporation by consolidating the issued and outstanding Common Shares on the basis of a ratio to be selected by the Board, in its sole direction, of up to ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share, at a date in the future to be determined by the Board, in its sole discretion if and when the Board considers it to be in the best interests of the Corporation to implement such a Share Consolidation, all as more fully described in the management information circular of the Corporation dated March 21, 2026, and subject to all necessary stock exchange approvals;
2. the amendment to the articles of the Corporation giving effect to the Share Consolidation will provide that no fractional Common Shares will be issued but the number of Common Shares to be received by a Shareholder shall be rounded down to the nearest whole Common Share in the event that such Shareholder would otherwise be entitled to receive a fractional Common Share;
3. any director or officer of the Corporation be, and each of them is, hereby authorized and directed for and in the name of and on behalf of the Corporation to execute and deliver or cause to be executed and delivered the articles of amendment of the Corporation to the director under the BCBCA and to execute and deliver or cause to be executed and delivered all documents and to take any action which, in the opinion of that person, is necessary or desirable to give effect to this special resolution;
4. notwithstanding that this special resolution has been duly passed by the holders of the Common Shares, the Board may, in its sole discretion (including in the circumstances described in the Circular), revoke this special resolution in whole or in part at any time prior to its being given effect without further notice to, or approval of, the holders of the Common Shares; and
5. any one director or officer of the Corporation be, and each of them is, hereby authorized and directed for and in the name of and on behalf of the Corporation, to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.”

Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form FOR the consolidation of the issued and outstanding Common Shares on the basis of a ratio to be selected by the Board, in its sole direction, of up to 10 pre-consolidation Common Shares for one (1) post-consolidation Common Share.

The directors of the Corporation recommend that Shareholders vote in favour of the consolidation of the issued and outstanding Common Shares on the basis of a ratio to be selected by the Board, in its sole direction, of up to 10 pre-consolidation Common Shares for one (1) post-consolidation Common Share. To be adopted, this resolution is required to be passed by the affirmative vote of not less than two-thirds (66 ⅔%) of the votes cast at the Meeting.

Effects of the Share Consolidation General

If the Share Consolidation is implemented, its principal effect will be to proportionately decrease the number of issued and outstanding Common Shares by a factor equal to the Consolidation Ratio. At the close of business on the Record Date, there were 220,328,721 Common Shares issued and outstanding. For illustrative purposes only, the following table sets forth, based on the number of Common Shares issued and outstanding as of the Record Date, the number of Common Shares that would be issued and outstanding (disregarding any resulting fractional Common Shares and subject to any issuances occurring after the Record Date) following the implementation of the Share Consolidation, at various consolidation ratios:

<u>Share Consolidation Ratio</u>	<u>Shares Outstanding</u>
5 pre-consolidation Common Shares for 1 post-consolidation Common Shares	44,065,744

The Corporation does not expect the Share Consolidation itself to have any economic effect on holders of Common Shares or securities convertible into or exercisable to acquire Shares, except to the extent the Share Consolidation will result in fractional Common Shares. See “No Fractional Shares” below.

The Share Consolidation will not affect the listing of the Common Shares on the Canadian Securities Exchange (“CSE”). Following the Share Consolidation, it is expected that the Common Shares will continue to be listed on the CSE under the symbol “LUX”. Following the Share Consolidation, the Common Shares will be assigned new CUSIP and ISIN numbers.

Voting rights and other rights of the holders of Common Shares prior to the implementation of the Share Consolidation will not be affected by the Share Consolidation, other than as a result of the creation and disposition of fractional Common Shares as described below. For example, a holder of 2% of the voting power attached to the outstanding Common Shares immediately prior to the implementation of the Share Consolidation will generally continue to hold 2% of the voting power attached to the Common Shares immediately after the implementation of such Share Consolidation. The number of registered Shareholders is not expected to be affected by the Share Consolidation (except to the extent resulting from the elimination of post-consolidation fractional shares). For example, if the Consolidation Ratio is ten (10) pre-consolidation Common Shares per one (1) post-consolidation Common Share, a Shareholder that holds less than ten (10) pre-consolidation Common Shares may cease to hold any Common Shares following the Share Consolidation.

The exercise or conversion price and the number of Common Shares issuable under any outstanding convertible securities of the Corporation, including outstanding stock options and restricted share units, will be adjusted in accordance with their respective terms on the same basis as the Share Consolidation.

Effect on Beneficial Shareholders

Beneficial Shareholders (i.e. non-registered Shareholders) holding Common Shares through an intermediary (a securities broker, dealer, bank or financial institution) should be aware that the intermediary may have different procedures for processing the Share Consolidation than those that will be put in place by the Corporation for registered Shareholders. If Shareholders hold their Common Shares through an intermediary and they have questions in this regard, they are encouraged to contact their intermediaries.

Effect of the Share Consolidation on Convertible Securities

The exercise or conversion price and/or the number of Common Shares issuable under any of the Corporation’s outstanding convertible securities, including under outstanding stock options, warrants, rights, restricted share units and any other similar securities will be proportionately adjusted upon the implementation of the Share Consolidation, in accordance with the terms of such securities, based on the Consolidation Ratio.

Effect on Share Certificates

If the Share Consolidation is approved by Shareholders and subsequently implemented, those registered Shareholders who will hold at least one post-consolidation Common Share will be required to exchange the share certificates representing pre-consolidation Shares for share certificates representing post consolidation Common Shares following the Share Consolidation or, alternatively, a Direct Registration System (“DRS”) Advice/Statement representing the number of post-consolidation Common Shares they hold following the Share Consolidation. The DRS is an electronic registration system which allows Shareholders to hold Common Shares in their name in book-based form, as evidenced by a DRS Advice/Statement, rather than a physical share certificate.

If the Share Consolidation is implemented, the Corporation (or its transfer agent) will mail to each registered Shareholder a letter of transmittal in connection with the Share Consolidation. Each registered Shareholder must complete and sign a letter of transmittal after the Share Consolidation takes effect. The letter of transmittal will contain instructions on how to surrender to the transfer agent the certificate(s) representing the registered Shareholder’s pre-consolidation Common Shares. The transfer agent will send to each registered Shareholder who follows the instructions provided in the letter of transmittal a share certificate representing the number of post-consolidation Common Shares to which the registered Shareholder is entitled rounded down to the nearest whole number or, alternatively, a DRS Advice/Statement representing the number of post-consolidation Common Shares the registered Shareholder holds following the Share Consolidation. Beneficial Shareholders (i.e. non-registered Shareholders) who hold their Common Shares through intermediaries (securities brokers, dealers, banks, financial institutions, etc.) and who have questions regarding how the Share Consolidation will be processed should contact their intermediaries with respect to the Share Consolidation. See “Effect on Beneficial Shareholders” above.

Until surrendered to the transfer agent, each share certificate representing pre-consolidation Common Shares will be deemed for all purposes to represent the number of post-consolidation Common Shares to which the registered Shareholder is entitled as a result of the Share Consolidation. Until registered Shareholders have returned their properly completed and duly executed letter of transmittal and

surrendered their share certificate(s) for exchange, registered Shareholders will not be entitled to receive any distributions, if any, that may be declared and payable to holders of record following the Share Consolidation.

Any registered Shareholder whose old certificate(s) have been lost, destroyed or stolen will be entitled to a replacement share certificate only after complying with the requirements that the Corporation and the transfer agent customarily apply in connection with lost, stolen or destroyed certificates.

The method chosen for delivery of share certificates and letters of transmittal to the Corporation's transfer agent is the responsibility of the registered Shareholder and neither the transfer agent nor the Corporation will have any liability in respect of share certificates and/or letters of transmittal which are not actually received by the transfer agent.

REGISTERED SHAREHOLDERS SHOULD NEITHER DESTROY NOR SUBMIT ANY SHARE CERTIFICATE UNTIL HAVING RECEIVED A LETTER OF TRANSMITTAL

No Fractional Shares

No fractional Common Shares will be issued in connection with the Share Consolidation and no cash will be paid in lieu of fractional post-consolidation Common Shares. In the event that a Shareholder would otherwise be entitled to receive a fractional Share upon the occurrence of the Share Consolidation, such fraction will be rounded down to the nearest whole number. In calculating such fractional interest, all post-consolidation Common Shares held by a beneficial holder(s) shall be aggregated.

No Dissent Rights

Shareholders are not entitled to exercise any statutory dissent rights with respect to the Share Consolidation.

Accounting Consequences

If the Share Consolidation is implemented, net income or loss per Common Share, and other per Common Share amounts, will be increased because there will be fewer Common Shares issued and outstanding. In future financial statements, net income or loss per Common Share and other per Common Share amounts for periods ending before the Share Consolidation took effect would be recast to give retroactive effect to such Share Consolidation.

CSE Approval

Assuming Shareholder approval is received at the Meeting, and assuming that the Board determines to proceed with the Share Consolidation, the Share Consolidation will be subject to acceptance by the CSE, and confirmation that, on a post-Share Consolidation basis, the Corporation would meet all of the CSE's applicable continuous listing requirements. If the CSE does not accept the Share Consolidation, the Corporation will not proceed with the Share Consolidation.

Risks Associated with the Share Consolidation

Reducing the number of issued and outstanding Common Shares through the Share Consolidation is intended, absent other factors, to increase the market price of the Common Shares. However, the market price of the Common Shares will also be affected by the Corporation's financial and operational results, its financial position, including its liquidity and capital resources, the development of its operations, industry conditions, the market's perception of the Corporation's business and other factors, which are unrelated to the number of Common Shares outstanding.

The market price of the Common Shares immediately following the implementation of the Share Consolidation is expected to be approximately equal to the market price of the Common Shares prior to the implementation of such Share Consolidation multiplied by the Consolidation Ratio but there is no assurance that the anticipated market price immediately following the implementation of the Share Consolidation will be realized or, if realized, will be sustained or will increase. There is a risk that the total market capitalization of the Common Shares (the market price of the Common Shares multiplied by the number of Common Shares outstanding) after the implementation of the Share Consolidation may be lower than the total market capitalization of the Common Shares prior to the implementation of the Share Consolidation.

Although the Corporation believes that establishing a higher market price for the Common Shares could increase investment interest for the Common Shares in equity capital markets by potentially broadening the pool of investors that may consider investing in the Corporation, including investors whose internal investment policies prohibit or discourage them from purchasing stocks trading below a certain minimum price, there is no assurance that implementing the Share Consolidation will achieve this result.

If the Share Consolidation is implemented and the market price of the Common Shares (adjusted to reflect the Consolidation Ratio)

declines, the percentage decline as an absolute number and as a percentage of the Corporation's overall market capitalization may be greater than would have occurred if such Share Consolidation had not been implemented. Both the total market capitalization of a corporation and the adjusted market price of such Corporation's shares following the Share Consolidation may be lower than they were before the Share Consolidation took effect. The reduced number of Common Shares that would be outstanding after the Share Consolidation is implemented could adversely affect the liquidity of the Common Shares.

The Share Consolidation may result in some Shareholders owning "odd lots" of fewer than 100 Common Shares on a post-consolidation basis. Odd lot Common Shares may be more difficult to sell or may attract greater transaction costs per Common Share to sell, and brokerage commissions and other costs of transactions in odd lots may be higher than the costs of transactions in "round lots" of even multiples of 100 Common Shares.

Tax Considerations

SHAREHOLDERS SHOULD CONSULT THEIR TAX ADVISORS REGARDING THE TAX CONSEQUENCES OF THE SHARE CONSOLIDATION TO THEM, INCLUDING THE EFFECTS OF ANY CANADIAN OR U.S. FEDERAL, PROVINCIAL, STATE, LOCAL, FOREIGN AND/OR OTHER TAX LAWS.

6. Approval of Equity Incentive Plan

On March 4, 2026, the Board adopted a new form of security-based compensation plan (the "**Equity Incentive Plan**") to create more flexibility in the types of awards that may be granted to directors, officers, employees and consultants of the Corporation. The Equity Incentive Plan is considered a "rolling" securities-based compensation plan under CSE policies. Under the policies of the CSE, all listed companies with a "rolling" security-based compensation plan must obtain Shareholder approval of such plan on a yearly basis.

The following information is intended as a brief description of the Equity Incentive Plan and is qualified in its entirety by the full text of the Equity Incentive Plan.

Purpose

The purpose of the Equity Incentive Plan is to promote the long-term success of the Corporation and the creation of Shareholder value by: (i) encouraging the attraction and retention of eligible persons; (ii) encouraging such eligible persons to focus on critical long-term objectives; and (iii) promoting greater alignment of the interests of such eligible persons with the interests of the Corporation.

The Equity Incentive Plan provides flexibility to the Corporation to grant equity-based incentive awards in the form of stock options ("**Options**") as well as restricted share units ("**RSUs**"), performance share units ("**PSUs**") and deferred share units ("**DSUs**") and, collectively with the RSUs and PSUs, the "**Performance- Based Awards**") to eligible persons.

Shares Subject to the New Equity Incentive

The Equity Incentive Plan provides for the award of equity incentives to eligible persons in the form of Options and Performance-Based Awards representing (together, the "**Equity Incentive Plan Awards**"), in the aggregate, up to such number of Common Shares of the Corporation, as is equal ten (10%) percent of the issued and outstanding as at the date of each award. The Equity Incentive Plan is considered an "evergreen" plan, since the Common Shares covered by the Equity Incentive Plan Awards which have been exercised, settled or terminated shall be available for subsequent grants under the Equity Incentive Plan and the number of Common Shares available for issuance pursuant to the Equity Incentive Plan increases as the number of issued and outstanding Common Shares increases.

Participation Limits

The Equity Incentive Plan provides that:

- (a) unless the Corporation has obtained disinterested shareholder approval, the maximum aggregate number of Common Shares issuable to insiders under the Equity Incentive Plan, within any twelve (12) month period and at any point in time under the Equity Incentive Plan, together with Common Shares reserved for issuance to insiders under all of the Corporation's other Security-Based Compensation Arrangements (as defined in the Equity Incentive Plan), shall not exceed ten percent (10%) of the issued and outstanding Common Shares (calculated as at the date of any grant);
- (b) unless the Corporation has obtained disinterested shareholder approval, the maximum aggregate number of Common Shares issuable to any Participant (as defined in the Equity Incentive Plan) under the Equity Incentive Plan, within any twelve (12) month period, together with Common Shares reserved for issuance to such Participant (and to companies wholly-owned by that Participant) under all of the Corporation's other Security-Based Compensation Arrangements, shall not exceed five percent

(5%) of the issued and outstanding Common Shares (calculated as at the date of any grant);

- (c) the maximum aggregate number of Common Shares issuable to any one Consultant (as defined in the Equity Incentive Plan) under the Equity Incentive Plan, within any twelve (12) month period, together with Common Shares issuable to such Consultant under all of the Corporation's other Security-Based Compensation Arrangements, shall not exceed two percent (2%) of the issued and outstanding Common Shares (calculated as at the date of any grant); and
- (d) the maximum aggregate number of Common Shares issuable pursuant to grants of Options to all investor relation service providers performing investor relations activities under the Equity Incentive Plan, within any twelve (12) month period, shall not in aggregate exceed two percent (2%) of the issued and outstanding Common Shares (calculated as at the date of any grant). For the avoidance of doubt, persons performing investor relations activities are only eligible to receive Options under the Equity Incentive Plan; they are not eligible to receive any Performance-Based Award or other type of securities-based compensation under the Equity Incentive Plan.

Administration of the Equity Incentive Plan

The Equity Incentive Plan is administered by the Board and the Board has full authority to administer the Equity Incentive Plan, including the authority to interpret and construe any provision of the Equity Incentive Plan and to adopt, amend and rescind such rules and regulations for administering the Equity Incentive Plan as the Board may deem necessary in order to comply with the requirements of the Equity Incentive Plan.

Eligible Persons under the Equity Incentive Plan

When used in connection with the grant of Options, all officers, directors, employees, management company employees and consultants of the Corporation are eligible to participate in the Equity Incentive Plan. When used in connection with the grant of Performance-Based Awards, all officers, directors, employees, management company employees and consultants of the Corporation that do not perform investor relations activities are eligible to participate in the Equity Incentive Plan. The extent to which any such individual is entitled to receive a grant of an award pursuant to the Equity Incentive Plan will be determined in the sole and absolute discretion of the Board. Each person who receives a grant under the Equity Incentive Plan is referred to as a "Participant".

Types of Awards

Awards of Options, RSUs, PSUs and DSUs may be made under the Equity Incentive Plan. All of the awards described below are subject to the conditions, limitations, restrictions, exercise price, vesting, settlement and forfeiture provisions determined by the Board, in its sole discretion, subject to such limitations provided in the Equity Incentive Plan and will generally be evidenced by an award agreement.

Options

An Option entitles a holder thereof to purchase a prescribed number of Common Shares at an exercise price determined by the Board at the time of the grant of the Option, provided that the exercise price of an Option granted under the Equity Incentive Plan shall not be less than the Discounted Market Price (as defined in the Policies of the CSE), provided that if an Option is proposed to be granted by the Corporation after the Corporation has just been recalled for trading following a suspension or halt, the Corporation must wait at least ten (10) trading days since the day on which trading in the Corporation's securities resumes before setting the exercise price for and granting the Option. Each Option shall, unless sooner terminated, expire on a date to be determined by the Board which will not exceed ten (10) years from the date of grant of the Option. The Board may, in its absolute discretion, upon granting Options under the Equity Incentive Plan, specify different time periods following the dates of granting the Options during which the Participant may exercise their Options to purchase Common Shares and may designate different exercise prices and numbers of Shares in respect of which each Participant may exercise Options during each respective time period. Subject to the discretion of the Board, the Options granted to a Participant under the Equity Incentive Plan shall vest as determined by the Board on the date of grant of such Options. If the Board does not specify a vesting schedule at the date of grant, then Options granted to persons, other than those conducting investor relations activities, shall vest fully on the date of grant, and in any event in accordance with the policies of the CSE. Options issued to persons conducting investor relations activities must vest (and shall not otherwise be exercisable) in stages over a minimum of twelve (12) months with no more than $\frac{1}{4}$ of the Options vesting in any three (3) month period commencing no earlier than three (3) months after the date of grant.

If the award agreement for the grant of Options so provides, in the event of a change of control (as defined in the Equity Incentive Plan), all Options granted to a Participant shall become fully vested and shall become exercisable by the Participant in accordance with the terms of such award agreement and the Equity Incentive Plan. No acceleration of the vesting of any Options shall be permitted without prior CSE review and acceptance for Options issued to persons conducting investor relations activities.

Other than as may be set forth in the award agreement for the grant of Options, upon the death of a Participant, any Options granted to such Participant which, prior to the Participant's death, have not vested, will immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect; and the Participant or his or her estate, as the case may be, shall have no right, title or interest therein whatsoever. Any Options granted to such Participant which, prior to the Participant's death, had vested pursuant to the terms of the applicable Award Agreement will accrue to the Participant's estate in accordance with Equity Incentive Plan.

Where a Participant's relationship with the Corporation is terminated by the Corporation or a subsidiary for cause, all Options granted to the Participant under the Equity Incentive Plan will immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the termination date.

Where a Participant's relationship with the Corporation terminates by reason of termination by the Corporation or a subsidiary without cause, by voluntary termination, voluntary resignation or due to retirement by the Participant, such that the Participant no longer qualifies as an eligible person, all Options granted to the Participant under the Equity Incentive Plan that have not vested will, unless the applicable award agreement provides otherwise and subject to the provisions below, immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the termination date; provided, however, that any Options granted to such Participant which, prior to the Participant's termination without cause, voluntary termination, voluntary resignation or Retirement, had vested pursuant to the terms of the applicable award agreement will accrue to the Participant in accordance with the Equity Incentive Plan and shall be exercisable by such Participant for a period of 90 days following the date the Participant ceased to be an eligible person, or such longer period as may be provided for in the award agreement or as may be determined by the Board provided such period does not exceed twelve (12) months after the termination date.

Where a Participant becomes afflicted by a disability, all Options granted to the Participant under the Equity Incentive Plan will continue to vest in accordance with the terms of such Options; provided, however, that no Options may be redeemed during a leave of absence. Where a Participant's relationship is terminated due to disability such that the Participant ceases to be an eligible person, all Options granted to the Participant under this Plan that have not vested will, unless the applicable award agreement provides otherwise and subject to the provisions below, immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the termination date; provided, however, that any Options granted to such Participant which, prior to the termination of the Participant's relationship with the Corporation due to disability, had vested pursuant to terms of the applicable award agreement, will accrue to the Participant in accordance with the Equity Incentive Plan and shall be exercisable by such Participant for a period of 90 days following the date the termination date, or such longer period as may be provided for in the award agreement or as may be determined by the Board.

Restricted Share Units

A RSU is a right awarded to a Participant who does not perform investor relations services, as compensation for employment or consulting services or services as a director or officer, to receive for no additional cash consideration, securities of the Corporation upon specified vesting criteria being satisfied, and subject to the terms and conditions of the Equity Incentive Plan and the applicable award agreement, and which may be paid in cash and/or Common Shares. The number of RSUs to be credited to each participant shall be determined by the Board in its sole discretion in accordance with the Equity Incentive Plan. All RSUs will vest and become payable by the issuance of Common Shares at the end of the restriction period if all applicable restrictions have lapsed, as such restrictions may be specified in the award agreement.

RSUs shall be subject to such restrictions as the Board, in its sole discretion, may establish in the applicable award agreement, which restrictions may lapse separately or in combination at such time or times and on such terms, conditions and satisfaction of objectives as the Board may, in its discretion, determine at the time a RSU is granted.

The Board shall determine any vesting terms applicable to the grant of RSUs, however, no RSUs may vest before the date that is one (1) year following the date of the award.

If the award agreement so provides, in the event of a change of control (as defined in the Equity Incentive Plan), all restrictions upon any RSUs shall lapse immediately and all such RSUs shall become fully vested in the Participant in accordance with the Equity Incentive Plan.

Other than as may be set forth in the applicable award agreement, upon the death of a Participant, any RSUs granted to such Participant which, prior to the Participant's death, have not vested, will be immediately and automatically forfeited and cancelled without further action and without any cost or payment, and the Participant or his or her estate, as the case may be, shall have no right, title or interest therein whatsoever. Any RSUs granted to such Participant which, prior to the Participant's death, had vested pursuant to the terms of the applicable award agreement will accrue to the Participant's estate in accordance with the Equity Incentive Plan.

Where a Participant's relationship with the Corporation is terminated by the Corporation or a subsidiary for cause, all RSUs granted to the Participant under this plan will immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the termination date.

Where a Participant's relationship with the Corporation terminates by reason of termination by the Corporation or a subsidiary without cause, by voluntary termination, voluntary resignation or due to retirement by the Participant, all RSUs granted to the Participant under the Equity Incentive Plan that have not vested will, unless the applicable award agreement provides otherwise and subject to the provisions below, immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the termination date and the Participant shall have no right, title or interest therein whatsoever; provided, however, that any RSUs granted to such Participant which, prior to the Participant's termination without cause, voluntary termination, voluntary resignation or retirement, had vested pursuant to the terms of the applicable award agreement will accrue to the Participant in accordance with the Equity Incentive Plan.

Where a Participant becomes afflicted by a disability, all RSUs granted to the Participant under the New Equity Incentive Plan will continue to vest in accordance with the terms of such RSUs; provided, however, that no RSUs may be redeemed during a leave of absence. Where a Participant's relationship is terminated due to disability such that the Participant ceases to be an eligible person, all RSUs granted to the Participant under the New Equity Incentive Plan that have not vested will, unless the applicable award agreement provides otherwise and subject to the provisions below, immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the termination date and the Participant shall have no right, title or interest therein whatsoever; provided, however, that any RSUs granted to such Participant which, prior to the Participant's termination due to disability, had vested pursuant to terms of the applicable award agreement will accrue to the Participant in accordance with the Equity Incentive Plan.

As soon as practicable after each vesting date of a RSU, the Corporation shall, at the sole discretion of the Board, either: (a) issue to the Participant from treasury the number of Common Shares equal to the number of RSUs that have vested; or (b) make a cash payment in an amount equal to the Market Unit Price (as defined in the New Equity Incentive Plan) on the next trading day after the vesting date of the RSUs, net of applicable withholdings.

Performance Share Units

A PSU is a right awarded to a Participant who does not perform investor relations services, as compensation for employment or consulting services or services as a director or officer, to receive, for no additional cash consideration, securities of the Company upon specified performance and vesting criteria being satisfied, subject to the terms and conditions of the Equity Incentive Plan and the applicable award agreement, and which may be paid in cash and/or Common Shares.

Subject to the provisions of the Equity Incentive Plan and such other terms and conditions as the Board may prescribe, the Board may, from time to time, grant awards of PSUs to eligible persons that do not perform investor relations activities. The number of PSUs to be awarded to any Participant shall be determined by the Board, in its sole discretion, in accordance with the Equity Incentive Plan. Each PSU shall, contingent upon the attainment of the performance criteria within the performance cycle, represent one Common Share.

The Board will select, settle and determine the performance criteria (including without limitation the attainment thereof), for purposes of the vesting of the PSUs, in its sole discretion. An award agreement may provide the Board with the right to revise the performance criteria and the award amounts if unforeseen events (including, without limitation, changes in capitalization, an equity restructuring, an acquisition or a divestiture) occur which have a substantial effect on the financial results and which in the sole judgment of the Board make the application of the performance criteria unfair unless a revision is made.

All PSUs will vest and become payable to the extent that the performance criteria set forth in the award agreement are satisfied in the performance cycle, the determination of which satisfaction shall be made by the Board on the determination date. No PSU may vest before the date that is one year following the date of the award.

If the award agreement so provides, in the event of a change of control (as defined in the New Equity Incentive Plan), all PSUs granted to a Participant shall become fully vested in such Participant (without regard to the attainment of any performance criteria) and shall become payable to the Participant in accordance with the Equity Incentive Plan.

Other than as may be set forth in the applicable award agreement and below, upon the death of a Participant, all PSUs granted to the Participant which, prior to the Participant's death, have not vested, will immediately and automatically be forfeited and cancelled without further action and without any cost or payment, and the Participant or his or her estate, as the case may be, shall have no right, title or interest therein whatsoever; provided, however, the Board may determine, in its sole discretion, the number of the Participant's PSUs that will vest based on the extent to which the applicable performance criteria have been satisfied in that portion of the performance cycle that has lapsed.

Where a Participant's relationship with the Corporation is terminated by the Corporation or a subsidiary for cause, all PSUs granted to the Participant under the Equity Incentive Plan will immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the termination date.

Where a Participant's relationship with the Corporation terminates by reason of termination by the Corporation or a subsidiary without cause, by voluntary termination, voluntary resignation or due to retirement by the Participant, all PSUs granted to the Participant which have not vested will, unless the award agreement provides otherwise and subject to the provisions below, immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the termination date, and the Participant shall have no right, title or interest therein whatsoever; provided, however, the Board may determine, in its sole discretion, the number of the Participant's PSUs that will vest based on the extent to which the applicable performance have been satisfied in that portion of the performance cycle that has lapsed.

Where a Participant becomes afflicted by a disability, all PSUs granted to the Participant under the Equity Incentive Plan will continue to vest in accordance with the terms of such PSUs; provided, however, that no PSUs may be redeemed during a leave of absence. Where a Participant's relationship is terminated due to disability such that the Participant ceases to be an eligible person, all PSUs granted to the Participant under the Equity Incentive Plan that have not vested will, unless the applicable award agreement provides otherwise and subject to the provisions below, immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the termination date, and the Participant shall have no right, title or interest therein whatsoever; provided, however, that the Board may determine, in its sole discretion, the number of the Participant's PSUs that will vest based on the extent to which the applicable performance criteria have been satisfied in that portion of the performance cycle that has lapsed.

Payment to Participants in respect of vested PSUs shall be made after the determination date for the applicable award and in any case within ninety-five (95) days after the last day of the performance cycle to which such award relates. The Corporation shall, at the sole discretion of the Board, either: (a) issue to the Participant the number of Common Shares equal to the number of PSUs that have vested on the Determination Date; or (b) make a cash payment in an amount equal to the Market Unit Price (as defined in the New Equity Incentive Plan) on the next trading day after the determination date of the PSUs that have vested, net of applicable withholdings.

Deferred Share Units

A DSU is a right granted to a participant who does not perform investor relations services, as compensation for employment or consulting services or services as a director or officer, to receive, for no additional cash consideration, securities of the Corporation on a deferred basis upon specified vesting criteria being satisfied, subject to the terms and conditions of the Equity Incentive Plan and the applicable award agreement, and which may be paid in cash and/or Common Shares.

Subject to the provisions of the Equity Incentive Plan and such other terms and conditions as the Board may prescribe, the Board may, from time to time, grant awards of DSUs to directors in lieu of fees (including annual Board retainers, chair fees, meeting attendance fees or any other fees payable to a director) or to other eligible persons as compensation for employment or consulting services. The number of DSUs to be credited to each Participant shall be determined by the Board in its sole discretion in accordance with the Equity Incentive Plan. The number of DSUs shall be specified in the applicable award agreement. Each director may elect to receive any or all of his or her fees in DSUs under this Plan.

The number of DSUs shall be calculated by dividing the amount of Fees selected by a director by the Market Unit Price (as defined in the Equity Incentive Plan) on the grant date (or such other price as required under the Policies of the CSE) which shall be the 10th business day following each financial quarter end. Any fractional DSU shall be rounded down and no payment or other adjustment will be made with respect to the fractional DSU.

No Deferred Share Units may vest before the date that is one year following the date of the award of the DSU. Each participant shall be entitled to receive, after the effective date that the Participant ceases to be an eligible person for any reason, on a day designated by the Participant and communicated to the Corporation by the Participant in writing at least fifteen (15) days prior to the designated day (or such earlier date after the participant ceases to be an eligible person as the participant and the Corporation may agree, which date shall be no later than the end of the calendar year following the year in which the participant ceases to be an eligible person) and if no such notice is given, then on the first anniversary of the effective date that the Participant ceases to be an eligible person, at the sole discretion of the Board, either: (a) that number of Common Shares equal to the number of vested DSUs credited to the participant's account, such Common Shares to be issued from treasury of the Corporation; or (b) a cash payment in an amount equal to the Market Unit Price on the next trading day after the Participant ceases to be an eligible person of the vested DSUs, net of applicable withholdings.

In the event that the value of a DSU would be determined with reference to a period commencing at a fiscal quarter-end of the Corporation and ending prior to the public disclosure of interim financial statements for the quarter (or annual financial statements in

the case of the fourth quarter), the cash payment of the value of the DSUs will be made to the Participant with reference to the five (5) trading days immediately following the public disclosure of the interim financial statements for that quarter (or annual financial statements in the case of the fourth quarter).

Upon death of a Participant holding DSUs that have vested, the Participant's estate shall be entitled to receive, within 120 days after the Participant's death and at the sole discretion of the Board, a cash payment or Common Shares that would have otherwise been payable in accordance with the Equity Incentive Plan to the Participant upon such Participant ceasing to be an eligible person.

General Provisions of the Equity Incentive Plan

Non-Transferability

No Option or Performance-Based Award and no right under any such Option or Performance-Based Award shall be assignable, alienable, saleable, or transferable by a participant otherwise than by will or by the laws of descent and distribution and only then if permitted by the Policies of the CSE. No Option or Performance-Based Award and no right under any such Option or Performance-Based Award, may be pledged, alienated, attached, or otherwise encumbered, and any purported pledge, alienation, attachment, or encumbrance thereof shall be void and unenforceable against the Corporation.

Black-out Periods

In the event that the date provided for expiration, redemption or settlement of an award falls within a blackout period imposed by the Corporation pursuant to a trading policy as the result of the bona fide existence of undisclosed material information, the expiry date, redemption date or settlement date, as applicable, of the award shall automatically be extended to the date that is ten (10) business days following the date of expiry of the blackout period. Notwithstanding the foregoing, there will be no extension of any award if the Corporation (or the Participant) is subject to a cease trade order (or similar order under applicable law).

Deductions

Whenever cash is to be paid in respect of DSUs, RSUs or PSUs, the Corporation shall have the right to deduct from all cash payments made to a Participant any taxes required by law to be withheld with respect to such payments. Whenever Common Shares are to be delivered in respect of DSUs, RSUs or PSUs, the Corporation shall have the right to deduct from any other amounts payable to the Participant any taxes required by law to be withheld with respect to such delivery of Common Shares, or if any payment due to the Participant is not sufficient to satisfy the withholding obligation, to require the Participant to remit to the Corporation in cash an amount sufficient to satisfy any taxes required by law to be withheld. At the sole discretion of the Board, a Participant may be permitted to satisfy the foregoing requirement by, all in accordance with the Policies of the CSE by (a) electing to have the Corporation withhold from delivery Common Shares having a value equal to the amount of tax required to be withheld; or (b) delivering (on a form prescribed by the Corporation) an irrevocable direction to a securities broker approved by the Corporation to sell all or a portion of the Common Shares and deliver to the Corporation from the sales proceeds an amount sufficient to pay the required withholding taxes.

Amendments to the New Equity Incentive Plan

The Board may at any time or from time to time, in its sole and absolute discretion and without the approval of Shareholders, amend, suspend, terminate or discontinue the Equity Incentive Plan and may amend the terms and conditions of any Options or Performance-Based Awards granted hereunder, subject to:

- (a) any required disinterested shareholder approval to reduce the exercise price of an Option or Performance-Based Award issued to an insider in accordance with the Policies of the CSE while the Common Shares are listed on the CSE;
- (b) any required approval of any applicable regulatory authority or the CSE; and
- (c) any approval of Shareholders as required by the Policies of the CSE or applicable law, provided that Shareholder approval shall not be required for the following amendments and the Board may make any changes which may include but are not limited to:
 - (i) amendments of a "housekeeping nature";
 - (ii) amendments for the purpose of curing any ambiguity, error or omission in the Equity Incentive Plan or to correct or supplement any provision of the Equity Incentive Plan that is inconsistent with any other provision of the Equity Incentive Plan;
 - (iii) amendments which are necessary to comply with applicable law or the requirements of the CSE;

- (iv) amendments respecting administration and eligibility for participation under the Equity Incentive Plan;
- (v) amendments to the terms and conditions on which Option or Performance-Based Awards may be or have been granted pursuant to Equity Incentive Plan including amendments to the vesting provisions and terms of any Options or Performance-Based Awards;
- (vi) with the exception of Options granted to persons performing investor relations activities, amendments which alter, extend or accelerate the terms of vesting applicable to any Options or Performance-Based Awards; and
- (vii) changes to the termination provisions of an Option, Performance-Based Award or the Equity Incentive Plan which do not entail an extension beyond the original fixed term

Term

The Equity Incentive Plan shall terminate automatically ten (10) years after the Effective Date and may be terminated on any earlier date as provided in the Equity Incentive Plan. A copy of the Equity Incentive Plan is attached to this Circular as Schedule “B”.

The Equity Incentive Plan is also subject to the approval of the CSE and if the CSE finds the disclosure in this Circular to be inadequate, then the Shareholder approval may not be accepted by the CSE.

Accordingly, at the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to approve the Equity Incentive Plan Resolution approving the Equity Incentive Plan, substantially in the following form:

“BE IT RESOLVED, as an ordinary resolution of the shareholders of the Corporation, that:

1. the Corporation’s Equity Incentive Plan, which provides for the award of equity incentives to eligible persons in the form of stock options, restricted share units, performance share units and deferred share units representing, in the aggregate, up to such number of common shares of the Company as is equal to ten percent (10%) of the issued and outstanding common shares as at the date of each award, in the form attached as Schedule “B” to the management information circular of the Corporation dated March 21, 2026, be and is hereby confirmed, ratified and approved, and the Corporation is hereby authorized to grant awards under the Equity Incentive Plan;
2. the Board of the Corporation is hereby authorized to make such amendments to the Equity Incentive Plan from time to time, as may be required by the applicable regulatory authorities, or as may be considered appropriate by the Board, in its sole discretion, provided always that such amendments be subject to the approval of the regulatory authorities, if applicable, and in certain cases, in accordance with the terms of the Equity Incentive Plan, the approval of the Shareholders; and
3. any one director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as, in the opinion of such director or officer of the Corporation, may be necessary or desirable to carry out the terms of the foregoing resolutions.”

Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form FOR the approval of the Equity Incentive Plan.

The directors of the Corporation recommend that Shareholders vote in favour of the approval of the Equity Incentive Plan. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

7. Ratification and Approval of Advance Notice Policy

Effective March 4, 2026, the Board adopted an advance notice policy (the “**Advance Notice Policy**”) with immediate effect, a copy of which is attached as Schedule “C” to this Circular. In order for the Advance Notice Policy to remain in effect following termination of the Meeting, the Advance Notice Policy must be ratified and approved at the Meeting.

Purpose of the Advance Notice Policy

The Board is committed to facilitating an orderly and efficient process for the nomination of directors at shareholder meetings, ensuring that all shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees to register an informed vote.

The purpose of the Advance Notice Policy is to provide shareholders, directors and management of the Corporation with a clear framework for nominating directors. The Advance Notice Policy fixes a deadline prior to any shareholders' meeting called for the election of directors by which a registered shareholder may submit director nominations to the Corporation and sets forth the information that the nominating shareholder must include in the notice to the Corporation in order for a nominee to be eligible for election.

Terms of the Advance Notice Policy

The following information is intended as a brief description of the Advance Notice Policy and is qualified in its entirety by the full text of the Advance Notice Policy. Briefly, the Advance Notice Policy:

- provides that advance notice to the Corporation must be given where nominations of persons for election to the board of directors are made by shareholders of the Corporation;
- fixes a deadline by which a registered shareholder may submit director nominations to the Corporation prior to any annual or special general meeting and sets out the specific information that must be included in the written notice to the Corporation for an effective nomination to occur;
- provides that, in the case of an annual meeting, notice to the Corporation must be given not less than 30 days nor more than 65 days prior to the date of the meeting; provided that if the meeting is to be held on a date that is fewer than 50 days after the date on which the first public announcement of the date of the meeting was made, notice may be given no later than the close of business on the 10th day following such public announcement;
- provides that in the case of a special meeting that is not also an annual meeting, notice to the Corporation must be made no later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made; and
- provides that the Board, in its sole discretion, may waive any requirement of the Advance Notice Policy.

Ratification and Approval of Advance Notice Policy by Shareholders

If the Advance Notice Policy is ratified and approved by the shareholders at the Meeting, it will be subject to an annual review by the Board. The Board will update the Advance Notice Policy to reflect any changes required by securities regulatory authorities and applicable stock exchanges or as otherwise determined to be in the best interests of the Corporation and its shareholders.

Accordingly, at the Meeting, the shareholders will be asked to consider, and if thought appropriate, to pass, with or without amendment, an ordinary resolution as follows:

“BE IT RESOLVED, as an ordinary resolution of the shareholders of the Corporation, that:

- (a) the Corporation's Advance Notice Policy, a copy of which is attached as Schedule “C” to the information circular of the Corporation dated March 21, 2026, be and is hereby ratified and approved;
- (b) the board of directors of the Corporation be and is authorized in its absolute discretion to administer the Advance Notice Policy and to amend or modify the Advance Notice Policy to the extent needed to reflect changes required by securities regulatory authorities and applicable stock exchanges, or as otherwise determined to be in the best interests of the Corporation and its shareholders; and
- (c) any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver all such documents, instruments and assurances as in the opinion of such director or officer may be necessary or desirable to give effect to the foregoing resolutions.” Under the Articles of the Corporation and the Act, the ordinary resolution to ratify and approve the Advance Notice Policy must be approved by at least a simple majority of 50% plus one vote of the votes cast by the shareholders present in person or by proxy at the Meeting.

Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form FOR the ratification and approval of the Advance Notice Policy.

The directors of the Corporation recommend that Shareholders vote in favour of the approval of the Advance Notice Policy. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

8. Other Matters

Management is not aware of any other matters to come before the Meeting, other than those set out in the Notice of Meeting. If other matters come before the Meeting, it is the intention of the management designees named in the instrument of proxy to vote the same in accordance with their best judgment in such matters.

EXECUTIVE COMPENSATION

Named Executive Officers

“**Named Executive**” or “**NEO**” means each of the following individuals:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) above at the end of the most recently completed financial year whose total compensation was more than \$150,000; and
- (d) each individual who would be a named executive officer under paragraph (c) above, but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year.

The Named Executives who are the subject of this Statement of Executive Compensation are Chief Executive Officer, Ungad Chadda, Chief Operating Officer, Gary Alves and Chief Financial Officer, John Ross.

Compensation Discussion and Analysis

To date, the Board of Directors have not adopted any formal policies to determine executive compensation. Executive compensation is currently determined by the independent directors of the Board that has general oversight of compensation of employees and executive officers.

In carrying out its duties and responsibilities in relation to compensation and utilizing industry comparable salaries and bonuses, the Board sets annual performance objectives that are aligned to the overall objectives of the Corporation and assess the attainment of the corporate goals to determine the amount of performance bonus compensation paid. In determining the appropriate level of compensation, the Board may consider comparative data for the Corporation’s peer group, which are accumulated from a number of external sources, including independent consultants. The Board will consider implementing formal compensation policies in the future should circumstances warrant.

Currently, the long-term compensation available to the NEOs consists of the stock options, restricted share units, performance share units and deferred share units (collectively, the “**Options**”) granted under the Corporation’s Equity Incentive Plan, which is administered by the Board and is designed to give each option holder an interest in preserving and maximizing Shareholder value in the longer term, to enable the Corporation to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. The Board considers Option grants when reviewing each NEO’s compensation package as a whole.

The allocation of Options is regarded as an important element to attract and retain NEOs for the long term and it aligns their interests with Shareholders.

Base Salary

The base salaries paid to the Corporation’s Named Executives are based upon the Corporation’s assessment of the salaries required to attract and retain the caliber of executives it needs to achieve its desired growth and performance targets.

Options

The Equity Incentive Plan is intended to assist in attracting, retaining and motivating directors, officers, employees and service providers of the Corporation to closely align the personal interests of such directors, officers, employees and service providers with those of the Shareholders by providing them with the opportunity, through stock options, restricted share units, performance share units and deferred share units.

The decision to grant Options is made by the board of directors and is done so in compliance with the Equity Incentive Plan. When the board of directors of the Corporation considers granting Options, the board will take into consideration (i) the relative contributions of the individuals who are eligible to receive Options; and (ii) the availability of Options for issuance, general market conditions, and the Corporation's recent share performance.

Risk Oversight

In carrying out its mandate, the Board reviews from time to time the risk implications of the Corporation's compensation policies and practices, including those applicable to the Corporation's executives. This review of the risk implications ensures that compensation plans, in their design, structures, and application have a clear link between pay and performance and do not encourage excessive risk taking. Key considerations regarding risk management include the following:

- design of the compensation program to ensure all executives are compensated equally based on the same or, depending on the mandate and term of appointment of that particular executive, substantially equivalent performance goals;
- balance of short-term performance incentives with equity-based awards that vest overtime;
- ensuring overall expense to the Corporation of the compensation program does not represent a disproportionate percentage of the Corporation's revenues, after considering the development stage of the Corporation; and
- utilizing compensation policies that do not rely solely on the accomplishment of specific tasks without consideration to longer term risks and objectives.

For reasons set forth above, the Board believes that the Corporation's current executive compensation policies and practices achieve an appropriate balance in relation to the Corporation's overall business strategy and do not encourage executives to expose the Corporation to inappropriate or excessive risks.

Non-Equity Incentives

Non-equity incentives are a variable element of the total compensation package and no non-equity incentive compensation (other than salary) was paid to Named Executives or directors of the Corporation during the fiscal year ended March 31, 2025.

Summary Compensation Table

The following table sets forth all compensation for services rendered in all capacities to the Corporation for the fiscal years ended March 31, 2025, 2024 and 2023 in respect of the Named Executives of the Corporation. The Corporation had no other executive officers, or individuals acting in a similar capacity, whose total compensation during the fiscal year ended March 31, 2025, exceeded \$150,000.

Name and Principal Position	Year	Salary (\$)	Share based awards (\$)	Option based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans ⁽²⁾			
Gary MacDonald ⁽³⁾ Chief Executive Officer	2025	Nil	Nil	Nil	N/A	N/A	N/A	N/A	Nil
	2024	Nil	Nil	Nil	N/A	N/A	N/A	N/A	Nil
	2023	15,000	Nil	Nil	N/A	N/A	N/A	N/A	15,000 ⁽⁴⁾
Ryan Jackson ⁽⁵⁾ Chief Executive Officer	2025	305,716	Nil	Nil	N/A	N/A	N/A	N/A	305,716
	2024	270,087	Nil	Nil	N/A	N/A	N/A	N/A	270,087
	2023	252,275	Nil	Nil	N/A	N/A	N/A	N/A	252,275
Jeffrey Benavides Chief Financial Officer	2025	105,029	Nil	Nil	N/A	N/A	N/A	N/A	105,029
	2024	96,733	Nil	Nil	N/A	N/A	N/A	N/A	96,733
	2023	96,032	Nil	Nil	N/A	N/A	N/A	N/A	96,032

Notes:

- (1) Grant date fair value calculations are based on the Black-Scholes Option Pricing Model and weighted average assumptions. Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and therefore, in management's

opinion, existing models do not necessarily provide a reliable measure of the fair value of the Corporation's share and option-based awards.

- (2) "Long term incentive plan" means any plan that provides compensation intended to motivate performance to occur over a period greater than one fiscal year but does not include option or share-based awards.
- (3) Mr. MacDonald was appointed Chief Executive Officer of the Corporation on June 18, 2025.
- (4) These fees pertain to remuneration for directors' services.
- (5) Mr. Jackson resigned as Chief Executive Officer on June 18, 2025.

Director and Named Executive Officer Stock Options and Other Compensation Securities

No stock options and/or other compensation securities were granted or issued to the Named Executives or directors of the Corporation during the year ended March 31, 2025.

There are no share-based awards outstanding for any of the Named Executives or directors of the Corporation. No stock options or other compensation securities were exercised by any Named Executive of director of the Corporation during the fiscal year ended March 31, 2025.

Incentive Plan Awards – Value Vested or Earned During the Year

No option-based incentive plan awards vested and no non-equity incentive plan compensation was earned during the financial year ended March 31, 2025.

Employment Contracts

Currently, the Corporation does not have a written consulting agreement or employment agreement with any Named Executive Officers.

Incentive Plan Awards to NEOs

Outstanding Option-Based and Share-Based Awards

No option based and/or share based awards were granted or issued to the Named Executives or directors of the Corporation during the year ended March 31, 2025.

Value Vested or Earned During the Year

No option-based incentive plan awards vested and no non-equity incentive plan compensation was earned during the financial year ended March 31, 2025.

Pension Plan Benefits

As at the date of this Circular, the Corporation does not have a pension plan.

Termination and Change of Control Benefits

There are no agreements, compensation plans, contracts or arrangements whereby a NEO is entitled to receive payments from the Corporation in the event of the resignation, retirement or other termination of the NEO's employment with the Corporation, change of control of the Corporation or a change in the NEO's responsibilities following a change in control.

Director's Compensation

Individual Director Compensation

No compensation was provided to the directors of the Corporation during the fiscal year ended March 31, 2025. The Corporation did not pay any fees or compensation to directors for serving on the Board (or any subcommittee) beyond reimbursing such directors for travel and related expenses and the granting of stock options under the Equity Incentive Plan.

Value Vested or Earned During the Year

No option-based incentive plan awards vested and no non-equity incentive plan compensation was earned during the financial year ended March 31, 2025.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth the Corporation's equity compensation plans under which equity securities are authorized for issuance as at March 31, 2025, the end of the most recently completed financial year.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity Incentive Plan	6,500,000	\$0.20	22,032,872
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	6,500,000		15,532,872

Note:

- (1) The Corporation's incentive stock option plan is a "rolling" stock option plan which reserves for issuance a maximum of 10% of the issued and outstanding shares at the time of the Option grant.

Summary of Equity Incentive Plan

The Corporation currently has a "rolling" stock option plan which it is authorized to grant options to executive officers, directors, employees and consultants. Pursuant to the "Rolling" plan, the number of options that may be granted can not exceed 10% of the issued and outstanding shares at the time of the Option grant. The exercise price of the options is fixed by the Directors at the time of grant, subject to all applicable regulatory requirements. The options can be granted for a maximum term of five (5) years and vest as determined by the Directors.

As at March 31, 2025, there were an aggregate of 6,500,000 stock options issued and outstanding.

STATEMENT OF CORPORATE GOVERNANCE

The description of the Corporation's current corporate governance practices is provided in accordance with Form 58-101F2 of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101").

Board of Directors

NI 58-101 defines an "independent director" as a director who has no direct or indirect "material relationship" with the issuer. A "material relationship" is as a relationship that could be, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment. The Board maintains the exercise of independent supervision over management by ensuring that the majority of its directors are independent.

The Board is currently composed of five (5) directors, being Gary MacDonald, Alex MacKay, Roger Dent and Jeffrey Benavides. The Board has determined that each of Alex MacKay and Roger Dent are independent within the meaning of NI 58-101. Gary MacDonald and Jeffrey Benavides are not considered independent within the meaning of NI 58-101 because they are executive officers (as such term is defined in NI 58-101) of the Corporation and is thereby considered to have a material relationship with the Corporation.

The Board believes that it functions independently of management and reviews its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board meets without management present, as circumstances require. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest. In light of the suggestions contained in National Policy 58-201 – *Corporate Governance Guidelines*, the Board convenes meetings of the independent directors as deemed necessary, at which non-independent directors and members of management are not in attendance.

Other Public Corporation Directorships

<u>Name of Director</u>	<u>Name of Reporting Issuer</u>	<u>Name of Trading Market</u>
Gary MacDonald	La Imperial Resources Inc.	CSE
	Mega Copper Ltd.	TSXV
Alex MacKay	Blue Horizon Global Capital Corp.	CSE
	Jo-Jo Capital Canada Ltd.	TSXV
Roger Dent	Justera Health Ltd.	CSE
	New World Solutions Inc.	CSE
	Aion Therapeutic Inc	CSE
	Beckett's Inc.	CSE
	BrandPilot AI Inc.	CSE
	California Nanotechnologies Corp.	TSXV
	Copper Road Resources Inc.	TSXV
	Deveron Corp.	TSXV
	illumina Holdings Inc.	TSE
	Matrix Asset Management Inc.	-
Frederick Kozak	Omni-Lite Industries Canada Inc.	TSXV
	Quinsam Capital Corporation	CSE
	Vitalhub Corp.	TSE
	Appia Rare Earths & Uranium Corp.	CSE
	Arrow Exploration Corp.	TSXV
	Auxico Resources Canada Inc.	CSE
	Frontera Energy Corporation	TSE

Orientation and Continuing Education of Board Members

While the Corporation does not currently have a formal orientation and education program for new members of the Board, the Corporation provides such orientation and education on an ad hoc and informal basis. The directors believe that these procedures are a practical and effective approach in light of the Corporation's particular circumstances, including the size of the Corporation, the number, experience and expertise of its directors.

Ethical Business Conduct

The directors maintain that the Corporation must conduct and be seen to conduct its business dealings in accordance with all applicable laws and the highest ethical standards. The Corporation's reputation for honesty and integrity amongst its Shareholders and other stakeholders is key to the success of its business. No employee or director will be permitted to achieve results through violation of laws or regulations, or through unscrupulous dealings.

Any director with a conflict of interest or who is capable of being perceived as being in conflict of interest with respect to the Corporation must abstain from discussion and voting by the board of directors or any committee of the board of directors on any motion to recommend or approve the relevant agreement or transaction. The board of directors must comply with conflict-of-interest provisions of the *Business Corporations Act* (British Columbia).

Nomination of Directors

Both the directors and management are responsible for selecting nominees for election to the board of directors. At present, there is no formal process established to identify new candidates for nomination. The board of directors and management determine the requirements for skills and experience needed on the board of directors from time to time. The present Board and management expect that new nominees have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, support for the Corporation's business objectives and a willingness to serve.

Compensation

The Board is directly responsible for determining compensation of directors and management. The Board does not currently have a compensation committee. The Board reviews the Corporation's compensation policies and remuneration of directors and management annually, including base salaries, bonuses, and stock option plans including the Option Plan and grants thereunder, and other forms of compensation. For more information on the Corporation's compensation practices, please see the section of this Circular entitled "*Executive Compensation*".

Other Board Committees

The Board has no standing committees other than the Audit Committee.

Assessments

The Board does not consider formal assessments useful given the stage of the Corporation's business and operations. However, the directors believe that nomination to the Board is not open ended and that directorships should be reviewed carefully for alignment with the strategic needs of the Corporation. To this extent, the directors constantly review (i) individual director performance and the performance of the board of directors as a whole, including processes and effectiveness; and (ii) the performance of the Chairman, if any, of the Board. A more formal assessment process will be instituted if and when the Board considers it to be advisable.

AUDIT COMMITTEE INFORMATION

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") requires the Corporation, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

The audit committee of the Corporation's board of directors ("**Audit Committee**") is responsible for monitoring the Corporation's systems and procedures for financial reporting and internal control, reviewing certain public disclosure documents and monitoring the performance and independence of the Corporation's external auditors. The committee is also responsible for reviewing the Corporation's annual audited financial statements, unaudited quarterly financial statements and management's discussion and analysis of financial results of operations for both annual and interim financial statements and review of related operations prior to their approval by the full board of directors.

Audit Committee Charter

The full text of the charter of the Audit Committee is attached hereto as Schedule "D".

Composition of the Audit Committee

The members of the Audit Committee are Roger Dent (Chair), Alex MacKay and Gary MacDonal. Roger Debt and Alex MacKay are considered independent within the meaning of NI 52-110 while Gary MacDonald is not considered to be independent as he is the Chief Executive Officer of the Corporation.

Each member of the Audit Committee is considered to be financially literate within the meaning of NI 52-110, which includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the Corporation's financial statements.

Relevant Education and Experience

The following table summarizes the relevant education and experience of the members of the Audit Committee:

Roger Dent (Chair) – Mr. Dent's board service is an aggregate of approximately 50 terms. This history of board experience provides an extensive array of expertise with governance, regulatory, and practical business matters. From 2003 to 2011, he held various positions, including portfolio manager with Matrix Fund Management Inc. He was formerly Vice-Chairman of one of the Canada's largest independent investment dealers and was Managing Director and Deputy Manager of Research at CIBC World Markets. He holds a Master of Business Administration from Harvard Business School and a Bachelor of Commerce from Queen's University.

Alex MacKay – Mr. MacKay is a finance and resources consultant and a capital markets veteran with roles as investment adviser, options supervisor, and branch manager at securities brokerages, plus prior CEO and director positions at multiple public companies. He also worked as an advisor at Raymond James from 2005 to 2008. Mr. MacKay holds a Bachelor's degree in Economics from York University.

Gary MacDonald – Mr. MacDonald holds a B.Com. from the University of British Columbia and a Global Executive MBA from Erasmus University Rotterdam. He has extensive leadership in resource companies, currently also serving as President and CEO of American Silver Co. (since 2008), GeoMinerals Corp., Geologics, Inc., Stranded Energy Corp., and MetGas Industries Ltd., plus CFO and Director roles at La Imperial Resources, Inc. and Mega Copper Ltd. (since 2019).

External Auditor Matters

Since the commencement of the Corporation’s most recently completed financial year, the Corporation’s directors have not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor and the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Corporation’s directors and, where applicable, the Audit Committee, on a case-by-case basis.

The following table discloses the service fees billed to the Corporation by its external auditor during the last two completed financial years:

<u>Financial Year Ending</u>	<u>Audit Fees ⁽¹⁾</u>	<u>Audit Related Fees ⁽²⁾</u>	<u>Tax Fees ⁽³⁾</u>	<u>All Other Fees ⁽⁴⁾</u>
March 31, 2025	\$142,500	Nil	Nil	Nil
March 31, 2024	\$162,472	Nil	Nil	Nil

Notes:

1. The aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation’s annual financial statements as well as services provided in connection with statutory and regulatory filings.
2. The aggregate fees billed for professional services rendered by the auditor and consisted primarily of file quality review fees and fees for the review of quarterly financial statements and related documents.
3. Aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.
4. No other fees were billed by the auditor of the Corporation other than those listed in the other columns.

Exemption

Since the Corporation is a “venture issuer” pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the U.S., or a market outside of Canada and the U.S.), it is exempt from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the year ended March 31, 2025, no director, executive officer, or associate of any director or executive officer of the Corporation was indebted to the Corporation, nor were any of these individuals indebted to any other entity which indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation, including under any securities purchase or other program.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the informed persons (as such term is defined in NI 51-102) of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction of the Corporation since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found under the Corporation's profile on SEDAR+ at www.sedarplus.ca. Additional financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for the year ended March 31, 2025, which are also available on SEDAR+. Inquiries, including requests for copies of the Corporation's financial statements and management's discussion and analysis for the year ended March 31, 2025, may be directed to the Corporation by emailing the Corporation at info@newloxgold.com.

APPROVAL

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

DATED this 21st day of March, 2026

**BY ORDER OF THE BOARD OF DIRECTORS OF
NEWLOX GOLD VENTURES CORP.**

(signed) "Gary MacDonald"
Gary MacDonald
Chief Executive Officer

SCHEDULE "A"
FINANCIAL STATEMENTS

**SCHEDULE “B”
EQUITY INCENTIVE PLAN**

NEW EQUITY INCENTIVE PLAN

SECTION 1

ESTABLISHMENT AND PURPOSE OF THIS PLAN

- 1.1 Purpose** - The purpose of this equity incentive plan (the “**Plan**”) is to promote the long-term success of the Corporation and the creation of shareholder value by: (i) encouraging the attraction and retention of Eligible Persons; (ii) encouraging such Eligible Persons to focus on critical long-term objectives; and (iii) promoting greater alignment of the interests of such Eligible Persons with the interests of the Corporation.

SECTION 2

DEFINITIONS

- 2.1 Definitions** - As used in this Plan, the following terms shall have the meanings set forth below:
- (a) “**Award**” means any award of Options, RSUs, PSUs or DSUs granted under this Plan;
 - (b) “**Award Agreement**” means any written agreement, contract, or other instrument or document, including an electronic communication, as may from time to time be designated by the Corporation as evidencing any Award granted under this Plan;
 - (c) “**Blackout Period**” means a period of time during which the Corporation prohibits Participants from exercising, redeeming or settling an Award due to the existence of undisclosed material information and pursuant to a formal notice provided by the Corporation under a trading policy, which Blackout Period must expire promptly following general disclosure of the material information;
 - (d) “**Board**” means the board of directors of the Corporation or, if the context permits, any of its Subsidiaries, as applicable;
 - (e) “**Change of Control**” means the acquisition by any person or by any person and a joint actor, whether directly or indirectly, of voting securities (as such terms are interpreted in the *Securities Act*) of the Corporation, which, when added to all other voting securities of the Corporation at the time held by such person or by such person and a person “acting jointly or in concert” with another person, as that phrase is interpreted in National Instrument 62- 103, totals for the first time not less than fifty (50%) percent of the outstanding voting securities of the Corporation or the votes attached to those securities are sufficient, if exercised, to elect a majority of the Board;
 - (f) “**Corporation**” means Newlox Gold Ventures Corp., a company continued pursuant to the *Business Corporations Act* (British Columbia), and any of its successors or assigns;
 - (g) “**Consultant**” means a Person (other than a Director, Officer or Employee) that:
 - (i) is engaged to provide, on an ongoing *bona fide* basis, consulting, technical, management or other services to the Corporation or any Subsidiary of the Corporation, other than services provided in relation to a distribution (as defined in the *Securities Act*);
 - (ii) provides the services under a written contract between the Corporation or any of its Subsidiaries and the Person, as the case may be; and
 - (iii) in the reasonable opinion of the Corporation, spends or will spend a significant amount of time on the affairs and business of the Corporation or any of its Subsidiaries; and includes:
 - (iv) for a Person that is an individual, a corporation of which such individual is the sole shareholder;
 - (h) “**Deferred Share Unit**” or “**DSU**” means a right to receive on a deferred basis a payment in either Shares or cash as provided in Section 5.4 hereof and subject to the terms and conditions of this Plan and the applicable Award Agreement;
 - (i) “**Determination Date**” means a date determined by the Board in its sole discretion but not later than 90 days after the expiry of a Performance Cycle;
 - (j) “**Director**” means a member of the Corporation’s Board or the Board of any of its Subsidiaries;
 - (k) “**Discounted Market Price**” means the Market Price of the Shares, less a discount of up to 25% if the Market Price is \$0.50 or less; up to 20% if the Market Price is between \$2.00 and \$0.51; and up to 15% if the Market Price is greater than \$2.00;

- (l) “**Disability**” means a permanent disability rendering a Participant unable to perform his duties for the Corporation for ninety (90) consecutive days or one hundred eighty (180) days in any twelve (12) month period, which determination shall be made after the period of disability, unless an earlier determination can be made, by an independent physician appointed by the Board;
- (m) “**Effective Date**” has the meaning ascribed thereto in Section 8;
- (n) “**Election Form**” means the form to be completed by a Director specifying the amount of Fees he or she wishes to receive in DSUs under this Plan;
- (o) “**Eligible Person**”, when used in connection with Options, means Officers, Directors, Employees, Management Company Employees and Consultants of the Corporation or any of its Subsidiaries but, when used in connection with PSUs, RSUs or DSUs, means only Officers, Directors, Employees, Management Company Employees and Consultants of the Corporation or any of its Subsidiaries that do not perform Investor Relations Activities;
- (p) “**Employee**” means an individual who:
 - (i) is considered an employee of the Corporation or any of its Subsidiaries under the *Income Tax Act* (Canada) and for whom income tax, employment insurance and Canada Pension Plan deductions must be made at source;
 - (ii) works full-time for the Corporation or any of its Subsidiaries providing services normally provided by an employee and who is subject to the same control and direction by the Corporation or any of its Subsidiaries over the details and methods of work as an employee of the Corporation or any of its Subsidiaries, as the case may be, but for whom income tax deductions are not made at source; or
 - (iii) works for the Corporation or any of its Subsidiaries on a continuing and regular basis for a minimum amount of time per week acceptable to the Exchange, who provides services normally provided by an employee and is subject to the same control and direction by the Corporation or its Subsidiary over the details and methods of work as an employee of the Corporation or any of its Subsidiaries, as the case may be, but for whom income tax deductions are not made at source;
- (q) “**Exchange**” means the Canadian Securities Exchange, or such other exchange upon which the Shares of the Corporation may become listed for trading;
- (r) “**Fees**” means the annual Board retainer, chair fees, meeting attendance fees or any other fees payable to a Director;
- (s) “**Grant Date**” means, for any Award, the date specified by the Board as the grant date at the time it grants the Award or, if no such date is specified, the date upon which the Award was actually granted;
- (t) “**Insider**” has the meaning attributed to it in Policy 1.1. of the Exchange;
- (u) “**Investor Relations Activities**” means any activities, by or on behalf of the Corporation or a shareholder of the Corporation, that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, but does not include:
 - (i) the dissemination of information provided, or records prepared, in the ordinary course of business of the Corporation:
 - (A) to promote the sale of products or services of the Corporation; or
 - (B) to raise public awareness of the Corporation, that cannot reasonably be considered to promote the purchase or sale of securities of the Corporation;
 - (ii) activities or communications necessary to comply with the requirements of:
 - (A) applicable securities laws; or
 - (B) Exchange requirements or the by-laws, rules or other regulatory instruments of any other self-regulatory body or exchange having jurisdiction over the Corporation;
 - (iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
 - (A) the communication is only through the newspaper, magazine or publication; and
 - (B) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
 - (iv) activities or communications that may be otherwise specified by the Exchange;
- (v) “**Investor Relations Service Provider**” includes any Consultant that performs Investor Relations Activities and any Director, Officer, Employee or Management Company Employee whose role and duties primarily consist of Investor

Relations Activities;

- (w) **“Management Company Employee”** means an individual employed by a company providing management services to the Corporation, which services are required for the ongoing successful operation of the Corporation’s business enterprise;
- (x) **“Market Price”** means, subject to the exceptions prescribed by the Exchange from time to time, the last closing price of the Corporation’s shares before the issuance of the required news release disclosing the grant of Awards (but, if the policies of the Exchange provide an exception to such news release, then the last closing price of the Corporation’s shares before the Grant Date);
- (y) **“Market Unit Price”** means the value of a Share determined by reference to the five-day volume-weighted average closing price of a Share for the five Trading Day period immediately preceding the relevant date;
- (z) **“Officer”** means an officer (as defined in the Securities Act or, where the Securities Act does not apply, by other applicable securities laws) of the Corporation or any of its Subsidiaries;
- (aa) **“Option”** means incentive share purchase options entitling the holder thereof to purchase Shares;
- (bb) **“Outstanding Prior Awards”** means any outstanding Options or RSUs granted pursuant to any prior Security-Based Compensation Arrangement of the Corporation;
- (cc) **“Participant”** means any Eligible Person to whom Awards under this Plan are granted;
- (dd) **“Participant’s Account”** means a notional account maintained for each Participant’s participation in this Plan which will show any RSUs, PSUs and/or DSUs credited to a Participant from time to time;
- (ee) **“Performance-Based Award”** means, collectively or as applicable, Performance Share Units, Restricted Share Units and Deferred Share Units;
- (ff) **“Performance Criteria”** means criteria established by the Board which, without limitation, may include criteria based on the Participant’s personal performance and/or financial performance of the Corporation and its Subsidiaries, and that are to be used to determine the vesting of Performance Share Units;
- (gg) **“Performance Cycle”** means the applicable performance cycle of the Performance Share Units as may be specified by the Board in the applicable Award Agreement;
- (hh) **“Performance Share Unit”** or **“PSU”** means a right awarded to a Participant, as compensation for employment or consulting services or services as a Director or Officer, to receive, for no additional cash consideration, a payment in Shares and/or cash upon specified vesting criteria being satisfied, all as provided in Section 5.3 hereof and subject to the terms and conditions of this Plan and the applicable Award Agreement, and which may be paid in cash and/or Shares;
- (ii) **“Person”** means any individual, corporation, partnership, association, joint-stock Corporation, trust, unincorporated organization, or governmental authority or body;
- (jj) **“Restriction Period”** means the time period between the Grant Date and the Vesting Date of an Award of Restricted Share Units specified by the Board in the applicable Award Agreement, which period shall be no less than 12 months;
- (kk) **“Restricted Share Unit”** or **“RSU”** means a right awarded to a Participant as compensation for employment or consulting services or services as a Director or Officer, to receive for no additional cash consideration, a payment in Shares and/or cash based wholly or in part on appreciation of the trading price of the Shares, all as provided in Section 5.2 hereof and subject to the terms and conditions of this Plan and the applicable Award Agreement;
- (ll) **“Retirement”** means retirement from active employment with the Corporation or a Subsidiary with the consent of an officer of the Corporation or the Subsidiary;
- (mm) **“Securities Act”** means the *Securities Act* (British Columbia), as amended, from time to time;
- (nn) **“Security-Based Compensation Arrangement”** shall have the meaning ascribed thereto in the rules and policies of the Exchange, or in the event that such term is not defined in the rules and policies of the Exchange, shall mean a stock option plan, employee stock purchase plan, long-term incentive plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Shares to one or more full-time employees, officers, Insiders, service providers or Consultants of the Corporation or a Subsidiary, including a share purchase from treasury by a full-time employee, officer, Insider, service provider or Consultant which is financially assisted by the Corporation or a Subsidiary by way of loan, guarantee or otherwise;

- (oo) “**Shares**” means the common shares of the Corporation;
- (pp) “**Subsidiary**” means a corporation, company or partnership that is controlled, directly or indirectly, by the Corporation;
- (qq) “**Termination Date**” means, as applicable:
 - (i) in the event of a Participant’s Retirement, voluntary termination, voluntary resignation or termination of employment as a result of a Disability, the date on which such Participant ceases to be an employee of the Corporation or a Subsidiary; and
 - (ii) in the event of termination of the Participant’s employment by the Corporation or a Subsidiary, the date on which such Participant is advised by the Corporation or a Subsidiary, in writing or verbally, that his or her services are no longer required;
- (rr) “**Trading Day**” means any day on which the Exchange is open for trading; and
- (ss) “**Vesting Date**” means in respect of any Award, the date when the Award is fully vested in accordance with the provisions of this Plan and the applicable Award Agreement.

SECTION 3 ADMINISTRATION

- 3.1 Board to Administer Plan** - Except as otherwise provided herein, this Plan shall be administered by the Board of the Corporation (and, for clarity, not by the Board of any subsidiary of the Corporation) and the Board of the Corporation shall have full authority to administer this Plan, including the authority to interpret and construe any provision of this Plan and to adopt, amend and rescind such rules and regulations for administering this Plan as the Board of the Corporation may deem necessary in order to comply with the requirements of this Plan.
- 3.2 Delegation to Committee** - All of the powers exercisable hereunder by the Board may, to the extent permitted by applicable law and as determined by resolution of the Board, be delegated to and exercised by such committee as the Board may determine.
- 3.3 Interpretation** - All actions taken and all interpretations and determinations made or approved by the Board in good faith shall be final and conclusive and shall be binding on the Participants and the Corporation.
- 3.4 No Liability** - No Director shall be personally liable for any action taken or determination or interpretation made or approved in good faith in connection with this Plan and the Directors shall, in addition to their rights as Directors, be fully protected, indemnified and held harmless by the Corporation with respect to any such action taken or determination or interpretation made. The appropriate officers of the Corporation are hereby authorized and empowered to do all things and execute and deliver all instruments, undertakings and applications and writings as they, in their absolute discretion, consider necessary for the implementation of this Plan and of the rules and regulations established for administering this Plan. All costs incurred in connection with this Plan shall be for the account of the Corporation.

SECTION 4 SHARES AVAILABLE FOR AWARDS

- 4.1 Limitations on Shares Available for Issuance**
 - (a) The aggregate number of Shares issuable under this Plan in respect of Awards, together with all Outstanding Prior Awards, shall not exceed 10% of the Corporation’s total issued and outstanding Shares as at the date of grant or issuance of any security-based compensation, and in accordance with the Policies of the Exchange.
 - (b) So long as it may be required by the rules and policies of the Exchange:
 - (i) the total number of Shares issuable to any Participant under this Plan, within any twelve-month period, together with Shares reserved for issuance to such Participant (and to Companies wholly owned by that Participant) under all of the Corporation’s other Security-Based Compensation Arrangements, shall not exceed five (5%) percent of the issued and outstanding Shares (calculated on the Grant Date);
 - (ii) the total number of Shares issuable to Insiders under this Plan within any twelve-month period, together with Shares reserved for issuance to Insiders within any twelve-month period and at any time under all of the Corporation’s other Security- Based Compensation Arrangements, shall not exceed ten (10%) percent of the issued and outstanding Shares (calculated on the Grant Date);
 - (iii) unless the Corporation has obtained disinterested shareholder approval, the maximum aggregate number of Shares issuable to Insiders under this Plan, at any point in time, together with Shares reserved for issuance to Insiders under all of the Corporation’s other Security-Based Compensation Arrangements, shall not exceed ten (10%) percent of the issued and outstanding Shares (calculated on the Grant Date);

- (iv) the maximum aggregate number of Shares issuable to any one Consultant within any twelve-month period, together with Shares issuable to such Consultant under all of the Corporation's other Security-Based Compensation Arrangements, shall not exceed two (2%) percent of the issued and outstanding Shares in any twelve-month period, calculated as at the date of any grant; and
- (v) the maximum aggregate number of Shares issuable pursuant to grants of Options to all Investor Relations Service Providers, together with Shares issuable to all Investor Relations Service Providers under all of the Corporation's other Security-Based Compensation Arrangements, shall not exceed two percent (2%) of the issued and outstanding Shares in any twelve-month period. For the avoidance of doubt, Investor Relations Service Providers are only eligible to receive Options under this Plan; they are not eligible to receive any Performance-Based Award or other type of security-based compensation under this Plan.

4.2 Accounting for Awards - For purposes of this Section 4:

- (a) if an Award is denominated in Shares, the number of Shares covered by such Award, or to which such Award relates, shall be counted on the Grant Date of such Award against the aggregate number of Shares available for granting Awards under this Plan; and
- (b) notwithstanding anything herein to the contrary, any Shares related to Awards which terminate by expiration, forfeiture, cancellation, or otherwise without the issuance of such Shares, or are exchanged with the Board's permission, prior to the issuance of Shares, for Awards not involving Shares, shall be available again for granting Awards under this Plan.

4.3 Anti-Dilution - If the number of outstanding Shares is increased or decreased as a result of a stock split, consolidation or recapitalization and not as a result of the issuance of Shares for additional consideration or by way of stock dividend, the Board may, subject to the prior acceptance by the Exchange in the event of a recapitalization, make appropriate adjustments to the number and price (or other basis upon which an Award is measured) of Options, RSUs, PSUs or DSUs credited to a Participant. Any determinations by the Board as to the required adjustments shall be made in its sole discretion and all such adjustments shall be conclusive and binding for all purposes under this Plan.

**SECTION 5
AWARDS**

5.1 Options

- (a) *Eligibility and Participation* - Subject to the provisions of this Plan and such other terms and conditions as the Board may prescribe, the Board may, from time to time, grant Awards of Options to Eligible Persons. Options granted to an Eligible Person shall be credited, as of the Grant Date, to the Participant's Account. The number of Options to be credited to each Participant shall be determined by the Board in its sole discretion in accordance with this Plan. Each Option shall, contingent upon the lapse of any restrictions, represent one (1) Share. The number of Options granted pursuant to an Award shall be specified in the applicable Award Agreement.
- (b) *Exercise Price* - The exercise price of an Option granted under this Plan shall not be less than the Discounted Market Price, provided that if an Option is proposed to be granted after the Corporation has just been recalled for trading following a suspension or halt, the Corporation must wait at least ten (10) Trading Days following the day on which trading in the Corporation's securities resumes before setting the exercise price for and granting the Option.
- (c) *Expiry Date* - Each Option shall, unless sooner terminated, expire on a date to be determined by the Board which will not exceed 10 years from the Grant Date.
- (d) *Different Exercise Periods, Prices and Number* - The Board may, in its absolute discretion, upon granting Options under this Plan, specify different time periods following the dates of granting the Options during which the Participant may exercise their Options to purchase Shares and may designate different exercise prices and numbers of Shares in respect of which each Participant may exercise his option during each respective time period.
- (e) *Vesting* - Subject to the discretion of the Board, the Options granted to a Participant under this Plan shall vest as determined by the Board on the Grant Date of such Options. If the Board does not specify a vesting schedule on the Grant Date, then Options granted to persons other than those conducting Investor Relations Activities shall vest fully on the Grant Date, and in any event in accordance with the policies of the Exchange. Options issued to Persons conducting Investor Relations Activities must vest (and shall not otherwise be exercisable) in stages over a minimum of 12 months such that:
 - (i) no more than 1/4 of the Options vest no sooner than three months after the Grant Date;
 - (ii) no more than another 1/4 of the Options vest no sooner than six months after the Grant Date;

- (iii) no more than another 1/4 of the Options vest no sooner than nine months after the Grant Date; and
- (iv) the remainder of the Options vest no sooner than 12 months after the Grant Date.
- (f) *Change of Control* – If the Award Agreement so provides, in the event of a Change of Control, all Options granted to a Participant who ceases to be an Eligible Person shall become fully vested in such Participant and shall become exercisable by the Participant in accordance with the terms of the Award Agreement and Section 5.1(l) hereof. If the Participant provides Investor Relations Activities, no acceleration of the vesting of any Options shall be permitted without prior Exchange review and acceptance.
- (g) *Death* - Other than as may be set forth in the applicable Award Agreement, upon the death of a Participant, any Options granted to such Participant which, prior to the Participant's death, have not vested, will be immediately and automatically forfeited and cancelled without further action and without any cost or payment, and the Participant or his or her estate, as the case may be, shall have no right, title or interest therein whatsoever. Any Options granted to such Participant which, prior to the Participant's death, had vested pursuant to the terms of the applicable Award Agreement will accrue to the Participant's estate in accordance with Section 5.1(l) hereof.
- (h) *Termination of Participant's Relationship with the Corporation*
 - (i) Where a Participant's relationship with the Corporation is terminated by the Corporation or a Subsidiary for cause, all Options granted to the Participant under this Plan will immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the Termination Date.
 - (ii) Where a Participant's relationship with the Corporation terminates by reason of termination by the Corporation or a Subsidiary without cause, by voluntary termination, voluntary resignation or due to Retirement by the Participant, such that the Participant no longer qualifies as an Eligible Person, all Options granted to the Participant under this Plan that have not vested will, unless the applicable Award Agreement provides otherwise and subject to the provisions below, immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the Termination Date; *provided, however*, that any Options granted to such Participant which, prior to the Participant's termination without cause, voluntary termination, voluntary resignation or Retirement, had vested pursuant to the terms of the applicable Award Agreement will accrue to the Participant in accordance with Section 5.1(l) hereof and shall be exercisable by such Participant for a period of 90 days following the date the Participant ceased to qualify as an Eligible Person, or such longer period (not to exceed 12 months) as may be provided for in the Award Agreement.
 - (iii) Upon termination of a Participant's relationship with the Corporation or a Subsidiary such that the Participant no longer qualifies as an Eligible Person, the Participant's eligibility to receive further grants of Awards of Options under this Plan shall cease as of the Termination Date.
- (i) *Disability* - Where a Participant becomes afflicted by a Disability, all Options granted to the Participant under this Plan will continue to vest in accordance with the terms of such Options; *provided, however*, that no Options may be redeemed during a leave of absence. Where a Participant's relationship is terminated due to Disability such that the Participant ceases to be an Eligible Person, all Options granted to the Participant under this Plan that have not vested will, unless the applicable Award Agreement provides otherwise and subject to the provisions below, immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the Termination Date; *provided, however*, that any Options granted to such Participant which, prior to the termination of the Participant's relationship with the Corporation due to Disability, had vested pursuant to terms of the applicable Award Agreement, will accrue to the Participant in accordance with Section 5.1(l) hereof and shall be exercisable by such Participant for a period of 90 days following the date the Termination Date, or such longer period as may be provided for in the Award Agreement.
- (j) *Hold Period* - In addition to any resale restrictions under applicable legislation or regulation, all Options granted hereunder and all Shares issued on the exercise of such Options will, if applicable under the policies of the Exchange, be subject to a four-month Canadian Securities Exchange hold period from the date the options are granted, and the stock option agreements and the certificates representing such Shares will bear the following legend:

“Without prior written approval of the Exchange and compliance with all applicable securities legislation, the securities represented by this certificate may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of the Canadian Securities Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until [insert date].”
- (k) *Notice* - Options shall be exercised only in accordance with the terms and conditions of the Award Agreements under which they are respectively granted and shall be exercisable only by notice in writing to the Corporation at its principal place of business.

- (l) *Payment of Award* - Subject to any vesting or other limitations described in each individual Award Agreement, Options may be exercised in whole or in part by the Participant at any time prior to their lapse or termination or, if Section 5.1(g) applies, by the Participant's estate within one year after the death of the Participant, but in such event only as to such number of Shares as have vested prior to the date of the Participant's death. The exercise price of all Options must be paid in cash. Shares purchased by a Participant on exercise of an Option shall be paid for in full at the time of their purchase (i.e. concurrently with the giving of the requisite notice).

5.2 Restricted Share Units

- (a) *Eligibility and Participation* - Subject to the provisions of this Plan and such other terms and conditions as the Board may prescribe, the Board may, from time to time, grant Awards of Restricted Share Units to Eligible Persons that do not perform Investor Relations Activities. Restricted Share Units granted to a Participant shall be credited, as of the Grant Date, to the Participant's Account. The number of Restricted Share Units to be credited to each Participant shall be determined by the Board in its sole discretion in accordance with this Plan. Each Restricted Share Unit shall, contingent upon the lapse of any restrictions, represent one (1) Share. The number of Restricted Share Units granted pursuant to an Award and the Restriction Period in respect of such Restricted Share Units shall be specified in the applicable Award Agreement.
- (b) *Restrictions* - Restricted Share Units shall be subject to such restrictions as the Board, in its sole discretion, may establish in the applicable Award Agreement, which restrictions may lapse separately or in combination at such time or times and on such terms, conditions and satisfaction of objectives as the Board may, in its discretion, determine at the time an Award is granted.
- (c) *Vesting* - All Restricted Share Units will vest and become payable by the issuance of Shares at the end of the Restriction Period if all applicable restrictions have lapsed, as such restrictions may be specified in the Award Agreement. No Restricted Share Units may vest before the date that is one year following the date of the Award.
- (d) *Change of Control* - If the Award Agreement so provides, in the event of a Change of Control pursuant to which a Participant ceases to be an Eligible Person, all restrictions upon any Restricted Share Units shall lapse immediately and all such Restricted Share Units shall become fully vested in the Participant and will accrue to the Participant in accordance with Section 5.2(h) hereof.
- (e) *Death* - Other than as may be set forth in the applicable Award Agreement, upon the death of a Participant, any Restricted Share Units granted to such Participant which, prior to the Participant's death, have not vested, will be immediately and automatically forfeited and cancelled without further action and without any cost or payment, and the Participant or his or her estate, as the case may be, shall have no right, title or interest therein whatsoever. Any Restricted Share Units granted to such Participant which, prior to the Participant's death, had vested pursuant to the terms of the applicable Award Agreement will accrue to the Participant's estate in accordance with Section 5.2(h) hereof, provided that the right of the executors or administrators of such deceased Participant's estate to receive payments or awards pursuant to Section 5.2(h) shall expire on the date which is not more than one (1) year from the Participant's date of death.
- (f) *Termination of a Participant's Relationship with the Corporation*
 - (i) Where a Participant's relationship with the Corporation is terminated by the Corporation or a Subsidiary for cause, all Restricted Share Units granted to the Participant under this Plan will immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the Termination Date.
 - (ii) Where a Participant's relationship with the Corporation terminates by reason of termination by the Corporation or a Subsidiary without cause, by voluntary termination, voluntary resignation or due to Retirement by the Participant, all Restricted Share Units granted to the Participant under this Plan that have not vested will, unless the applicable Award Agreement provides otherwise and subject to the provisions below, immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the Termination Date and the Participant shall have no right, title or interest therein whatsoever; *provided, however*, that any Restricted Share Units granted to such Participant which, prior to the Participant's termination without cause, voluntary termination, voluntary resignation or Retirement, had vested pursuant to the terms of the applicable Award Agreement will accrue to the Participant in accordance with Section 5.2(h) hereof provided that the right of such Participant to receive payments or awards pursuant to Section 5.2(h) shall expire on the date which is not more than one (1) year from the date the Participant ceased to be an Eligible Person..
 - (iii) Upon termination of a Participant's relationship with the Corporation or a Subsidiary such that the Participant no longer qualifies as an Eligible Person, the Participant's eligibility to receive further grants of Awards of

Restricted Share Units under this Plan shall cease as of the Termination Date.

- (g) *Disability* - Where a Participant becomes afflicted by a Disability, all Restricted Share Units granted to the Participant under this Plan will continue to vest in accordance with the terms of such Restricted Share Units; *provided, however*, that no Restricted Share Units may be redeemed during a leave of absence. Where a Participant's relationship is terminated due to Disability such that the Participant ceases to be an Eligible Person, all Restricted Share Units granted to the Participant under this Plan that have not vested will, unless the applicable Award Agreement provides otherwise and subject to the provisions below, immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the Termination Date and the Participant shall have no right, title or interest therein whatsoever; *provided, however*, that any Restricted Share Units granted to such Participant which, prior to the Participant's termination due to Disability, had vested pursuant to terms of the applicable Award Agreement will accrue to the Participant in accordance with Section 5.2(h) hereof.
- (h) *Payment of Award* - As soon as practicable after each Vesting Date of an Award of Restricted Share Units, the Corporation shall, at the sole discretion of the Board, either:
 - (i) issue to the Participant, or if Section 5.2(e) applies, to the Participant's estate, from treasury the number of Shares equal to the number of Restricted Share Units credited to the Participant's Account that have vested and become payable on the Vesting Date; or
 - (ii) make a cash payment in an amount equal to the Market Unit Price on the next Trading Day after the Vesting Date of the Restricted Share Units credited to a Participant's Account that have vested and become payable, net of applicable withholdings.

As of the Vesting Date, the Restricted Share Units in respect of which such Shares are issued or cash payment made shall be cancelled and no further payments shall be made to the Participant under this Plan in relation to such Restricted Share Units.

5.3 Performance Share Units

- (a) *Eligibility and Participation* - Subject to the provisions of this Plan and such other terms and conditions as the Board may prescribe, the Board may, from time to time, grant Awards of Performance Share Units to Eligible Persons that do not perform Investor Relations Activities. Performance Share Units granted to a Participant shall be credited, as of the Grant Date, to the Participant's Account. The number of Performance Share Units to be credited to each Participant shall be determined by the Board, in its sole discretion, in accordance with this Plan. Each Performance Share Unit shall, contingent upon the attainment of the Performance Criteria within the Performance Cycle, represent one (1) Share. The number of Performance Share Units granted pursuant to an Award, the Performance Criteria which must be satisfied in order for the Performance Share Units to vest and the Performance Cycle in respect of such Performance Share Units shall be specified in the applicable Award Agreement. No Performance Share Units may vest before the date that is one year following the date of the Award.
- (b) *Performance Criteria* - The Board will select, settle and determine the Performance Criteria (including without limitation the attainment thereof), for purposes of the vesting of the Performance Share Units, in its sole discretion. An Award Agreement may provide the Board with the right, during a Performance Cycle or after it has ended, to revise the Performance Criteria and the Award amounts if unforeseen events (including, without limitation, changes in capitalization, an equity restructuring, an acquisition or a divestiture) occur which have a substantial effect on the financial results and which in the sole judgment of the Board make the application of the Performance Criteria unfair unless a revision is made. Notices will be provided by the Corporation to applicable regulatory authorities or stock exchanges as may be required with respect to the foregoing.
- (c) *Vesting* - All Performance Share Units will vest and become payable to the extent that the Performance Criteria set forth in the Award Agreement are satisfied for the Performance Cycle, the determination of which satisfaction shall be made by the Board on the Determination Date. No Performance Share Units may vest before the date that is one year following the date of the Award.
- (d) *Change of Control* - If the Award Agreement so provides, in the event of a Change of Control pursuant to which a Participant ceases to be an Eligible Person, all Performance Share Units granted to a Participant shall become fully vested in such Participant (without regard to the attainment of any Performance Criteria) and shall become payable to the Participant in accordance with Section 5.3(h) hereof.
- (e) *Death* - Other than as may be set forth in the applicable Award Agreement and below, upon the death of a Participant, all Performance Share Units granted to the Participant which, prior to the Participant's death, have not vested, will immediately and automatically be forfeited and cancelled without further action and without any cost or payment, and the Participant or his or her estate, as the case may be, shall have no right, title or interest therein whatsoever;

provided, however, the Board may determine, in its sole discretion, the number of the Participant's Performance Share Units that will vest based on the extent to which the applicable Performance Criteria set forth in the Award Agreement have been satisfied in that portion of the Performance Cycle that has lapsed. The Performance Share Units that the Board determines to have vested shall become payable in accordance with Section 5.3(h) hereof provided that the right of the executors or administrators of such deceased Participant's estate to receive payments or awards pursuant to Section 5.3(h) shall expire on the date which is not more than one (1) year from the Participant's date of death.

- (f) *Termination of a Participant's Relationship with the Corporation*
- (i) Where a Participant's relationship with the Corporation is terminated by the Corporation or a Subsidiary for cause, all Performance Share Units granted to the Participant under this Plan will immediately terminate without payment, be forfeited and cancelled and shall be of no further force or effect as of the Termination Date.
 - (ii) Where a Participant's relationship with the Corporation terminates by reason of termination by the Corporation or a Subsidiary without cause, by voluntary termination, voluntary resignation or due to Retirement by the Participant, all Performance Share Units granted to the Participant which, prior to the Participant's termination, have not vested, will immediately and automatically be forfeited and cancelled without further action and without any cost or payment, and the Participant shall have no right, title or interest therein whatsoever as of the Termination Date; *provided, however*, the Board may determine, in its sole discretion, the number of the Participant's Performance Share Units that will vest based on the extent to which the applicable Performance Criteria set forth in the Award Agreement have been satisfied in that portion of the Performance Cycle that has lapsed. The Performance Share Units that the Board determines to have vested shall become payable in accordance with Section 5.3(h) hereof, provided that the right of such Participant to receive payments or awards pursuant to Section 5.3(h) shall expire on the date which is not more than one (1) year from the date the Participant ceased to be an Eligible Person.
 - (iii) Upon termination of a Participant's relationship with the Corporation or a Subsidiary such that the Participant no longer qualifies as an Eligible Person, the Participant's eligibility to receive further grants of Awards of Performance Share Units under this Plan shall cease as of the Termination Date.
- (g) *Disability* - Where a Participant becomes afflicted by a Disability, all Performance Share Units granted to the Participant under this Plan will continue to vest in accordance with the terms of such Performance Share Units; *provided, however*, that no Performance Share Units may be redeemed during a leave of absence. Where a Participant's relationship is terminated due to Disability such that the Participant ceases to be an Eligible Person, all Performance Share Units granted to the Participant under this Plan that have not vested will, unless the applicable Award Agreement provides otherwise and subject to the provisions below, immediately and automatically be forfeited and cancelled without further action and without any cost or payment, and the Participant shall have no right, title or interest therein whatsoever as of the Termination Date; *provided, however*, that the Board may determine, in its sole discretion, the number of the Participant's Performance Share Units that will vest based on the extent to which the applicable Performance Criteria set forth in the Award Agreement have been satisfied in that portion of the Performance Cycle that has lapsed. The Performance Share Units that the Board determines to have vested shall become payable in accordance with Section 5.3(h) hereof.
- (h) *Payment of Award* - Payment to Participants in respect of vested Performance Share Units shall be made after the Determination Date for the applicable Award and in any case within ninety-five (95) days after the last day of the Performance Cycle to which such Award relates. Such payments shall be made, at the sole discretion of the Board, either:
- (i) by issuing the number of Shares equal to the number of Performance Share Units credited to the Participant's Account that have vested on the Determination Date, such Shares to be issued from treasury of the Corporation to the Participant, or if Section 5.3(e) applies, to the Participant's estate; or
 - (ii) by making a cash payment in an amount equal to the Market Unit Price on the next Trading Day after the Determination Date of the Performance Share Units credited to a Participant's Account that have vested, net of applicable withholdings.

As of the Vesting Date, the Performance Share Units in respect of which such Shares are issued or cash payment made shall be cancelled and no further payments shall be made to the Participant under this Plan in relation to such Performance Share Units.

5.4 Deferred Share Units

- (a) *Eligibility and Participation* - Subject to the provisions of this Plan and such other terms and conditions as the Board

may prescribe, the Board may, from time to time, grant Awards of Deferred Share Units to Directors that do not perform Investor Relations Activities in lieu of Fees or to other Eligible Persons that do not perform Investor Relations Activities as compensation for employment or consulting services. Deferred Share Units granted to a Participant in accordance with Section 5.4 hereof shall be credited, as of the Grant Date, to the Participant's Account. The number of Deferred Share Units to be credited to each Participant shall be determined by the Board in its sole discretion in accordance with this Plan and shall be specified in the applicable Award Agreement.

- (b) *Election* - Each Director may elect to receive any or all of his or her Fees in Deferred Share Units under this Plan. Elections by Directors regarding the amount of their Fees that they wish to receive in Deferred Share Units shall be made no later than 90 days after this Plan is adopted by the Board, and thereafter no later than December 31 of any given year with respect to Fees for the following year. Any Director who becomes a Director during a calendar year and wishes to receive an amount of his or her Fees for the remainder of that year in Deferred Share Units must make his or her election within 60 days of becoming a Director.
- (c) *Calculation of Deferred Share Units Granted in Lieu of Fees* - The number of Deferred Share Units to be credited to a Participant's Account where the Participant is a Director who has elected to receive Deferred Share Units in lieu of Fees shall be calculated by dividing the amount of Fees selected by a Director in the applicable Election Form by the Market Unit Price on the Grant Date (or such other price as required under Exchange policies) which shall be the 10th business day following each financial quarter end. If, as a result of the foregoing calculation, a Participant that is a Director shall become entitled to a fractional Deferred Share Unit, the Participant shall only be credited with a full number of Deferred Share Units (rounded down) and no payment or other adjustment will be made with respect to the fractional Deferred Share Unit.
- (d) *Vesting* - No Deferred Share Units may vest before the date that is one year following the date of the Award.
- (e) *Payment of Award* - Each Participant shall be entitled to receive, after the effective date that the Participant ceases to be an Eligible Person for any reason, on a day designated by the Participant and communicated to the Corporation by the Participant in writing at least 15 days prior to the designated day (or such earlier date after the Participant ceases to be an Eligible Person as the Participant and the Corporation may agree, which date shall be no later than one year after the date upon which the Participant ceases to be an Eligible Person) and if no such notice is given, then on the first anniversary of the effective date that the Participant ceases to be an Eligible Person, at the sole discretion of the Board, either:
 - (i) that number of Shares equal to the number of vested Deferred Share Units credited to the Participant's Account, such Shares to be issued from treasury of the Corporation; or
 - (ii) a cash payment in an amount equal to the Market Unit Price on the next Trading Day after the Participant ceases to be an Eligible Person of the vested Deferred Share Units credited to a Participant's Account, net of applicable withholdings, provided that the right of such Participant to receive payments or awards pursuant to this Section 5.4(e) shall expire on the date which is not more than one (1) year from the date the Participant ceased to be an Eligible Person..
- (f) *Exception* - In the event that the value of a Deferred Share Unit would be determined with reference to a period commencing at a fiscal quarter-end of the Corporation and ending prior to the public disclosure of interim financial statements for the quarter (or annual financial statements in the case of the fourth quarter), the cash payment of the value of the Deferred Share Units will be made to the Participant with reference to the five (5) Trading Days immediately following the public disclosure of the interim financial statements for that quarter (or annual financial statements in the case of the fourth quarter).
- (g) *Death* - Upon death of a Participant holding Deferred Share Units that have vested, the Participant's estate shall be entitled to receive, within 120 days after the Participant's death and at the sole discretion of the Board, a cash payment or Shares that would have otherwise been payable in accordance with Section 5.4(d) hereof to the Participant upon such Participant ceasing to be an Eligible Person provided that the right of the executors or administrators of such deceased Participant's estate to receive payments or awards pursuant to Section 5.4(e) shall expire on the date which is not more than one (1) year from the Participant's date of death.

5.5 General Terms Applicable to Awards

- (a) *Forfeiture Events* - The Board will specify in an Award Agreement at the time of the Award that the Participant's rights, payments and benefits with respect to an Award shall be subject to reduction, cancellation, forfeiture or recoupment upon the occurrence of certain specified events, in addition to any otherwise applicable vesting or performance conditions of an Award. Such events shall include, but shall not be limited to, termination of a relationship for cause, violation of material Corporation policies, fraud, breach of non- competition, confidentiality

or other restrictive covenants that may apply to the Participant or other conduct by the Participant that is detrimental to the business or reputation of the Corporation.

- (b) *Awards May be Granted Separately or Together* - Awards may, in the discretion of the Board, be granted either alone or in addition to, in tandem with, or in substitution for any other Award or any award granted under any other Security-Based Compensation Arrangement of the Corporation. Awards granted in addition to or in tandem with other Awards, or in addition to or in tandem with awards granted under any other Security-Based Compensation Arrangement of the Corporation, may be granted either at the same time as or at a different time from the grant of such other Awards or awards.
- (c) *Non-Transferability of Awards* - No Award and no right under any such Award shall be assignable, alienable, saleable, or transferable by a Participant otherwise than by will or by the laws of descent and distribution and only then if permitted by the Policies of the Exchange. No Award and no right under any such Award, may be pledged, alienated, attached, or otherwise encumbered, and any purported pledge, alienation, attachment, or encumbrance thereof shall be void and unenforceable against the Corporation.
- (d) *Conditions and Restrictions Upon Securities Subject to Awards* - The Board may provide that the Shares issued under an Award shall be subject to such further agreements, restrictions, conditions or limitations as the Board in its sole discretion may specify, including without limitation, conditions on vesting or transferability and forfeiture or repurchase provisions or provisions on payment of taxes arising in connection with an Award. Without limiting the foregoing, such restrictions may address the timing and manner of any resales by the Participant or other subsequent transfers by the Participant of any Shares issued under an Award, including without limitation:
 - (i) restrictions under an insider trading policy or pursuant to applicable law;
 - (ii) restrictions designed to delay and/or coordinate the timing and manner of sales by Participant and holders of other Security-Based Compensation Arrangements; and
 - (iii) restrictions as to the use of a specified brokerage firm for such resales or other transfers.
- (e) *Blackout Periods* – In the event that the date provided for expiration, redemption or settlement of an Award falls within a Blackout Period imposed by the Corporation pursuant to a trading policy as the result of the bona fide existence of undisclosed Material Information, the expiry date, redemption date or settlement date, as applicable, of the Award shall automatically be extended to the date that is ten (10) business days following the date of expiry of the Blackout Period. Notwithstanding the foregoing, there will be no extension of any Award if the Corporation (or the Participant) is subject to a cease trade order (or similar order under applicable law).
- (f) *Share Certificates* - All Shares delivered under this Plan pursuant to any Award shall be subject to such stop transfer orders and other restrictions as the Board may deem advisable under this Plan or the rules, regulations, and other requirements of any securities commission, the Exchange, and any applicable securities legislation, regulations, rules, policies or orders, and the Board may cause a legend or legends to be put on any such certificates to make appropriate reference to such restrictions.
- (g) *Conformity to Plan* - In the event that an Award is granted which does not conform in all particulars with the provisions of this Plan, or purports to grant an Award on terms different from those set out in this Plan, the Award shall not be in any way void or invalidated, but the Award shall be adjusted to become, in all respects, in conformity with this Plan.
- (h) *Deductions* - Whenever cash is to be paid in respect of Deferred Share Units, Restricted Share Units or Performance Share Units, the Corporation shall have the right to deduct from all cash payments made to a Participant any taxes required by law to be withheld with respect to such payments. Whenever Shares are to be delivered in respect of Deferred Share Units, Restricted Share Units or Performance Share Units, the Corporation shall have the right to deduct from any other amounts payable to the Participant any taxes required by law to be withheld with respect to such delivery of Shares, or if any payment due to the Participant is not sufficient to satisfy the withholding obligation, to require the Participant to remit to the Corporation in cash an amount sufficient to satisfy any taxes required by law to be withheld. At the sole discretion of the Board, a Participant may be permitted to satisfy the foregoing requirement by delivering (on a form prescribed by the Corporation and in any event in accordance with the Policies of the Exchange) an irrevocable direction to a securities broker approved by the Corporation to sell all or a portion of the Shares and deliver to the Corporation from the sales proceeds an amount sufficient to pay the required withholding taxes.
- (i) *Evergreen Plan* - Shares that were the subject of any Award made under this Plan that has been settled in cash, or that

has been cancelled, terminated, surrendered, forfeited or has expired without being exercised, and pursuant to which no securities have been issued, may continue to be issuable under this Plan.

5.6 General Terms Applicable to Performance-Based Awards

- (a) *Performance Evaluation; Adjustment of Goals* - At the time that a Performance-Based Award is first issued, the Board, in the Award Agreement or in another written document, shall specify whether performance will be evaluated including or excluding the effect of any of the following events that occur during the Performance Cycle or Restriction Period, as the case may be:
- (i) judgments entered or settlements reached in litigation;
 - (ii) the write-down of assets;
 - (iii) the impact of any reorganization or restructuring;
 - (iv) the impact of changes in tax laws, accounting principles, regulatory actions or other laws affecting reported results;
 - (v) extraordinary non-recurring items as may be described in the Corporation's management's discussion and analysis of financial condition and results of operations for the applicable financial year;
 - (vi) the impact of any mergers, acquisitions, spin-offs or other divestitures; and
 - (vii) foreign exchange gains and losses.
- (b) *Adjustment of Performance-Based Awards* - The Board shall have the sole discretion to adjust the determinations of the degree of attainment of the pre-established Performance Criteria or restrictions, as the case may be, as may be set out in the applicable Award Agreement governing the relevant Performance-Based Award. Notwithstanding any provision herein to the contrary, the Board may not make any adjustment or take any other action with respect to any Performance-Based Award that will increase the amount payable under any such Award. The Board shall retain the sole discretion to adjust Performance Based Awards downward or to otherwise reduce the amount payable with respect to any Performance-Based Award.

SECTION 6 AMENDMENT AND TERMINATION

6.1 Amendments and Termination of this Plan - The Board may at any time or from time to time, in its sole and absolute discretion and without the approval of shareholders of the Corporation, amend, suspend, terminate or discontinue this Plan and may amend the terms and conditions of any Awards granted hereunder, subject to:

- (a) any required disinterested shareholder approval to (i) reduce the exercise price of an Award issued to an Insider or (ii) extend the term of an Option granted to an Insider, in either event in accordance with the policies of the Exchange while the Shares are listed on the Exchange;
- (b) any required approval of any applicable regulatory authority or the Exchange; and
- (c) any approval of shareholders of the Corporation as required by the rules of the Exchange (or otherwise required by the Exchange) or applicable law, provided that shareholder approval shall not be required (except that the Exchange may require approval of the shareholders for amendments pursuant to Sections 6.1(c)(iii) to 6.1(c)(vii)) for any of the following:
 - (i) amendments of a "housekeeping nature";
 - (ii) amendments for the purpose of curing any ambiguity, error or omission in this Plan or to correct or supplement any provision of this Plan that is inconsistent with any other provision of this Plan;
 - (iii) amendments which are necessary to comply with applicable law or the requirements of the Exchange;
 - (iv) amendments respecting administration and eligibility for participation under this Plan;
 - (v) amendments to the terms and conditions on which Awards may be or have been granted pursuant to this Plan including amendments to the vesting provisions and terms of any Awards;
 - (vi) with the exception of Options granted to any Investor Relations Service Provider, amendments which alter, extend or accelerate the terms of vesting applicable to any Awards; and
 - (vii) changes to the termination provisions of an Award or this Plan which do not entail an extension beyond the original fixed term.

If this Plan is terminated, prior Awards shall remain outstanding and in effect in accordance with their applicable terms and conditions.

- 6.2 Amendments to Awards -** The Board may waive any conditions or rights under, amend any terms of, or amend, alter, suspend, discontinue, or terminate, any Awards theretofore granted, prospectively or retroactively. No such amendment or alteration shall be made which would impair the rights of any Participant, without such Participant's consent, under any Award theretofore granted, provided that no such consent shall be required with respect to any amendment or alteration if the Board determines in its sole discretion that such amendment or alteration either:
- (a) is required or advisable in order for the Corporation, this Plan or the Award to satisfy or conform to any law or regulation or to meet the requirements of Policy of the Exchange or any accounting standard; or
 - (b) is not reasonably likely to significantly diminish the benefits provided under such Award.

SECTION 7 GENERAL PROVISIONS

- 7.1 No Rights to Awards -** No Person shall have any claim to be granted any Award under this Plan, or, having been selected to receive an Award under this Plan, to be selected to receive a future Award. There is no obligation for uniformity of treatment of Eligible Persons or Participants or beneficiaries of Awards under this Plan. The terms and conditions of Awards need not be the same with respect to each Participant. The Corporation and each Eligible Person qualifying for an Award are and shall be responsible for ensuring and confirming that each recipient of an Award is a bona fide Eligible Person that qualifies to receive the applicable Award.
- 7.2 Withholding -** The Corporation shall be authorized to withhold any payment due under any Award or under this Plan until the Participant has paid or made arrangements for the payment of the amount of any withholding taxes due in respect of an Award, its exercise, or any payment under such Award or under this Plan.
- 7.3 No Limit on Other Security-Based Compensation Arrangements -** Nothing contained in this Plan shall prevent the Corporation or a Subsidiary from adopting or continuing in effect other Security-Based Compensation Arrangements, and such arrangements may be either generally applicable or applicable only in specific cases.
- 7.4 No Right to Employment -** The grant of an Award shall neither constitute an employment contract nor be construed as giving a Participant the right to be retained in the employ of the Corporation, or to any other relationship with the Corporation. Further, the Corporation may at any time dismiss a Participant, free from any liability, or any claim under this Plan, unless otherwise expressly provided in this Plan or in an applicable Award Agreement.
- 7.5 No Right as Shareholder -** Neither the Participant nor any representatives of a Participant's estate shall have any rights whatsoever as shareholders in respect of any Shares covered by such Participant's Options, RSUs, PSUs and/or DSUs until the date of issuance of a share certificate to such Participant or representatives of a Participant's estate for such Shares.
- 7.6 Governing Law -** This Plan and all of the rights and obligations arising hereunder shall be interpreted and applied in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.
- 7.7 Severability -** If any provision of this Plan or any Award is or becomes or is deemed to be invalid, illegal, or unenforceable in any jurisdiction, or as to any Person or Award, or would disqualify this Plan or any Award under any law deemed applicable by the Board, such provision shall be construed or deemed amended to conform to applicable laws, or if it cannot be so construed or deemed amended without, in the determination of the Board, materially altering the intent of this Plan or the Award, such provision shall be stricken as to such jurisdiction, Person or Award, and the remainder of this Plan and any such Award shall remain in full force and effect.
- 7.8 No Trust or Fund Created -** Neither this Plan nor any Award shall create or be construed to create a trust or separate fund of any kind or a fiduciary relationship between the Corporation and a Participant or any other Person. To the extent that any Person acquires a right to receive payments from the Corporation pursuant to an Award, such right shall be no greater than the right of any unsecured creditor of the Corporation.
- 7.9 No Fractional Shares -** No fractional Shares shall be issued or delivered pursuant to this Plan or any Award, and the Board shall determine whether cash, or other securities shall be paid or transferred in lieu of any fractional Shares, or whether such fractional Shares or any rights thereto shall be cancelled, terminated, or otherwise eliminated.
- 7.10 Headings -** Headings are given to the Sections and subsections of this Plan solely as a convenience to facilitate reference. Such headings shall not be deemed in any way material or relevant to the construction or interpretation of this Plan or any provision thereof.

- 7.11 No Representation or Warranty** - The Corporation makes no representation or warranty as to the value of any Award granted pursuant to this Plan or as to the future value of any Shares issued pursuant to any Award.
- 7.12 No Representations or Covenant with Respect to Tax Qualification** - Although the Corporation may, in its discretion, endeavor to (i) qualify an Award for favourable Canadian tax treatment or (ii) avoid adverse tax treatment, the Corporation makes no representation to that effect and expressly disavows any covenant to maintain favorable or avoid unfavorable tax treatment. The Corporation shall be unconstrained in its corporate activities without regard to the potential negative tax impact on holders of Awards under this Plan.
- 7.13 Conflict with Award Agreement** - In the event of any inconsistency or conflict between the Policies of the Exchange, this Plan and an Award Agreement, the Policies of the Exchange shall govern for all purposes. In the event of any inconsistency or conflict between the provisions of this Plan and an Award Agreement, the provisions of this Plan shall govern for all purposes.
- 7.14 Compliance with Laws** - The granting of Awards and the issuance of Shares under this Plan shall be subject to all applicable laws, rules, and regulations, as well as the Policies of the Exchange as in effect from time-to-time, and to such approvals by any governmental agencies or stock exchanges on which the Corporation is listed as may be required. The Corporation shall have no obligation to issue or deliver evidence of title for Shares issued under this Plan prior to:
- (a) obtaining any approvals from governmental agencies that the Corporation determines are necessary or advisable; and
 - (b) completion of any registration or other qualification of the Shares under any applicable national or foreign law or ruling of any governmental body that the Corporation determines to be necessary or advisable or at a time when any such registration or qualification is not current, has been suspended or otherwise has ceased to be effective.

The inability or impracticability of the Corporation to obtain or maintain authority from any regulatory body having jurisdiction, which authority is deemed by the Corporation's counsel to be necessary to the lawful issuance and sale of any Shares hereunder shall relieve the Corporation of any liability in respect of the failure to issue or sell such Shares as to which such requisite authority shall not have been obtained.

SECTION 8 EFFECTIVE DATE OF THIS PLAN

- 8.1 Effective Date** - This Plan shall become effective upon the date (the "**Effective Date**") of approval by the Board.

SECTION 9 TERM OF THIS PLAN

- 9.1 Term** - This Plan shall terminate automatically 10 years after the Effective Date and may be terminated on any earlier date as provided in Section 6 hereof.

**SCHEDULE “C”
ADVANCE NOTICE POLICY**

**NEWLOX GOLD VENTURES CORP.
ADVANCE NOTICE POLICY**

**ARTICLE 1
INTRODUCTION**

- 1.1 Newlox Gold Ventures Corp. and its subsidiaries (collectively the “**Corporation**”) are committed to facilitating orderly and efficient annual general and/or special meetings, ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees and allowing shareholders to register an informed vote.
- 1.2 The purpose of this Advance Notice Policy (the “**Policy**”) is to establish a process that provides shareholders, directors, and management of the Corporation with direction on the nomination of directors. This Policy is the framework by which the Corporation seeks to fix a deadline by which holders of record of subordinate voting shares and multiple voting shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form.
- 1.3 It is the position of the Corporation that this Policy is in the best interest of the Corporation and is beneficial to the shareholders and other stakeholders. This Policy will be subject to an annual review and will reflect changes as required by securities regulatory agencies or stock exchanges, or to meet industry standards

**ARTICLE 2
NOMINATIONS OF DIRECTORS**

- 2.1 Nominations of persons for election to the Board may be made at any annual meeting of shareholders of the Corporation, or at any special meeting of shareholders of the Corporation if one of the purposes for which the special meeting is called is the election of directors. Only persons who are qualified to act as directors under the *Business Corporations Act* (British Columbia) (the “**Act**”) and who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. At any such annual or special meeting of shareholders of the Corporation, nominations of persons for election to the Board may be made only:
- (a) by or at the direction of the Board, including pursuant to a notice of meeting;
 - (b) by or at the direction or request of one or more shareholders pursuant to a valid made in accordance with Section 99 of the Act; (
 - (c) pursuant to a requisition of the shareholders that complies with and is made in accordance of the Act, as such provisions may be amended from time to time; or
 - (d) by any person (a “**Nominating Shareholder**”): (i) who, at the close of business on the Notice Date (as defined below) and on the record date for notice at such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (ii) who complies with the notice procedures set forth below in this Policy.
- 2.2 In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice in proper written form to the Corporate Secretary of the Corporation at the principal executive offices of the Corporation in accordance with the provisions of this Policy.
- 2.3 To be timely, a Nominating Shareholder’s notice to the Corporate Secretary must be made:
- (a) in the case of an annual meeting of shareholders, not less than 30 days nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that if the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the “**Notice Date**”) on which the first public announcement (as defined in section 3.1(c)) of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the 10th day following the Notice Date; and

- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting of shareholders was made

2.4 To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must set forth:

- (a) for each person who the Nominating Shareholder proposes to nominate for election as a director (each a "**Proposed Nominee**"), the following:
 - (i) the name, age, province and country of residence of the person;
 - (ii) the principal occupation or employment of the person for the past five years;
 - (iii) the class or series and number of shares in the capital of the Corporation which are directly or indirectly controlled or which are directly or indirectly owned beneficially or of record by the Proposed Nominee and his or her associates or affiliates as of the record date for the meeting of the shareholders (if such date shall have been made publicly available and shall have occurred) and as of the date of such notice;
 - (iv) full particulars regarding any contract, agreement, arrangement, understanding or relationship (collectively, "**Arrangements**"), including without limitation, financial, compensation and indemnity related Arrangements between the Proposed Nominee or any associate or affiliate of the Proposed Nominee and any Nominating Shareholder or any of its Representatives (defined below); and
 - (v) any other information relating to the Proposed Nominee or his or her associates or affiliates that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

(b) for each Nominating Shareholder giving the notice and each beneficial owner, if any, on whose behalf the nomination is made, the following:

- (i) the name of the person;
- (ii) the class or series and number of shares in the capital of the Corporation which are directly or indirectly controlled or which are directly or indirectly owned beneficially or of record by such person as of the record date of the meeting of the shareholders (if such date shall have been made publicly available and shall have occurred) and as of the date of such notice;
- (iii) full particulars regarding (A) any proxy or other Arrangement pursuant to which such person or any of its Representatives has a right to vote or direct the voting of any shares of the Corporation, and (B) any other Arrangement of such person or any of its Representatives relating to the voting of any shares of the Corporation or the nomination of any person(s) to the Board; and
- (iv) any other information relating to such person or any of its Representatives that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws

2.5 All information to be provided in a timely notice, pursuant to 2.3 above, shall be provided as of the date of such notice. If requested by the Corporation, the Nominating Shareholder shall update such information forthwith so that it is true and correct in all material respects as of the date that is 10 business days prior to the date of the meeting, or any adjournment or postponement thereof.

2.6 For greater certainty, 2.1 above, shall be the exclusive means for any person to bring nominations for election to the Board before any annual or special meeting of shareholders of the Corporation. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Policy; provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

- 2.7 Notwithstanding any other provision of this Policy, notice or other document or information required to be given to the Corporate Secretary of the Corporation pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Corporate Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day in the province where the principal executive offices of the Corporation are located (a "Business Day") or later than 5:00 p.m. (Vancouver time) on a day which is a Business Day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a Business Day.
- 2.8 Notwithstanding the foregoing, the Board may, in its sole discretion, waive all or any requirement in this Policy.
- 2.9 the chair of any meeting of shareholders of the Corporation shall have the power to determine whether any proposed nomination is made in accordance with this Policy, and if any proposed nomination is not in compliance with the provisions of the Policy, the chair must declare that such defective nomination shall not be considered at any meeting of shareholders.
- 2.10 Nothing in this Policy shall obligate the Corporation or the Board to include in any proxy statement or other shareholder communication distributed by or on behalf of the Corporation or the Board any information with respect to any proposed nomination or any Nominating Shareholder or Proposed Nominee.

ARTICLE 3 DEFINITIONS

- 3.1 For purposes of this Policy:
- (a) *Applicable Securities Laws* means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada;
 - (b) *beneficially owns or beneficially owned* means, in means, in connection with the ownership of shares in the capital of the Corporation by a person, (i) any such shares as to which such person or any of such person's Affiliates (as defined in the Act) owns at law or in equity, or has the right to acquire or become the owner at law or in equity, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, upon the exercise of any conversion right, exchange right or purchase right attaching to any securities, or pursuant to any agreement, arrangement, pledge or understanding whether or not in writing; (ii) such shares as to which such person or any of such person's Affiliates (as defined in the Act) has the right to vote, or the right to direct the voting, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, pursuant to any agreement, arrangement, pledge or understanding whether or not in writing; and (iii) any such shares which are owned beneficially within the meaning of this definition by any other person with whom such person is acting jointly or in concert with respect to the Corporation or any of its securities;
 - (c) *public announcement* means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and
 - (d) *Representatives of a person* mean the affiliates and associates of such person, all persons acting jointly or in concert with any of the foregoing, and the affiliates and associates of any of such persons acting jointly or in concert, and Representative means any one of them.

ARTICLE 4 EFFECTIVE DATE

- 4.1 This Policy was implemented by the Board on February, 2026.

SCHEDULE “D”
AUDIT COMMITTEE CHARTER

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Newlox Gold Ventures Corp. (the “**Company**”). The role of the Committee is to provide oversight of the Company's financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Company, its subsidiaries and associated companies. This includes helping directors meet their responsibilities, facilitating better communication between directors and the external auditor, enhancing the independence of the external auditor, increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussions among directors, management and the external auditor. Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The Company's external auditor is ultimately accountable to the Board and the Committee as representatives of the Company's Shareholders.

Duties and Responsibilities

External Auditor

To recommend to the Board, for Shareholder approval, an external auditor to examine the Company's accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the Shareholders.

- (a) To oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- (b) To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.
- (c) To pre-approve any non-audit services to be provided to the Company by the external auditor and the fees for those services.
- (d) To obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the auditor's internal quality-control reviews and the steps taken to resolve those issues.
- (e) To review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit assurance to the external auditor of the Company on any aspect of its certification of the Company's financial statements:
 - (i) No member of the audit team that is auditing a business of the Company can be hired into that business or into a position to which that business reports for a period of three years after the audit;
 - (ii) No former partner or employee of the external auditor may be made an officer of the Company or any of its subsidiaries for three years following the end of the individual's association with the external auditor;
 - (iii) The Chief Financial Officer (“**CFO**”) must approve all office hires from the external auditor; and
 - (iv) The CFO must report annually to the Committee on any hires within these guidelines during the preceding year.
- (f) No member of the audit team that is auditing a business of the Company can be hired into that business or into a position to which that business reports for a period of three years after the audit;
- (g) To review, at least annually, the relationships between the Company and the external auditor in order to establish the independence of the external auditor.\

Financial Information and Reporting

- (a) To review the Company's annual audited financial statements with the Chief Executive

Officer (“**CEO**”) and CFO and then the full Board. The Committee will review the interim financial statements with the CEO and CFO.

- (b) To review and discuss with management and the external auditor, as appropriate:
 - (i) The annual audited financial statements and the interim financial statements, including the accompanying management discussion and analysis; and
 - (ii) Earnings guidance and other releases containing information taken from the Company's financial statements prior to their release.
- (c) To review the quality and not just the acceptability of the Company's financial reporting and accounting standards and principles and any proposed material changes to them or their application.
- (d) To review with the CFO any earnings guidance to be issued by the Company and any news release containing financial information taken from the Company's financial statements prior to the release of the financial statements to the public. In addition, the CFO must review with the Committee the substance of any presentations to analysts or rating agencies that contain a change in strategy or outlook.

Oversight

- (a) To review the internal audit staff functions, including:
 - (i) The purpose, authority and organizational reporting lines;
 - (ii) The annual audit plan, budget and staffing; and
 - (iii) The appointment and compensation of the controller, if any.
- (b) To review, with the CFO and others, as appropriate, the Company's internal system of audit controls and the results of internal audits.
- (c) To review and monitor the Company's major financial risks and risk management policies and the steps taken by management to mitigate those risks.
- (d) To meet at least annually with management (including the CFO), the internal audit staff, and the external auditor in separate executive sessions and review issues and matters of concern respecting audits and financial reporting.
- (e) In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Company's disclosure and internal controls, including any material deficiencies or changes in those controls.

Membership

- (a) The Committee shall consist solely of three or more members of the Board, the majority of which the Board has determined has no material relationship with the Company and is otherwise "unrelated" or "independent" as required under applicable securities rules or applicable stock exchange rules.
- (b) Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of Shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.
- (c) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
- (d) All members of the Committee must be "financially literate" (i.e., have the ability to read and understand a set of financial statements such as a balance sheet, an income statement and a cash flow statement). Procedures
- (a) The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the "**Chair**"). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.

- (b) The Chair will appoint a secretary (the “**Secretary**”) who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.
- (c) No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum and provided that a majority of the members must be “independent” or “unrelated”.
- (d) The Committee will meet as many times as is necessary to carry out its responsibilities. Any member of the Committee or the external auditor may call meetings.
- (e) The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the articles of the Company or otherwise determined by resolution of the Board.
- (f) The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.
- (g) The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.
- (h) The Committee has the authority to communicate directly with the internal and external auditors.

Reports

The Committee shall produce the following reports and provide them to the Board:

- (a) An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report.
- (b) A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.



Newlox Gold Ventures Corp.

Years Ended March 31, 2025 and 2024

Consolidated Financial Statements

(Expressed in Canadian Dollars)

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Newlox Gold Ventures Corp.

Opinion

We have audited the consolidated financial statements of Newlox Gold Ventures Corp. (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2025 and 2024, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company incurred a net loss of \$3,932,887 during the year ended March 31, 2025 and, as of that date, the Company's current liabilities exceeded its current assets by \$9,269,554 and has an accumulated deficit of \$21,823,268. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters, that in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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700 - 2755 Lougheed Hwy
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604.941.8266

Victoria

320 - 730 View St.
Victoria, BC V8W 3Y7
250.800.4694

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN THE AUDIT
<p>Valuation of Gold Purchase Option Liability</p> <p>We draw attention to notes 3, 4 and 14 of the financial statements related to the gold purchase option. As at March 31, 2025, the Company carried the gold purchase option liability at a fair value of \$755,000 classified as a level 3 financial instrument.</p> <p>While there are several assumptions that go into determining the fair value of the gold purchase option liability, the judgments with the highest degree of subjectivity are the production forecast, gold price and discount rate.</p> <p>We considered this a key audit matter due to the significant management estimates and judgments required in determining the fair value of the gold purchase option liability. Auditing these fair value estimates required a high degree of subjectivity in applying audit procedures and in evaluating the results of those procedures. This resulted in an increased extent of audit effort, including the involvement of a valuation specialist.</p>	<p>Our approach to addressing the matter included the following procedures, among others:</p> <ul style="list-style-type: none"> • With the assistance of valuation specialist, <ul style="list-style-type: none"> ○ Assessed the appropriateness of the valuation methodology used; ○ Evaluated the reasonableness of the valuation assumptions applied; ○ Tested the mathematical accuracy of the valuation calculations performed in determining the fair values; ○ Developed a range of independent estimates; and • Evaluated the reasonableness of the production forecast made by management.
<p>Impairment of Property, Plant & Equipment</p> <p>We draw your attention to Notes 3, 4, 8 of the financial statements for disclosures related to property, plant and equipment. As of March 31, 2025, the carrying amount of the plant & equipment in Costa Rica was \$6,793,000.</p> <p>Management identified indicators of impairment for two processing plants, which are considered separate cash generating units (“CGU”), due to the losses incurred by the Company in fiscal 2025 and the delay in commencement of operations for one of the two processing plants.</p> <p>Accordingly, property, plant and equipment, for each of the two CGUs, is required to be tested for impairment. In performing the impairment test of the carrying amount of property, plant and equipment, the recoverable amounts of each CGU were determined to be their value in use and were estimated using discounted cash flows, which involved significant judgements in estimating the future gold prices, gross margin and profit margin,</p>	<p>Our approach to addressing the matter included the following procedures, among others:</p> <ul style="list-style-type: none"> • Evaluated management’s assessment of impairment indicators; • Assessed the appropriateness of the two identified CGUs; • Tested the reasonableness of the expected future gold prices, growth rates, gross margins, profit margins and capital expenditures used in the value-in-use calculation and that the assumptions used are appropriate taking into consideration the CGUs’ current and past performance and production capacity; • With the assistance of a valuation specialist: <ul style="list-style-type: none"> ○ Evaluated the appropriateness of the valuation methodology used; ○ Tested the mathematical accuracy of the valuation calculations performed in determining the value in use;

expected growth rate, discount rate and capital expenditures.

We considered this a key audit matter due to the significant management estimates and judgments required in determining the recoverable amount of each of the two CGUs. Auditing these estimates requires a high degree of subjectivity in applying audit procedures and in evaluating the results of those procedures. This resulted in an increased extent of audit effort, including the involvement of a valuation specialist.

- Evaluated the reasonableness of the valuation assumptions applied including the gold prices and discount rate; and
- Performed sensitivity analysis when reasonable possible changes to the key assumptions are made.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an

audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Otto Ehinger.



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

December 5, 2025



Newlox Gold Ventures Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Notes	March 31, 2025	March 31, 2024
		\$	\$
ASSETS			
Current assets			
Cash		127,631	283,982
Inventory	6	11,446	28,464
Prepaid expenses	7	9,116	78,350
		148,193	390,796
Non-current assets			
Deferred tax asset	18	1,087,488	276,739
Property, plant, and equipment	8	6,811,024	7,453,860
Right of use assets	12	36,146	43,236
		7,934,658	7,773,835
Total Assets		8,082,851	8,164,631
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	10	1,440,463	226,279
Gold purchase option	14	755,000	500,000
Income tax payable	18	1,940,838	1,472,831
Due to related parties	19	1,046,542	424,571
Convertible debentures	11	4,223,713	1,812,855
Lease liabilities	13	11,191	9,661
Deferred revenue	15	-	13,485
		9,417,747	4,459,682
Non-current liabilities			
Convertible debentures – long-term	11	223,124	1,820,000
Lease liabilities – long-term	13	30,837	39,252
		253,961	1,859,252
Total liabilities		9,671,708	6,318,934
Shareholders' Equity (Deficiency)			
Share capital	16	15,345,485	15,256,235
Contributed surplus	16	1,750,968	1,750,688
Equity component of convertible debentures	16	1,167,950	1,135,159
Foreign currency translation reserve		1,970,008	1,593,996
Accumulated deficit		(21,823,268)	(17,890,381)
		(1,588,857)	1,845,697
Total Liabilities and Shareholders' Equity (Deficiency)		8,082,851	8,164,631

Nature of operations and going concern (Note 1)

Subsequent events (Note 25)

Approved on behalf of the Board:

“Alex Mackay”

Director

“Jeffrey Benavides”

Director

Newlox Gold Ventures Corp.

Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

	Notes	For the years ended March 31,	
		2025	2024
		\$	\$
Revenues	17	1,299,312	2,793,545
Cost of sales	6,8	(1,073,820)	(1,393,514)
Gross profit		225,492	1,400,031
EXPENSES			
Advertising and promotion		53,960	75,779
Amortization expense	12	30,097	29,724
Consulting fees	19	633,486	468,542
Depreciation	8	1,282,407	985,256
Management fees	19	425,886	366,820
Marketing		126,000	48,735
Office		71,553	77,320
Professional fees		323,490	290,497
Royalty payment		164,137	469,085
Share-based compensation		-	244,220
Telephone		2,850	4,086
Transfer agent		40,636	44,772
Travel		27,777	84,328
		3,182,279	3,189,164
Loss before other items		(2,956,787)	(1,789,133)
Interest expense	11,13	(619,660)	(375,025)
Tax penalties		-	(22,838)
Accretion expense	11	(311,022)	(219,426)
Gain (loss) on debt settlement	11,16	38,250	(714,708)
Loss on gold purchase option	14	(255,000)	(23,757)
Other income - sale of gross royalty	15	13,485	65,482
Foreign exchange expense		(11,237)	(2,292)
Net cost of gold forward sale	14	(45,591)	(96,226)
Impairment of investment in joint venture	9	(344,398)	-
Write-off of GST receivable		(43,668)	(172,509)
Impairment loss on Colombian investment	24	-	(648,434)
		(1,578,841)	(2,209,733)
Net loss before taxes		(4,535,628)	(3,998,866)
Current income tax expense	18	(180,430)	(228,377)
Deferred income tax recovery	18	783,171	23,380
Net loss		(3,932,887)	(4,203,863)
Other comprehensive income (loss)			
Items that may be reclassified to profit or loss			
Foreign currency translation adjustment		(376,012)	(297,862)
Comprehensive loss		(3,556,875)	(3,906,001)
Basic and diluted loss per share		(0.03)	(0.03)
Weighted average number of shares outstanding –			
Basic and diluted		155,472,635	149,633,947



Newlox Gold Ventures Corp.

Consolidated Statements of Changes in Shareholders' Equity (Deficiency)

For the Years Ended March 31, 2025 and 2024
(Expressed in Canadian Dollars)

	Number of shares	Amount \$	Contributed surplus \$	Equity component of debentures \$	Obligation to issue shares	Foreign currency translation reserve \$	Deficit \$	Total \$
Balance, March 31, 2023	147,166,457	14,097,080	1,017,859	343,555	24,000	1,296,134	(13,686,518)	3,092,110
Shares issued for cash	2,750,000	385,000	165,000	-	-	-	-	550,000
Shares issued on conversion of convertible debentures	3,940,000	583,680	-	(52,126)	-	-	-	531,554
Shares issued on conversion of debenture interest	793,163	118,975	-	-	-	-	-	118,975
Shares issued on exercise of options	650,000	71,500	(32,500)	-	(24,000)	-	-	15,000
Share issuance costs	-	-	-	-	-	-	-	-
Share based compensation - options granted	-	-	244,220	-	-	-	-	244,220
Issuance of convertible debentures	-	-	24,818	293,402	-	-	-	318,220
Extinguishment of convertible debentures	-	-	331,291	550,328	-	-	-	881,619
Net and comprehensive loss	-	-	-	-	-	297,862	(4,203,863)	(3,906,001)
Balance, March 31, 2024	155,299,620	15,256,235	1,750,688	1,135,159	-	1,593,996	(17,890,381)	1,845,697
Shares issued for debt	850,000	89,250	-	-	-	-	-	89,250
Issuance of convertible debentures	-	-	280	32,791	-	-	-	33,071
Net and comprehensive loss	-	-	-	-	-	376,012	(3,932,887)	(3,556,875)
Balance, March 31, 2025	156,149,620	15,345,485	1,750,968	1,167,950	-	1,970,008	(21,823,268)	(1,588,857)

The accompanying notes are an integral part of these consolidated financial statements.



Newlox Gold Ventures Corp.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Notes	For the years ended March 31,	
		2025	2024
		\$	\$
Operating Activities			
Net loss for the year		(3,932,887)	(4,203,863)
Items not affecting cash:			
Amortization expense		30,097	29,724
Depreciation	8	1,390,241	1,145,846
Share based compensation		-	244,220
Interest expense		619,661	375,025
Penalties	18	-	22,838
Accretion expense	11	311,022	219,426
Gain (loss) on gold purchase option	14	255,000	23,757
Impairment of investment in joint venture	9	344,398	-
Write-off of GST receivable		43,668	172,509
Gain on settlement of debt		(38,250)	-
Impairment loss on Colombian investment	24	-	648,434
Gain on extinguishment of convertible debentures	11	-	714,708
Deferred tax asset	24	(783,171)	(23,380)
Changes in non-cash working capital:			
GST receivable		(43,668)	(65,728)
Inventory	6	18,839	4,713
Income taxes payable	18	180,430	228,377
Accounts payable and accrued liabilities	10	937,977	42,656
Due to related parties	19	611,222	274,656
Deferred revenue	15	(13,485)	(65,482)
Prepaid expenses	7	69,488	(11,208)
Cash provided by (used in) operating activities		582	(222,772)
Investing Activities			
Acquisition of property, plant, and equipment	8	(231,975)	(1,974,030)
Cash paid to acquire Colombian investments	24	-	(648,434)
Cash used in investing activities		(231,975)	(2,622,464)
Financing Activities			
Shares issued for cash, net of issuance costs	16	-	550,000
Interest payment	11	(98,750)	(108,448)
Payments for leased assets	13	(35,084)	(35,655)
Proceeds from convertible debentures	11	224,500	2,120,000
Finders' fees paid on convertible debt		(1,758)	(106,580)
Proceeds from options exercised	16	-	15,000
Cash provided by financing activities		88,908	2,434,317
Effect of foreign exchange on cash		(13,866)	(3,933)
Change in cash during the year		(156,351)	(414,852)
Cash, beginning of year		283,982	698,834
Cash, end of year		127,631	283,982
Supplemental information (Note 23)			

NEWLOX GOLD VENTURES CORP.

Notes to the Consolidated Financial Statements
For years ended March 31, 2025 and 2024
(Expressed in Canadian Dollars, unless otherwise noted)



NOTE 1 – NATURE OF OPERATIONS AND GOING CONCERN

Newlox Gold Ventures Corp. (the “Company” or “Newlox”) was incorporated on April 7, 2011. The Company is an environmental reclamation and mineral recovery company and is in the business of undertaking projects for the purpose of operating tailings remediation and gold recovery in Costa Rica. The Company’s common shares are traded on the Canadian Securities Exchange (the “CSE”) under the symbol “LUX”.

The head office, principal address, and records office of the Company are located at 355 Burrard Street, 10th Floor, Vancouver, BC V6C 2G8, Canada.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. To date, the Company has incurred losses and may incur further losses in the development of its business. During the year ended March 31, 2025, the Company incurred a net loss of \$3,932,887 and as at March 31, 2025, the Company’s current liabilities exceeded its current assets by \$9,269,554 and it had an accumulated deficit of \$21,823,268.

The Company’s ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to raise financing and generate profits and positive cash flows from operations in order to cover its operating costs. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

From time to time, the Company generates working capital to fund its operations by raising additional capital through equity or debt financing. However, there is no assurance it will be able to continue to do so in the future. These consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements. Such adjustments could be material.

NOTE 2 – BASIS OF PRESENTATION

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”). These consolidated financial statements were approved and authorised for issue by the Board of Directors on December 5, 2025.

b) Basis of preparation

These consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. These consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is also the Company’s functional currency.

c) Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and the entity controlled by the Company. Control exists when the Company has power over an investee, exposure or rights, to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the Company returns.

Details of the controlled entity are as follows:

Entity	Country of Incorporation	Holding	Functional Currency
Oro Roca, S.A.	Costa Rica	100%	Costa Rican Colones

Intercompany balances and transactions are eliminated on consolidation.

NOTE 3 – MATERIAL ACCOUNTING POLICIES

Foreign currency

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the parent company. The subsidiary determines its own functional currency and items included in the financial statements are measured using that functional currency. Transactions in currencies other than the functional currency of an entity are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary assets and liabilities are translated using the period-end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities stated at fair value are translated using the historical rates on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

Where applicable, the functional currency of an entity is translated into the presentation currency using the period-end rates for assets and liabilities while the operations and cash flows are translated using average rates of exchange. Exchange adjustments arising when net assets and profit or loss are translated into the presentation currency are taken into a separate component of equity and reported in other comprehensive income or loss.

Foreign currency translation

Judgment is required to determine the functional currency of the Company and its subsidiary. The Company determined that the functional currency of its subsidiary is the Costa Rican Colones as this is the currency that most faithfully represents the economic effects of its underlying transactions, events and conditions.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation is recognised to write off the cost of the property and equipment less their residual values over their useful lives using the straight-line method at various rates. The estimated useful lives, residual values, and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation rates:

Vehicles	5 years
Office furniture and equipment	3 years
Computer equipment and software	3 years
Processing facilities	5 years
Equipment	5 years
Assets under construction	-

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Inventory

Inventory consist of mineral inventories, including stockpiled ore, gold in-circuit inventory, gold doré inventory and supplies. Inventory is valued at the lower of weighted average cost and estimated net realizable value. Cost includes all direct costs incurred in production including direct labour and materials, freight, depreciation and amortization and directly attributable overhead costs. Net realizable value is calculated as the estimated price at the time of sale based on prevailing and future metal prices less estimated future production costs to convert the inventories into saleable form. Any write-downs of inventory to net realizable value are recorded as cost of sales.

If there is a subsequent increase in the value of inventory, the previous write-downs to net realizable value are reversed to the extent that the related inventory has not been sold. Stockpiled ore inventory represents unprocessed ore that has been extracted from tailings. Gold in-circuit inventory represents material that is currently being processed to extract the contained gold into a saleable form. Gold doré inventory is saleable gold in the form of doré bars that have been poured. Supply inventories include consumables required in the processing activities. Costs added to stockpiled ore inventory are valued based on current tailings cost per ounce incurred up to the point of stockpiling the ore and are removed at the weighted average cost per ounce. Stockpiled ore tonnage and

NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

head grades are verified by periodic surveys and physical counts. Gold in-circuit inventory includes precipitates, inventories in tanks and in the milling process.

Finished goods inventory includes metals in their final stage of production prior to sale, including primarily doré and dried concentrates and finished goods in-transit.

Cost of sales includes, mining contractor cost, direct labour costs, depletion and depreciation for processing facilities and applicable production overheads, based on normal operating capacity.

Impairment of property, plant and equipment

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. Individual assets are grouped together as a cash generating unit for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are independent of other group assets. If any such indication of impairment exists, the Company makes an estimate of its recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. Where the carrying amount of a cash-generating unit exceeds its recoverable amount, the cash generating unit is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are adjusted for the risks specific to the cash generating unit and are discounted to their present value with a discount rate that reflects the current market indicators. Where an impairment loss subsequently reverses, the carrying amount of the cash-generating unit is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognized as income immediately.

Right of use assets and lease liabilities

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The lease liability is initially measured at present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which case the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise of the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs.

Investment in associates

Associates are entities over which the Company has significant influence, but not control. Significant influence is generally presumed to exist where the Company has between 20 percent and 50 percent of the voting rights, but can also arise where the Company holds less than 20 percent of the voting rights, but it has power to be actively involved and influential in policy decisions affecting the entity. The Company accounts for its investment in associates and joint ventures using the equity method.

Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's shares of profit or loss of the associate. The Company's share of income or loss of associates is recognized in the consolidated statement of loss and comprehensive loss prior to the date that it became an investment entity.

Dilution gains and losses arising from changes in interests in investments in associates where significant influence is retained are recognized in the consolidated statements of loss.

At each reporting date, the Company determines whether there is any objective evidence that the investment in the associate is impaired or if previously recorded impairment should be reversed. If impairment is determined to exist, the amount of the impairment is recognized in the consolidated statement of loss and comprehensive loss. The amount of impairment is calculated as the difference between the recoverable amount of the investment in the associate and its carrying value.

If objective evidence of reversal exists, the reversal is recognized in net income in the period the reversal occurs and is limited by the carrying value that would have been determined, from the application of equity accounting method, had no impairment charge been recognized in prior periods.



NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

Convertible debentures

Compound financial instruments comprised of convertible debt that can be converted to share capital at a fixed price, at the option of the holder or the Company, depending on the contract. The liability component of a compound financial instrument is recognized initially at the fair value which is equal to the net present value of future cash flows applying an interest rate at the date of issue of a similar liability that does not have an equity convertible option. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method.

The equity component of a compound financial instrument is not remeasured subsequent to initial recognition. Interest, losses and gains relating to the financial liability are recognized in the consolidated statements of loss and comprehensive loss.

Loss per share

Basic loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding on a diluted basis. The weighted average number of shares outstanding on a diluted basis takes into account the additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding equity instruments were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting period.

Income taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax

Current income tax assets and/or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the consolidated financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full. Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income. Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority. Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

Financial Instruments

Recognition and classification

The Company recognized a financial asset or financial liability on the consolidated statement of financial position when it becomes party to the contractual provisions of the financial instrument. The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics.

NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

	IFRS 9
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Gold purchase option	FVTPL
Due to related parties	Amortized cost
Convertible debentures	Amortized cost

Measurement

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss and comprehensive loss in the period in which they arise.

Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company’s own credit risk will be recognized in other comprehensive income.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses.

The Company shall recognize in the consolidated statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss and comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

Fair value of warrants

The Company measures the fair value of warrants issued from financings using the residual method and the fair value of warrants issued for brokers using the Black–Scholes Option Pricing Model.

When broker warrants are issued, the fair value is recorded in the contributed surplus, with the corresponding entry to share capital. When broker warrants are exercised, their fair value is removed from the contributed surplus account and recorded as share capital.

Revenue recognition

Revenue from contracts with customers is recognized when control of the asset sold is transferred to customers and the Company satisfies its performance obligation. Revenue is allocated to each performance obligation. The Company considers the terms of the contract in determining the transfer price. The transaction price is based upon the amount the Company expects to receive in exchange for the transferring of the assets. In determining whether the Company has satisfied a performance obligation, it considers the indicators of the transfer of control, which include, but are not limited to, whether: the Company has a present right to payment; the customer has legal title to the asset; the Company has transferred physical possession of the asset to the customer; and the customer has the significant risks and rewards of ownership of the asset. This generally occurs when the assets are loaded on the trucks arranged by the customer at the Company's milling facilities. In cases where the Company is responsible for the costs of shipping and certain other services after the date on which the control of the assets transferred to the customer, these other services are considered separate performance obligations and thus a portion of revenue earned under the contract is allocated and recognized as these performance obligations are satisfied.

The Company sells its gold ore pursuant to sales contracts entered into by the buyer of the products. Revenue consists of proceeds received and expected to be received for the Company's principal products, gold and silver. Revenue is recognized when the title passes to the buyer and when collectability is reasonably assured. Title passes to the buyer upon delivery of the product to the buyer. Pricing of the sales is determined based on the Kitco spot price on the day of the sale less an agreed upon fixed discount rate.

Deferred revenue

Deferred revenue, also known as unearned revenue, refers to advance payments the Company receives for products or services that are to be delivered or performed in the future. The Company records the prepayment as deferred revenue, a liability, on its consolidated statements of financial position.

Deferred revenue is a liability because it reflects revenue that has not been earned and represents products or services that are owed to a customer. As the product or service is delivered over time, it is recognized proportionally as revenue on the consolidated statements of loss and comprehensive loss.

Share-based compensation

From time to time, the Company grants stock options to employees and non-employees. An individual is classified as an employee, versus a non-employee, when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The fair value of stock options, measured using the Black-Scholes Option Pricing Model at the date of grant, is charged to the consolidated statement of loss and comprehensive loss over the vesting period. Performance vesting conditions and forfeitures are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Where the terms and conditions of options are modified before they vest, any increase in the fair value of the options, measured immediately before and after the modification, is also charged to the consolidated statement of loss and comprehensive loss over the remaining vesting period.

NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

Share based payments to non-employees are recorded in the consolidated statement of loss and comprehensive loss at the fair value of the goods or services received, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for a share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations. All equity-settled share-based payments are recorded in equity reserves until exercised. Upon exercise, shares are issued from treasury and the amount previously recorded in equity reserves is reclassified to share capital along with any consideration paid.

NOTE 4 – SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the application of the Company's material accounting policies which are described in Note 3, management is required to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognised in the consolidated financial statements are described below:

Impairment of assets

An impairment loss is recognised for the amount by which the assets or cash-generating unit's carrying amount exceeds its recoverable amount. Judgment is required to determine if indicators of impairment exist. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. In addition, when determining the applicable discount rate, estimation is involved in determining the appropriate adjustments to market risk and asset-specific risk factors. These assumptions relate to future events and circumstances. Actual results may vary and may cause significant adjustments to the Company's assets within the next financial year.

Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at each reporting date, based on the expected utility of these assets to the Company. The useful lives of these assets may be shortened due to future technological developments, or physical wear and tear. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought by changes in the factors mentioned above.

Deferred tax assets

Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilise recognised deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realise the net deferred tax assets recorded at the reporting date could be impacted.

NOTE 4 – SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (Continued)

Going concern

Management's assessment that the Company will be able to execute its strategy and fund future working capital requirements to continue as a going concern requires significant judgment.

Share-based compensation

In estimating the fair value of options using the Black-Scholes Option Pricing Model, management is required to make certain assumptions and estimates such as the expected life of options, volatility of the Company's future share price, risk-free rate, future dividend yields and estimated forfeitures at the initial grant date. Changes in assumptions used to estimate fair value could result in materially different results.

Gold purchase option

The Company's gold purchase option is a derivative liability classified under Level 3 of the fair value hierarchy. The derivative is measured at fair value through profit and loss. Fair value is measured at each reporting period using unobservable inputs. See Note 14 for more details.

NOTE 5 – ACCOUNTING STANDARDS ADOPTED

New and amended IFRS standards that are effective for the current year

In the current year, the Company has applied the below amendments to IFRS Accounting Standards as issued by the IASB that were effective for annual periods that begin on or after April 1, 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

Lack of Exchangeability (Amendments to IAS 21)

The amendments clarify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. In addition, the amendments require the disclosure of information that enables users of financial statements to understand the impact of a currency not being exchangeable. The amendments were applied effective April 1, 2024 and did not have a material impact on the Company's consolidated financial statements.

Future Changes in Accounting Policies Not Yet Effective in the Current Period

At the date of authorization of these consolidated financial statements, the Company has not applied the following new and revised IFRS Accounting Standards that have been issued but are not yet effective. Management does not expect that the adoption of the Standards listed below will have a material impact on the consolidated financial statements of the Company in future periods, except if indicated.

Presentation and Disclosure in Financial Statements (Amendment to IFRS 18)

In April 2024, the IASB released IFRS 18 Presentation and Disclosure in Financial Statements. IFRS 18 replaces IAS 1 Presentation of Financial Statements while carrying forward many of the requirements in IAS 1. IFRS 18 introduces new requirements to: i) present specified categories and defined subtotals in the statement of earnings, ii) provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements, iii) improve aggregation and disaggregation. Some of the requirements in IAS 1 are moved to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and IFRS 7 Financial Instruments: Disclosures. The IASB also made minor amendments to IAS 7 Statement of Cash Flows and IAS 33 Earnings per Share in connection with the new standard. IFRS 18 requires retrospective application with specific transition provisions.

The amendments are effective for annual reporting periods beginning on or after January 1, 2027, although earlier application is permitted. The Company is currently evaluating the impact of IFRS 18 on the Company's consolidated financial statements.

Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)

The amendments provide guidance on the derecognition of a financial liability settled through electronic transfer, as well as the classification of financial assets for:



NOTE 5 – ACCOUNTING STANDARDS ADOPTED (Continued)

- Contractual terms consistent with a basic lending arrangement;
- Assets with non-recourse features;
- Contractually linked instruments.

Additionally, the amendments introduce new disclosure requirements related to investments in equity instruments designated at fair value through other comprehensive income (“FVTOCI”), and additional disclosures for financial instruments with contingent features.

These amendments are effective for annual reporting periods beginning on or after January 1, 2026, although earlier application is permitted. The Company is currently evaluating the impact of these amendments.

NOTE 6 – INVENTORY

Inventories consist primarily of raw materials and are presented at the lower of weighted average cost or net realizable value.

	March 31, 2025	March 31, 2024
Raw materials - chemicals	\$ 11,446	\$ 28,464
Total inventory	\$ 11,446	\$ 28,464

During the year ended March 31, 2025, the Company sold inventory with a value of \$1,073,820 (2024 - \$1,393,514) which are included in cost of sales.

NOTE 7 – PREPAID EXPENSES

	March 31, 2025	March 31, 2024
Prepaid consulting	\$ 5,269	\$ 67,776
Deposits	3,847	10,574
	\$ 9,116	\$ 78,350

NEWLOX GOLD VENTURES CORP.

Notes to the Consolidated Financial Statements
For the years ended March 31, 2025 and 2024
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NOTE 8 – PROPERTY, PLANT AND EQUIPMENT

	Vehicles	Office Furniture and Equipment	Computer Equipment and Software	Processing Facilities	Equipment	Assets under Construction	Total
	\$	\$	\$	\$	\$	\$	\$
Cost							
Balance, March 31, 2023	94,685	12,446	11,019	807,707	3,769,385	3,042,373	7,737,615
Additions	-	260	219	-	1,908,407	65,144	1,974,030
Foreign currency translation	4,232	596	527	37,776	281,234	145,874	470,239
Balance, March 31, 2024	98,917	13,302	11,765	845,483	5,959,026	3,253,391	10,181,884
Additions	-	-	885	-	206,900	24,190	231,975
Foreign currency translation	2,504	940	841	59,807	423,639	230,383	718,114
Balance, March 31, 2025	101,421	14,242	13,491	905,290	6,589,565	3,507,964	11,131,973
Accumulated Depreciation							
Balance, March 31, 2023	55,326	6,717	9,059	491,867	888,512	-	1,451,481
Depreciation	12,334	2,564	1,376	160,590	968,982	-	1,145,846
Foreign currency translation	3,070	455	499	31,835	94,838	-	130,697
Balance, March 31, 2024	70,730	9,736	10,934	684,292	1,952,332	-	2,728,024
Depreciation	13,895	2,411	1,021	108,936	1,278,182	-	1,404,445
Foreign currency translation	509	688	774	48,406	138,103	-	188,480
Balance, March 31, 2025	85,134	12,835	12,729	841,634	3,368,617	-	4,320,949
Net Book Value							
Balance, March 31, 2024	28,187	3,566	831	161,191	4,006,694	3,253,391	7,453,860
Balance, March 31, 2025	16,287	1,407	762	63,656	3,220,948	3,507,964	6,811,024

During the year ended March 31, 2025, \$108,936 (March 31, 2024 - \$160,590) in depreciation for processing facilities are included in cost of sales.

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NOTE 9 – INVESTMENT IN JOINT VENTURE

On June 6, 2020, the Company entered into a contractual agreement with Sindicato Nacional De Mineros (“ANAMI”) for the creation of a Boston Joint Venture (“JV”) corporation for joint administration of the exploration, exploitation and sale of precious mineral materials of the Boston Mine located in Costa Rica. The Company is in process of building a recovery facility for the JV. As at March 31, 2025, the Company has \$3,507,964 in assets under construction (Note 8). ANAMI and the Company retains a 50% interest in the JV respectively, and upon commencement of operations will be accounted for under the equity method. As at March 31, 2025, the JV is inactive and has \$Nil assets and liabilities.

The carrying value of the assets under construction as of March 31, 2025 was \$3,507,964 (March 31, 2024 - \$3,253,391).

The Company has identified indicators that it may not be able to recover the value of advances to ANAMI. As such the Company expensed the advancements of \$344,398 during the year end of March 31, 2025. The Company valued the investment in the Joint Venture in the amount of \$nil as at March 31, 2025 and 2024.

NOTE 10 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31, 2025	March 31, 2024
Trade payables	1,279,991	\$ 71,856
Accrued liabilities	120,000	100,000
Royalty payable	40,472	54,423
	1,440,463	\$ 226,279

Included in accounts payable and accrued liabilities is the amount of \$510,992 (2024 - \$nil) related to loans payable to related parties. These loans are collateralized by a first charge over equipment of the subsidiary and operating agreements. The Company has also provided a general security agreement to the lenders.

NOTE 11 – CONVERTIBLE DEBENTURES

During the year ended March 31, 2021, the Company closed its unsecured non-brokered Convertible Debenture Financing (the “Offering”) for proceeds of \$4,060,500. The debentures mature in two year and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the “Conversion Price”) from the closing date until the day before maturity. The Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price on maturity, which was extended as noted below. As part of the Offering, the Company has issued 27,070,001 warrants. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$179,112 in finder’s fees related to the offerings and 902,879 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances. On December 8, 2023, the Company extended the maturity date of all outstanding convertible debentures by one year (“Series I” and “Series II”). This extension was granted to those holders of the convertible debentures who consented to the extension. The amount of convertible debentures subject to the extension was finalized on December 18, 2023. Of the original \$1,111,500 of the December 18, 2020 issuance (Series I), \$1,111,500 participated in the maturity extension to December 18, 2024. Of the original \$1,016,000 of the December 30, 2020 issuance (Series II), \$996,500 participated in the maturity extension to December 30, 2024. The extension of the debentures was accounted for as an extinguishment and a reissue of the new debt resulting in a loss of \$714,708 on extinguishment.

NEWLOX GOLD VENTURES CORP.

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NOTE 11 – CONVERTIBLE DEBENTURES (Continued)

On November 29, 2023, the Company closed its unsecured non-brokered Convertible Debenture Financing (the “Offering”) for proceeds of \$785,000 (“Series III”). The debentures mature in two years and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the “Conversion Price”) from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.

As part of the Offering, the Company issued 5,233,332 warrants. Each entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$33,120 in finder’s fees and issued 220,800 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$669,142 with the residual amount of \$115,858 being allocated to equity. The Company allocated \$9,483 of the equity portion to contributed surplus related to the detachable warrants. The detachable warrants were valued using the Black-Scholes Option Pricing Model, using the following assumptions: expected life – 2 years, volatility – 86.25%, discount rate - 0.20%.

On December 22, 2023, the Company closed its unsecured non-brokered Convertible Debenture Financing (the “Offering”) for proceeds of \$367,500 (Series IV). The debentures mature in two year and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the “Conversion Price”) from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.

As part of the Offering, the Company issued 2,450,000 warrants. Each entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$12,720 in finder’s fees and issued 84,800 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$313,261 with the residual amount of \$54,239 being allocated to equity. The Company allocated \$3,505 of the equity portion to contributed surplus related to the detachable warrants. The detachable warrants were valued using the Black-Scholes Option Pricing Model, using the following assumptions: expected life – 2 years, volatility – 85.02%, discount rate - 0.20%.

On January 31, 2024, the Company closed its unsecured non-brokered Convertible Debenture Financing (the “Offering”) for proceeds of \$403,500 (Series V). The debentures mature in two years and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the “Conversion Price”) from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.

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NOTE 11 – CONVERTIBLE DEBENTURES (Continued)

As part of the Offering, the Company issued 2,690,000 warrants. Each entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$16,080 in finder's fees and issued 107,200 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$343,947 with the residual amount of \$59,553 being allocated to equity. The Company allocated \$3,610 of the equity portion to contributed surplus related to the detachable warrants. The detachable warrants were valued using the Black-Scholes Option Pricing Model, using the following assumptions: expected life – 2 years, volatility – 85.52%, discount rate - 0.20%.

On February 28, 2024, the Company closed its unsecured non-brokered Convertible Debenture Financing (the "Offering") for proceeds of \$564,000 (Series VI). The debentures mature in two years and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the "Conversion Price") from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.

As part of the Offering, the Company issued 3,760,000 warrants. Each entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$44,660 in finder's fees and issued 330,800 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$480,864 with the residual amount of \$83,136 being allocated to equity. The Company allocated \$8,666 of the equity portion to contributed surplus related to the detachable warrants. The detachable warrants were valued using the Black-Scholes Option Pricing Model, using the following assumptions: expected life – 2 years, volatility – 84.71%, discount rate - 0.20%.

On April 30, 2024, the Company closed its unsecured non-brokered Convertible Debenture Financing (the "Offering") for proceeds of \$71,500 (Series VII). The debentures mature in two years and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the "Conversion Price") from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.

As part of the Offering, the Company issued 488,400 warrants. Each entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$1,760 in finder's fees and issued 11,733 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$60,961 with the residual amount of \$10,539 being allocated to equity. The warrants were valued using the Black-Scholes Option Pricing Model, using the following assumptions: expected life – 2 years, volatility – 84.71%, discount rate - 0.20%.

On June 3, 2024, the Company closed its unsecured non-brokered Convertible Debenture Financing (the "Offering") for proceeds of \$153,000 (Series VII). The debentures mature in two year and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the "Conversion Price") from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.



NOTE 11 – CONVERTIBLE DEBENTURES (Continued)

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$130,447 with the residual amount of \$22,553 being allocated to equity.

The continuity of the convertible debentures as at March 31, 2024 is as follows:

	Series I	Series II	Series III	Series IV	Series V	Series VI	Total
Balance, March 31, 2023	\$1,340,327	\$1,030,763	\$-	\$-	\$-	\$-	\$2,371,090
Issuance	-	-	785,000	367,500	403,500	564,000	2,120,000
Equity Portion	-	-	(114,860)	(54,239)	(59,477)	(83,136)	(311,712)
Fair value of warrants	(151,939)	(179,352)	-	-	-	-	(331,291)
Finders' Fees	-	-	(36,289)	(13,477)	(16,787)	(45,465)	(112,018)
Interest Expense	130,943	100,174	21,573	10,169	4,167	4,945	271,971
Interest Payments	(69,150)	(39,298)	-	-	-	-	(108,448)
Accretion expense	102,253	81,169	19,156	8,471	3,566	4,811	219,426
Conversion of principal	(270,433)	(18,523)	(120,963)	-	(121,649)	-	(531,568)
Conversion of interest	(69,150)	(49,825)	-	-	-	-	(118,975)
Conversion option on extensions	(298,579)	(251,749)	-	-	-	-	(550,328)
Loss on extinguishment	365,645	349,063	-	-	-	-	714,708
Balance, March 31, 2024	\$1,079,917	\$1,022,422	\$553,617	\$318,424	\$213,320	\$445,155	\$3,632,855

The continuity of the convertible debentures as at March 31, 2025 is as follows:

	Series I \$	Series II \$	Series III \$	Series IV \$	Series V \$	Series VI \$	Series VII \$	Series VIII \$	Total \$
Balance, March 31, 2024	1,079,917	1,022,422	553,617	318,424	213,320	445,155	-	-	3,632,855
Issuance	-	-	-	-	-	-	71,500	153,000	224,500
Equity Portion	-	-	-	-	-	-	(10,539)	(22,553)	(33,092)
Fair value of warrants	-	-	-	-	-	-	(239)	-	(239)
Finders' Fees	-	-	-	-	-	-	(1,500)	-	(1,500)
Interest Expense	111,150	99,650	63,500	36,750	25,350	56,400	6,582	12,659	412,041
Interest Payments	(64,375)	-	(31,750)	(1,575)	(1,050)	-	-	-	(98,750)
Accretion expense	61,660	58,095	60,163	32,994	23,085	60,811	5,348	8,866	311,022
Balance, March 31, 2025	1,188,352	1,180,167	645,530	386,593	260,705	562,366	71,152	151,972	4,446,837

The long-term portion of the convertible debenture amounted to \$223,124 as at March 31, 2025, reflecting the principal balance of Series VII and Series VIII convertible debentures, which have maturity dates of April 30, 2026 and June 3, 2026, respectively.

NOTE 12 – RIGHT OF USE ASSETS

During the year ended March 31, 2023, the Company executed a lease agreement for Costa Rican office space, with a lease term of 1 year, which was renewed for a year during the year ended March 31, 2025.

During the year ended March 31, 2021, the Company executed lease agreements on land and a camp site in Costa Rica, with a lease term of 5 years.



NOTE 12 – RIGHT OF USE ASSETS (Continued)

The continuity of the fair value of the right-of-use assets as at March 31, 2025 is as follows:

	Land Lease	Camp Lease	Costa Rica Office	Canada Office	Total
Balance March 31, 2023	\$20,462	\$13,458	\$16,577	\$2,583	\$53,080
Additions	-	-	18,017	-	18,017
Amortization	(2,769)	(5,723)	(18,649)	(2,583)	(29,724)
Foreign currency translation	806	316	741	-	1,863
Balance March 31, 2024	\$18,499	\$8,051	\$16,686	-	\$43,236
Additions	-	-	20,052	-	20,052
Amortization	(3,096)	(6,399)	(20,602)	-	(30,097)
Foreign currency translation	1,277	503	1,175	-	2,955
Balance March 31, 2025	16,680	\$ 2,155	17,311	-	\$36,146

NOTE 13 – LEASE LIABILITIES

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate of 12%. Lease liabilities are subsequently measured at amortized cost using the effective interest rate method.

At March 31, 2025 and March 31, 2024, the Company's lease obligation related to its offices, camp, and land leases is as follows:

	Land Lease	Camp Lease	Costa Rica Office	Canada Office	Total
Balance March 31, 2023	\$22,455	\$15,599	\$17,676	\$3,152	\$58,882
Additions	-	-	18,017	-	18,017
Payments	(4,583)	(7,638)	(20,234)	(3,200)	(35,655)
Interest expense	2,565	1,529	1,203	48	5,345
Foreign currency translation	939	393	992	-	2,324
Balance March 31, 2024	\$21,376	\$9,883	\$17,654	-	\$48,913
Additions	-	-	20,146	-	20,146
Payments	(5,124)	(8,541)	(21,419)	-	(35,084)
Interest expense	2,582	843	1,154	-	4,579
Foreign currency translation	1,486	621	1,367	-	3,474
Balance March 31, 2025	\$20,320	\$2,806	\$18,902	-	\$42,028

At March 31, 2025, the Company is committed to minimum lease payments as follows:

	March 31, 2025	March 31, 2024
Maturity analysis – contractual undiscounted cash flows		
Less than one year	\$33,250	\$31,470
One to five years	22,433	26,860
More than five years	-	1,611
Total undiscounted lease liabilities	\$55,683	\$59,941
Interest	(13,655)	(11,028)
Lease liabilities included in the consolidated statement of financial position	42,028	48,913
Current	11,191	9,661
Non-current	30,837	39,252



NOTE 14 – GOLD PURCHASE OPTION

On January 22, 2019, the Company entered into a gold purchase option agreement for consideration of US\$5,000, whereby the investor has the option to acquire up to 675 ounces of gold at a price of US\$1,000 per ounce for a period of 120 months commencing on the date that recovered gold exceeds 80 troy ounces a month. The Company can repay the balance in gold or the cash equivalent. The cash settlement shall be at the KITCO spot price (the “spot price”) one day prior to the payment due date but not less than US\$1,500 per ounce.

The investor may exercise the option in monthly tranches which may not exceed 20% of the Company’s monthly gold recovery less the amount of gold delivered as per the Company’s existing royalty agreement. The option agreement shall expire on the earlier of its full satisfaction or 120 months from the date monthly gold recovery exceeds 80 troy ounces.

During the year ended March 31, 2025, the Company received one purchase order, which was settled during the year ended March 31, 2025. During the year ended March 31, 2025, the Company incurred \$45,591 (2024 – \$96,226) in expenditures related to this agreement.

The gold purchase option is a derivative liability as the repayment amount is determined by the spot price of gold. The amount recorded for this derivative is based on the transaction price, being the total net proceeds received, as the fair value would be determined using unobservable inputs. As such, the derivative liability would be classified as Level 3 of the fair value hierarchy.

The key unobservable inputs that were used in the estimation of the derivative liability are as follows:

- 1) The expected recovery of gold exceeding 20 troy ounces a month.
- 2) The expected price of gold exceeding US\$3,000 per ounce.
- 3) The discount rate used to bring the amounts to present value.

The resulting value of the derivative instrument would differ significantly based on changes in the underlying assumptions used, potentially having a material future impact on the Company’s consolidated financial statements. The significant inputs used in the fair value measurement categorized within Level 3 of the fair value hierarchy at March 31, 2025, and resulting changes in profit or loss from modifying these inputs, are shown below:

Description	Input	Sensitivity	March 31, 2025
Gold purchase option	Gold recovery amount	10%	20,698
Gold purchase option	Gold price	10%	(48,297)
Gold purchase option	Discount rate	10%	(12,465)

During the year ended March 31, 2025, there were no transfers into or out of Level 1, 2 or 3 in the fair value hierarchy.

As at March 31, 2025, the gold purchase option was valued at \$755,000 (2024 - \$500,000). During the year ended March 31, 2025, a loss in the amount of \$255,000 (2024 – \$23,757) was recognized on the consolidated statements of loss as a result of the revaluation of this derivative liability.

NOTE 15 – REVENUE SHARING AGREEMENT

On July 17, 2017, the Company entered into a Revenue Sharing Agreement (the “Transaction”) with an investor. Amended on December 24, 2018, the Company and the investor agreed to an amendment where the royalty is increased to 18% until the investor has received royalties totaling US\$1,025,000. After which, the investor will hold a 10.5% (0.5% increase) gross royalty on the first processing plant for the life of the project. The royalty balance US\$1,025,000 was reached in June 2023. From this date forward royalty payments have been made at the reduced rate of 10.5%. The investor was also granted a 5% gross revenue royalty on all other processing plants, current and future, developed by the Company and its subsidiaries, which are not subject to an active gross revenue royalty. The investor was offered a right of first refusal to fund the Company’s future projects. As consideration, the investor agreed to pay the Company a total of US\$950,000. As security for the Company’s obligations under the Transaction, the Company granted the investor a fixed assignment, transfer, mortgage, charge and security interest over the Company’s assets.

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NOTE 15 – REVENUE SHARING AGREEMENT (Continued)

On April 17, 2019, the Company, closed its “Series Two” Revenue Participation, and three investors purchased a 3% Gross Revenue Royalty on the Company’s first processing plant until the investors have received payments totalling the amount invested (the “Gross Revenue Royalty”), after which, the investors will hold a 2% gross revenue royalty on the first processing plant for the life of the project (the “Enduring Royalty”). The Company has also granted the investors a priority right to fund the Company’s future projects through a similar mechanism, to be adjusted in relation to the financing needs. In the event the investor elects not to fund one or more of the Company’s future projects, the Company will be free to pursue funding from other parties for those projects and investors will hold a 1% base royalty the project. The original amount invested of US\$250,000, was fully repaid during February 2024, and after this date royalty payments continued at the reduced rate.

In relation to the revenue sharing agreements, as at March 31, 2025 the Company had a balance of \$nil in deferred revenue (2024 – \$13,485) and recognized in other income \$13,485 (2024 – \$65,482).

NOTE 16 – SHARE CAPITAL

a) Authorized Capital

The Company is authorised to issue an unlimited number of common shares without par value.

b) Issued and Outstanding Common Shares

i) Shares Issued during the year ended March 31, 2025

During the year ended March 31, 2025, the Company issued 850,000 common shares for the settlement of \$127,500 of debt. The fair value of the common shares issued amounted to \$89,250 based on the market price of \$0.105 per share on the date of settlement. Accordingly, the Company recognized a gain on settlement in the amount of \$38,250.

ii) Shares Issued during the year ended March 31, 2024

During the year ended March 31, 2024, the Company issued 2,750,000 shares for cash, at a price of \$0.20 per Unit. Each Unit comprises one common share and one common share purchase warrant. Each Warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.25 for 2 years from the closing of the Offering. The fair value of the warrants issued of \$165,000 was allocated to contributed surplus using the residual method.

During the year ended March 31, 2024, the Company issued 650,000 shares on exercise of options for proceeds of \$39,000 of which \$24,000 had been classified in obligations to issue shares as of March 31, 2023 and \$15,000 received in 2024. As a result, \$32,500 was reclassified from contributed surplus to share capital on exercise of the options.

During the year ended March 31, 2024, the Company issued 3,940,000 shares for conversion of \$583,680 principal of convertible debenture. In connection with these conversions, \$52,126 was reclassified from the equity component of the debentures to share capital.

During the year ended March 31, 2024, the Company issued 793,163 shares on the conversion of \$118,975 interest on the convertible debentures.



NOTE 16 – SHARE CAPITAL (Continued)

c) Stock Options

Under the terms of the Company’s 2017 Stock Option Plan (the “Plan”), the maximum number of shares reserved for issuance under the Plan is 10% of the issued shares on a rolling basis. Options may be exercisable over periods of up to five years as determined by the Board of Directors of the Company and the exercise price shall not be less than the Discounted Market Price on the award date, subject to regulatory approval. All stock options granted are non-assignable.

The following weighted average assumptions were used in estimating the fair value of stock options granted using the Black-Scholes Option Pricing Model:

	March 31, 2024
Exercise price	\$0.15
Volatility	153.63%
Risk free interest rate	4.57%
Expected dividend yield	0%
Forfeiture rate	0%

There were no stock options issued during the year ended March 31, 2025.

The continuity of stock options for the year ended March 31, 2025 is as follows:

Expiry Date	Exercise Price	March 31, 2024	Issued	Expired	March 31, 2025
September 28, 2024	\$0.13	3,300,000	-	3,300,000	-
January 20, 2025	\$0.24	250,000	-	250,000	-
July 3, 2025	\$0.06	1,166,666	-	-	1,166,666
November 9, 2025	\$0.15	3,052,980	-	-	3,052,980
September 28, 2027	\$0.20	6,500,000	-	-	6,500,000
		14,269,646	-	3,550,000	10,719,646

The continuity of stock options for the year ended March 31, 2024 is as follows:

Expiry Date	Exercise Price	March 31, 2023	Issued	Exercised	Expired	March 31, 2024
April 5, 2023	\$0.23	300,000	-	-	300,000	-
June 17, 2023	\$0.23	200,000	-	-	200,000	-
July 3, 2023	\$0.06	566,961	-	-	566,961	-
October 10, 2023	\$0.265	1,000,000	-	-	1,000,000	-
September 28, 2024	\$0.13	3,550,000	-	-	250,000	3,300,000
January 20, 2025	\$0.24	250,000	-	-	-	250,000
July 3, 2025	\$0.06	1,416,666	-	250,000	-	1,166,666
November 9, 2025	\$0.15	-	3,052,980	-	-	3,052,980
September 28, 2027	\$0.20	6,500,000	-	-	-	6,500,000
		13,783,627	3,052,980	250,000	2,316,961	14,269,646



NOTE 16 – SHARE CAPITAL (Continued)

As at March 31, 2025, the Company has the following options outstanding and exercisable:

Expiry Date	Exercise Price	Remaining Life (years)	Options Outstanding
July 3, 2025	\$0.06	0.26	1,166,666
November 9, 2025	\$0.15	0.61	3,052,980
September 28, 2027	\$0.20	2.50	6,500,000
			10,719,646

d) Share Purchase Warrants

The continuity of warrants outstanding and exercisable as of March 31, 2025, is as follows:

Expiry Date	Exercise Price	March 31, 2024	Issued	Expired	March 31, 2025
December 18, 2024	\$0.25	14,069,613	-	14,069,613	-
December 31, 2024	\$0.25	6,954,266	-	6,954,266	-
November 27, 2025	\$0.25	2,750,000	-	-	2,750,000
November 29, 2025	\$0.25	5,454,132	-	-	5,454,132
December 22, 2025	\$0.25	2,534,800	-	-	2,534,800
January 31, 2026	\$0.25	2,797,200	-	-	2,797,200
February 29, 2026	\$0.25	4,060,800	-	-	4,060,800
April 30, 2026	\$0.25	-	488,400	-	488,400
February 29, 2026	\$0.25	-	1,020,000	-	1,020,000
		38,620,811	1,508,400	21,023,879	19,105,332

The continuity of warrants for the year ended March 31, 2024, is as follows:

Expiry Date	Exercise Price	March 31, 2023	Issued	Expired	March 31, 2024
December 18, 2024	\$0.25	14,069,613	-	-	14,069,613
December 31, 2024	\$0.25	6,954,266	-	-	6,954,266
November 27, 2025	\$0.25	-	2,750,000	-	2,750,000
November 29, 2025	\$0.25	-	5,454,132	-	5,454,132
December 22, 2025	\$0.25	-	2,534,800	-	2,534,800
January 31, 2026	\$0.25	-	2,797,200	-	2,797,200
February 29, 2026	\$0.25	-	4,060,800	-	4,060,800
		21,023,879	17,596,932	-	38,620,811

On December 18, 2023, the Company extended the warrant expiration dates by one year. 14,069,613 warrants (359,613 broker warrants) had their expiry date extended to December 18, 2024 and 6,954,266 warrants (344,266 broker warrants) had their expiry moved to December 31, 2024. These expired during the year ended March 31, 2025



NOTE 16 – SHARE CAPITAL (Continued)

The following weighted average assumptions were used in estimating the incremental fair value of the broker warrants using the Black-Scholes Option Pricing Model:

	March 31, 2025	March 31, 2024
Exercise price	\$0.25	\$0.25
Volatility	120.08%	80.53%
Risk free interest rate	4.34%	3.66%
Expected dividend yield	0%	0%
Forfeiture rate	0%	0%

The outstanding warrants have a weighted average remaining life of 0.79 years.

NOTE 17 – REVENUES

Revenues from sale of gold doré, including by-products, are recorded net of smelting and refining costs.

During the year ended March 31, 2025, the Company recognized \$1,299,312 (2024 – \$2,793,545) in revenue with two customers. The customers accounted for 7% and 93% (2024 – 62% and 38%) of revenue respectively.

NOTE 18 – INCOME TAXES

The Company is subject to income taxes in Canada and Costa Rica. The statutory income tax rates were 27% in Canada, and 30% in Costa Rica. A reconciliation of the expected income taxes is as follows:

	2025	2024
Net loss before tax	\$ (4,535,628)	\$ (3,998,866)
Expected income tax recovery at combined Canadian statutory rate	(1,225,000)	(1,080,000)
Permanent differences	103,000	259,000
Financing fees	7,000	(17,000)
Change in unrecognized deferred tax assets	495,000	366,000
Other items	18,000	677,000
Current income tax expense	180,430	228,377
Deferred income tax recovery	(783,171)	(23,380)

The following table summarizes the components of deferred tax:

	March 31, 2025	March 31, 2024
Non-capital losses	\$ 3,498,000	\$ 2,377,000
Capital losses	147,000	147,000
Share issue costs	11,000	18,000
Property, plant and equipment	515,000	286,000
Convertible debt	47,000	80,000
Unrecognized deferred tax assets	(3,131,000)	(2,632,000)
Recognized deferred tax assets	1,087,000	276,000

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**NOTE 18 – INCOME TAXES (Continued)**

As at March 31, 2025, the Company had approximately \$10,778,000 of Canadian non-capital loss carry forwards available to reduce taxable income for future years. The non-capital losses expire between 2036 and 2045. At March 31, 2025, the Company had capital losses of \$543,000 which may be carried forward indefinitely and offset toward future capital gains. Per Costa Rican Income Tax Law, tax loss carry forwards are only available to industrial and agricultural companies. Industrial companies may carry forward initial operating start-up losses five years with any losses incurred after the first five years only being carried forward three years. As of March 31, 2025, the Company had unutilized Costa Rican tax losses carried forward balance of \$1,961,000 and had estimated current taxes payable of \$1,940,838 (2024 - \$1,472,831). Tax attributes are subject to review, and potential adjustment by tax authorities.

NOTE 19 – RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiary, which are related parties of the Company, have been eliminated on consolidation and are not disclosed. Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in the consolidated financial statements are described as follows.

As at March 31, 2025 and March 31, 2024, the Company has the following amounts owing to related parties that are non-interest bearing, unsecured, and have no specified terms of repayment.

	March 31, 2025	March 31, 2024
	\$	\$
Due to a family member of the Company's President	489,190	168,163
Due to (from) a director and officer for management fees	355,951	109,067
Due to two directors for management fees	11,250	-
Due to a director and officer for management fees and advances to the Company	190,151	147,341
Due to Related Parties	1,046,542	424,571

The convertible debenture holders participated in the unsecured non-brokered Convertible Debenture Financing converting part of this debt. As at March 31, 2025 and March 31, 2024, the balances owed (principal and interest) are as follows:

	March 31, 2025	March 31, 2024
	\$	\$
Due to a family member of the Company's President	137,774	120,899
Due to directors and officers	137,774	120,899
Due to a director (also an officer) for management fees and advances to the Company	141,441	124,791
Debentures	416,989	366,589

For the year ended March 31, 2025, \$33,600 (2024 - \$33,600) of interest was expensed in relation to convertible debentures held by related parties.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the CEO, CFO and the members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the years ended March 31, 2025 and 2024 were as follows:

	March 31, 2025	March 31, 2024
	\$	\$
Management fees to directors and officers	421,995	366,820
Consulting fees to a family member of the Company's President	305,715	264,673
	727,710	631,493



NOTE 20 – FINANCIAL INSTRUMENTS

The financial instruments at March 31, 2025 include cash, accounts payable and accrued liabilities, gold purchase option, due to related parties and convertible debentures. The carrying values of these financial assets and liabilities approximate their fair values due to their short-term nature.

IFRS 13 Fair Value Measurement establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

- Level 1 - quoted prices in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., from derived prices); and
- Level 3 - inputs for the asset or liability that are not based upon observable market data.

The fair value of cash is based on Level 1 inputs. Derivative liabilities are measured at fair value using Level 3 inputs. See Note 14 for more details.

Financial assets included in the consolidated statement of financial position are as follows:

	Level in fair value hierarchy	March 31, 2025	March 31, 2024
FVTPL:			
Cash	Level 1	\$ 127,631	\$ 283,982
		\$ 127,631	\$ 283,982

Financial liabilities included in the consolidated statement of financial positions are as follows:

	Level in fair value hierarchy	March 31, 2025	March 31, 2024
FVTPL:			
Gold purchase option	Level 3	\$ 755,000	\$ 500,000
Amortized cost:			
Accounts payable and accrued liabilities		1,440,463	226,279
Due to related parties		1,046,542	424,571
Convertible debentures		4,446,837	3,632,855
		6,933,842	4,283,705

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in Note 3. The Company's risk management is coordinated at its head office in Canada in close co-operation with the board of directors and focuses on actively securing the Company's short to medium-term cash flows and raising finances for the Company's capital expenditure program.

The Company does not actively engage in the trading of financial assets for speculative purposes.

The most significant financial risks to which the Company is exposed are described below.

a) Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not hedge its exposure to fluctuations in the related foreign exchange rates. The Company's exposure to currency risk is currently considered insignificant. At March 31, 2025, a 10% fluctuation in foreign exchange rate would affect net loss by approximately \$8,898.

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NOTE 20 – FINANCIAL INSTRUMENTS (Continued)

b) Commodity price risk

The Company's revenues, earnings, and cash flows are directly related to the volume and price of previous metals sold and are sensitive to changes in market prices over which it has little or no control. See Note 14 for more information on the Company's gold purchase option sensitivity.

c) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with high-quality financial. The credit risk for cash is considered low since the counterparties are reputable banks with high-quality external credit ratings.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, that it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. There can be no assurance that the Company will be successful in generating and maintaining profitable operations or will be able to secure future debt or equity financing for its working capital and expansion activities (Note 1).

The following is an analysis of the contractual maturities of the Company's financial liabilities as at March 31, 2025:

	Within one year	Between one and five years
Accounts payable and accrued liabilities	\$ 1,440,463	\$ -
Due to related parties	1,046,542	-
Convertible debentures	4,223,713	223,124
Lease liabilities	11,191	30,837
	\$ 6,721,909	\$ 253,961

e) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interests on the Company's convertible debentures are based on fixed rates, and as such, the Company is not exposed to significant interest rate risk.

NOTE 21 – CAPITAL MANAGEMENT

The Company manages its shareholder's equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and expansion of its business and to maintain a flexible capital structure which optimises the costs of capital at an acceptable risk level.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. To maintain or adjust its capital structure, the Company may attempt to issue new shares or debt, dispose of assets, or adjust the amount of cash and cash equivalents. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

The Company has no externally imposed capital requirements and has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future. There were no changes in the Company's approach to capital management during the year ended March 31, 2025.

NOTE 22 – SEGMENT REPORTING

At March 31, 2025, the Company operates in one operating segment, the operating tailings reclamation and gold recovery in Costa Rica. All of the Company's property, plant and equipment are located in Costa Rica. All revenue recognized during the years ended March 31, 2025 and 2024 was earned in Costa Rica.



NOTE 23 – SUPPLEMENTAL CASH FLOW INFORMATION

	For the years ended March 31,	
	2025	2024
	\$	\$
Interest paid	98,750	108,448
Non-cash investing and financing activities:		
Fair value of shares issued on conversion of debt	89,250	279,891

NOTE 24 – INVESTMENTS

On November 20, 2023, the Company announced it signed an agreement to acquire 100% of the Antioquia Community Coexistence Project (the “Coexistence Project”) in San Roque, Department of Antioquia, Colombia for a total of US\$1.5 million to be paid in installments. The Coexistence Project will follow the coexistence model for relations with artisanal mining, which was spearheaded by Dr. Marcello Veiga and embraced by the Colombian Government and local stakeholders. The Project will provide local small miners access to modern mineral processing options through a partnership with the Company.

As part of the agreement, Newlox Gold’s Coexistence Project will be the exclusive processing facility for all feedstock mined from the Gramalote artisanal mines over an initial term of 21 years, with an automatic renewal of the agreement occurring when the underlying mineral concessions are renewed. The Company intends to initially construct a 500 to 1,000-tonne-per-day processing plant to service the needs of local miners and anticipates that future demand may grow well beyond this level.

During the year ended March 31, 2025, the Company terminated the agreement.

NOTE 25 – SUBSEQUENT EVENTS

- On April 3, 2025, the Company issued 15,144,293 common shares in connection with the redemption of the principal and accrued interest of the series I and Series II convertible debentures;
- On April 14, 2025, the Company issued 666,666 common shares for the conversion of a principal amount of \$100,000 of Series III convertible debentures at the request of the holder;
- On May 8, 2025, the Company closed an unsecured non-brokered convertible debenture financing for proceeds of \$249,600. The debentures mature two years from the date of issue, bear interest at 15% per annum, with interest payable semi-annually. Principle and accrued interest are convertible at the option of the debenture holder at a conversion price of \$0.12 per unit. In connection with the issuance of the debentures, the Company issued 2,080,000 share purchase warrants, exercisable for a period of 36 months from closing, at an exercise price of \$0.12 per share.
- On May 9, 2025, the Company issued 840,000 common shares for the conversion of a principal amount of \$126,000 of Series VII convertible debentures at the request of the holder;
- On June 18, 2025, the Company issued 7,625,000 common shares for the settlement of \$1,099,120 of accrued debt and short-term non-interest bearing loans owing to officers, directors and consultants of the Company;
- On July 24, 2025, the Company issued an aggregate of 31,018,857 units at a price of \$0.07 per unit for gross proceeds of \$2,171,320, of which directors and officers subscribed for an aggregate of 9,500,000 Units. Each Unit consists of one common share in the capital of the Company and one common share purchase warrant, exercisable at \$0.12 per common share, expiring July 28, 2028. Pursuant to this offering, Newlox paid a finders’ fee consisting of a cash commission of \$27,241 and 778,314 non-transferable broker warrants. Each broker warrant entitles the holder thereof to purchase one unit of the Company at the price of \$0.07 per compensation unit at any time;

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(Expressed in Canadian Dollars, unless otherwise noted)



NOTE 25 – SUBSEQUENT EVENTS (continued)

- On September 26, 2025, the Company issued an aggregate of 8,884,284, units at a price of \$0.07 per unit for gross proceeds of \$621,900. Each unit consists of one common share in the capital of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share of the Company at a price of \$0.12 per share, expiring September 26, 2028. Pursuant to this offering, the Company paid a finders' fee consisting of an aggregate cash commission of \$16,520 and 472,000 non-transferable broker warrants. Each broker warrant entitles the holders thereof to purchase one unit of the Company at the price of \$0.07 per compensation unit at any time until September 26, 2028. Each Compensation Unit is comprised of one common share in the capital of the Company and one common share purchase warrant (each a "Compensation Unit Warrant"). Each Compensation Unit Warrant shall entitle the holder thereof to purchase one common share in the capital of the Company (each a "Compensation Warrant Share") at a price of \$0.12 per compensation warrant share at any time until September 26, 2028.



NEWLOX GOLD VENTURES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended March 31, 2025

Prepared as at December 5, 2025

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2025 and 2024



This Management's Discussion and Analysis ("MD&A") of Newlox Gold Ventures Corp. (the "Company" or "Newlox") has been prepared by management to assist the reader to assess material changes in the financial condition and results of operations of the Company as at March 31, 2025. This MD&A should be read in conjunction with the Audited Consolidated Financial Statements of the Company for the years ended March 31, 2025 and 2024. The Audited Consolidated Financial Statements have been prepared using accounting policies consistent with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The financial statements are presented in Canadian Dollars. The functional currency of the parent is the Canadian Dollar, and the functional currency of the subsidiary is Costa Rican Colones.

The effective date of this MD&A is December 5, 2025

This MD&A contains "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company, including but not limited to statements with respect to the Company's plans or future financial or operating performance, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of assets, success of activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits, ability to generate sufficient revenue to fund expansion and dividend programs and future outcome of legal and tax matters.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate", "believe", "estimate", "expect", "budget", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

The statements reflect the current beliefs of the management of the Company and are based on the currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include but are not limited to risks related to international operations; risks related to general economic conditions and credit availability; uncertainty related to the resolution of legal disputes and lawsuits; actual results of current activities and unanticipated reclamation expenses; fluctuations in prices of gold and other commodities; fluctuations in foreign currency exchange rates; increases in market prices of consumables; possible variations in access to feedstock, grade or recovery rates; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; changes in national and local government regulation of operations, tax rules and regulations, and political and economic developments in countries in which the Company operates; as well as other factors. Additional information relating to the Company and its operations is available on SEDAR+ at sedarplus.ca and on the Company's website at newloxgold.com.

Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Management believes that the assumptions and expectations reflected in such forward-looking statements are reasonable. Assumptions have been made regarding, among other things: the Company's ability to carry on and expand its artisanal tailings reclamation activities, including construction; the timely receipt of required approvals, including the approvals required for expansion in new jurisdictions; the price of silver, gold and other metals; the Company's ability to operate in a safe, efficient and effective manner; prices for key processing supplies, including labour costs and consumables, remaining consistent with the Company's current expectations; reclamation and metal recovery meeting expectations and being consistent with estimates; plant, equipment and processes operating as anticipated; there being no material variations in the current tax and regulatory environment; the exchange rates among the Canadian dollar, the Costa Rican Colón, and the United States dollar remaining consistent with current levels; the Company's ability to obtain financing as and when required and on reasonable terms. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions, which may have been used.

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Although management has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except as, and to the extent required by, applicable securities laws.

This MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of the Company. All financial amounts are expressed in Canadian Dollars unless otherwise indicated.

OVERALL PERFORMANCE

Newlox Gold Ventures Corp. ("Newlox" or the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on April 7, 2011. The Company's office is located at 355 Burrard Street, 10th Floor, Vancouver, BC V6C 2G8, Canada. Newlox Gold is an environmental remediation and precious metals recovery company pursuing business opportunities in Latin America with its shares listed on the Canadian Securities Exchange ("the CSE") under the symbol LUX and is quoted in Germany on the Frankfurt stock exchange under the symbol NGO.

The Company closed on its agreement to acquire all shares of Oro Roca S.A., a private Costa Rican company, on April 14th, 2014. The Company is ramping-up two precious metals recovery plants in Costa Rica. The Company's first plant is a tailings remediation plant providing environmental services while recovering residual gold and silver from historical tailings. Newlox Gold's second processing plant is focused on providing modern and efficient processing options to local miners which displace damaging artisanal processing methods while providing economic benefits to all stakeholders.

The Company has established agreements with local artisanal mining cooperatives and individuals in Costa Rica to supply tailings originating from artisanal mining and freshly mined materials, which are the feedstock for Newlox's reclamation and processing operations. Because the Costa Rican Government has legalized local miners in the area of Newlox's operations, the Company is able to partner with these formalized mining groups to implement its unique coexistence model for socially and environmentally positive gold production. These agreements should provide the Company with a steady supply of feedstock while established relationships with local and offshore jewellery manufacturers and refiners should allow the Company to sell precious metals at competitive market prices. Precious metals buyers are abundant in Latin America and around the world, therefore, management does not anticipate facing difficulty in the sale of the Company's products.

The longer-term objective of Newlox Gold Ventures Corp is to significantly expand its business model in Latin America and establish a dividend paying enterprise, which will allow its shareholders to participate in its equity value growth and potential to share in profits, all the while contributing to an environmental clean-up effort and setting a high standard of social responsibility. Management believes that the expansion of Newlox Gold's environmentally and socially positive business model will deliver economic benefits to shareholders and other stakeholders while contributing to a healthier planet.

ORO ROCA PROCESSING PLANT

Newlox Gold Ventures Corp's wholly owned subsidiary, Oro Roca S.A., has identified artisanal tailings material for reprocessing and reclamation using a processing technology designed in partnership with the Company's technical advisors at the Norman B. Keevil Institute of Mining Engineering at the University of British Columbia (UBC).

The Company commissioned extensive lab testing on artisanal tailings samples collected in Costa Rica at UBC and other independent analytical laboratories. Initial results identified processing methods particularly suited to the Company's needs and recommended follow-up research to design a process to maximise the recovery of precious metals and deleterious materials present in the tailings originating from the historical processing by artisanal miners.

An optimization study was instrumental in the design of Newlox's first processing facility. The optimisation study found that changes to the process flow sheet and reagents could deliver meaningful increases in process efficiency, exceeding their goal of 90% recovery in laboratory conditions.

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Using the data generated from testing at UBC and having applied tailor-made processing systems at the Company's two processing units in Costa Rica, Newlox Gold's operations team have reported gold recovery rates of up to 93% while optimizing reagent use and other operational metrics. Management's intention over the coming year is to focus on Plant 1 and Plant 2 productivity and efficiency.

James A. Turner, P. Geo is the Qualified Person for the Company and reviews all technical disclosures.

SELECTED ANNUAL INFORMATION

The following selected financial data with respect to the Company's financial condition and results of operations has been derived from the audited financial statements of the Company for the years ended March 31, 2025, 2024, and 2023, as applicable.

The selected financial data should be read in conjunction with those financial statements and the notes thereto.

	2025	2024	2023
Year ended March 31,			
Revenues	\$1,299,312	\$2,793,545	\$3,472,106
Gross profit	\$225,492	\$1,400,031	\$2,618,892
Total operating expenses	\$3,182,279	\$ 3,189,164	\$3,930,701
Net loss	(\$ 3,932,887)	(\$ 4,203,863)	(\$2,567,411)
Comprehensive loss	(\$3,556,875)	(\$3,906,001)	(\$1,199,373)
Basic and diluted loss per share	(\$0.03)	(\$0.03)	(\$0.02)
Weighted average number outstanding	155,472,635	149,633,947	143,892,709

	2025	2024	2023
As at March 31,			
Cash	\$127,631	\$283,982	\$698,834
Current assets	\$ 148,193	\$ 390,796	\$904,539
Total assets	\$8,082,851	\$8,164,631	\$7,484,563
Total liabilities	\$ 9,671,708	\$ 6,318,934	\$ 4,392,453
Shareholders' equity (deficiency)	(\$ 1,588,857)	\$ 1,845,697	\$3,092,110

RESULTS OF OPERATIONS

For the year ended March 31, 2025

During the year ended March 31, 2025, the Company reported a loss of \$3,932,887 (2024 – \$4,203,863). The significant components of which were as follows:

- Revenue decreased to \$1,299,312 (2024 – \$2,793,545) primarily due to limitations in available working capital resulting from the suspension in trading, which significantly restricted operating capacity.
- Cost of sales decreased to \$1,073,820 (2024 – \$1,393,514) due to reduced production levels, consistent with the decline in revenue noted above.
- Consulting fees increased to \$633,486 (2024 – \$468,542) as the Company continued to retain key consulting services to support management. The corporate strategy consultant assisted with business and financial planning, identifying potential investors and partners, advising on strategic initiatives, and supporting implementation of the Company's business and marketing plan. These services have become increasingly important as the Company transitions from research and development into full operations, and the consultant's work was instrumental in advancing the Company's strategic objectives.
- Depreciation increased to \$1,282,407 (2024 – \$985,256) due to the acquisition of new fixed assets during the year.

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- Management fees increased to \$425,886 (2024 – \$366,820) as the Company focused on retaining experienced management personnel to oversee operations, financial planning, compliance, and technical activities - functions that remain critical to ongoing success.
- Professional fees increased to \$323,490 (2024 – \$290,497) due primarily to additional accounting, audit, and legal fees associated with the suspension in trading.
- Royalty payments decreased to \$164,137 (2024 – \$469,085) as a result of lower sales during the year and overall reduced royalty payments as a result of a cumulative royalty payments made in the prior year.
- Interest expense increased to \$619,660 (2024 – \$375,025) due to the issuance of new debentures and interest on outstanding Costa Rica taxes.
- Accretion expense increased to \$311,022 (2024 – \$219,426) due to the issuance of additional debentures.
- Loss on gold purchase option increased to \$255,000 (2024 – \$23,757) due to the updated fair valuation obtained during the year.
- Impairment of investment in joint venture increased to \$344,398 (2024 – \$Nil) following management's revised investment strategy and reassessment of recoverable value.

Three months ended March 31, 2025

During the three months ended March 31, 2025, the Company reported a net loss of \$1,242,476 (2024 - \$2,691,064). The significant components of which were as follows:

- Revenue decreased to \$235,973 (2024 – \$394,898) due to limited working capital arising from the suspension in trading, which restricted production activity throughout the year.
- Cost of sales decreased to \$270,682 (2024 – \$357,578) as a result of reduced production volumes, consistent with the decline in revenue.
- Consulting fees increased to \$187,567 (2024 – \$67,612) reflecting the Company's continued reliance on key consulting services to support management. These services included business and financial planning, support in identifying potential partners and investors, strategic advisory work, and assistance in implementing the operational and marketing plans. As the Company moves further into operational status, these services have become increasingly important and contributed meaningfully to progress during the year.
- Depreciation decreased to \$335,947 (2024 – \$503,345) during the year as a result of certain assets being fully-depreciated in the current year along with reduced additions as compared to prior year.
- Management fees increased to \$140,576 (2024 – \$100,241) as the Company prioritized retaining capable management personnel responsible for operations, financial oversight, regulatory compliance, and technical supervision.
- Marketing expenses increased to \$126,000 (2024 – \$48,735) due to efforts to enhance the Company's visibility and investor outreach following the lifting of the suspension in trading.
- Interest expense increased to \$274,190 (2024 – \$185,494) as a result of the issuance of new debentures during the year and increase in interest of the Costa Rican taxes outstanding.
- Impairment of investment in joint venture was \$344,398 (2024 – \$Nil) consistent with the Company's revised investment strategy and the resulting reassessment of recoverable value.

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**SUMMARY OF QUARTERLY RESULTS**

	March 31, 2025	For the three months ended		
		December 31, 2024	September 30, 2024	June 30, 2024
	\$	\$	\$	\$
Revenues	235,973	188,431	395,527	479,381
Gross profit	(34,709)	(7,294)	139,812	127,683
Net income (loss)	(1,242,476)	(1,011,000)	(845,068)	(843,343)
Comprehensive income (loss)	(1,130,678)	(530,462)	(873,506)	(1,022,229)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)

	March 31, 2024	For the three months ended		
		December 31, 2023	September 30, 2023	June 30, 2023
	\$	\$	\$	\$
Revenues	394,898	526,132	662,763	1,209,752
Gross profit	37,320	161,437	240,753	960,521
Net income (loss)	(2,691,064)	(1,052,988)	(532,103)	72,292
Comprehensive loss	(2,369,733)	(741,424)	(310,011)	(484,833)
Basic and diluted loss per share	(0.00)	0.00	0.00	0.00

During the last eight quarters, the Company's net income (loss) has ranged between (\$2,691,064) and \$72,292. The Company's loss position has increased primarily due to reduced revenue earned from operations, increases in interest expense, gold purchase option valuations, along with the impairment of its investment in joint venture. During the year ended March 31, 2024, the Company had share-based compensation expenses due to granting additional options.

LIQUIDITY AND CAPITAL RESOURCES**Overview and Capital Structure**

As at March 31, 2025, the Company has financed its operations and met its capital requirements primarily through the issuance of capital stock by way of private placements and convertible debenture financing. As at March 31, 2025, the Company had cash of \$127,631 representing a decrease of \$156,351 compared with cash of \$283,982 at March 31, 2024. The Company also had a working capital deficiency of \$9,269,554. The Company's working capital, along with future capital raises, is anticipated to be sufficient to cover expenditures for the next twelve months. The Company cannot be certain, however, that it will be able to raise capital through the issuance of equity to continue operations or that additional financing will be available on terms acceptable to the Company in the future. The Company's future capital requirements will depend on many factors, including, among others, the ability to produce commercial quantities of concentrate and sell below cost. Should the Company wish to pursue current and future business opportunities, additional funding will be required.

To the extent that the Company continues to incur losses and its resources are insufficient to fund the Company until profitability is reached, the Company may need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. If adequate funds are not available, the Company may be required to delay expenditures or acquisitions.

The Company's ability to generate sufficient amounts of cash and cash equivalents, in both the short and long term, to maintain operations and meet planned development activities depends on several key factors: (i) ramping up production at its two processing plants in Costa Rica to commercial scale; (ii) generating positive cash flow from operations; (iii) continued access to capital markets through equity financings and convertible debenture offerings; and (iv) securing and maintaining supply agreements in Costa Rica.

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Sources of Funding

The Company's primary sources of funding include:

- Private placements of common shares. The Company's ability to access equity markets was significantly restricted during fiscal 2025 due to the cease trade order issued by the British Columbia Securities Commission;
- Convertible debentures: Unsecured non-brokered convertible debenture financings bearing interest at rates ranging from 10% to 15% per annum;
Exercise of warrants and options: Proceeds from the exercise of outstanding share purchase warrants and stock options by holders, though this source is dependent on market conditions and the trading price of the Company's common shares.
Debt settlement through equity: Conversion of debt obligations into common shares, which reduces the Company's cash debt burden.

Circumstances That Could Affect Liquidity

The following circumstances could reasonably affect the Company's sources of funding and liquidity position:

- Precious metals price volatility: The Company's revenues and cash flows are directly dependent on gold prices. Significant declines in precious metals prices would materially reduce revenues and could impact the Company's ability to generate positive operating cash flow. The Company's operations are particularly sensitive to gold price fluctuations as gold represents the primary revenue source.
- Regulatory and compliance matters: The Company's ability to access capital markets is dependent on maintaining regulatory compliance and timely filing of financial statements. The cease trade order issued in fiscal 2025 (subsequently lifted in March 2025) significantly impaired the Company's ability to raise capital when needed, resulting in working capital constraints that limited operational capacity.
- Operational performance: The Company's cash generation depends on successfully ramping up production to commercial scale at both processing plants, maintaining high recovery rates (targeting 90-93% gold recovery).
- Market conditions: Adverse changes in equity and debt markets could limit the Company's ability to raise capital through financings. The Company is subject to significant market volatility and investor sentiment toward the gold sector.
- Foreign operations: The Company's operations are conducted entirely in Costa Rica through its wholly-owned subsidiary Oro Roca S.A. Changes in Costa Rican regulations, permitting requirements, tax policies, or political conditions could impact operations. Additionally, the Company is exposed to foreign exchange risk as its functional currency (Costa Rican Colones for the subsidiary) differs from its reporting currency (Canadian Dollars).
- Supply chain and input costs: Significant increases in the costs of key processing supplies, consumables, or labor could negatively impact margins and cash generation.
- Economic downturns: General economic conditions and recessions could affect demand for precious metals and reduce prices, impacting the Company's revenue and ability to raise capital.

Trends and Expected Fluctuations in Liquidity

The Company expects the following trends or fluctuations in its liquidity over the next 12 months:

- Production ramp-up: Management anticipates that Plant 1 and Plant 2 will continue ramping up toward full-scale commercial operations, which should result in increasing revenues and improving operating cash flow. However, the ramp-up period will require working capital to fund operations before positive cash flow is achieved.
- Financing activities: Once trading is resumed and the cease trade order lifted, the Company expects to complete equity financings to address the working capital deficiency and fund operations. The timing and quantum of these financings will significantly impact liquidity.

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- Debt conversions: The Company expects continued conversion of convertible debentures and other debt into equity, which will reduce debt service obligations and improve the Company's consolidated financial position.
- Seasonal factors: The Company's operations in Costa Rica may be affected by seasonal weather patterns, particularly during the rainy season, which could impact feedstock supply, transportation, and operational efficiency.
- Precious metals prices: Gold price fluctuations will directly impact revenues and cash generation, creating volatility in liquidity. Recent strong gold prices provide a favorable environment for the Company's operations.

The following is an analysis of the significant items and variances to our cash flows between the years ended March 31, 2025 and March 31, 2024:

For the year ended March 31,	2025	2024	Change	% Change
Cash flows from (used in) operating activities	\$582	(\$222,772)	\$604,145	271%
Cash flows used in investing activities	(\$231,975)	(\$2,622,464)	\$2,390,489	91%
Cash flows from (used in) financing activities	\$88,908	\$2,434,317	(\$2,343,651)	96%
Effect of exchange rate on cash	(\$13,866)	(\$3,933)	(\$392,482)	9,979%
Increase (decrease) in cash	(\$156,351)	(\$414,852)	\$258,501	62%

Cash Used in Operating Activities

Net cash provided by operating activities for the year ended March 31, 2025, was \$582, compared to cash used in operating activities of \$222,772 for the year ended March 31, 2024. The insignificant cash provided by cash operating activities during the year ended March 31, 2025 and the cash used in operating activities during the year ended March 31, 2024 were due to the large net losses incurred in each of 2025 and 2024, partially offset by the change in working capital and items not impacting cash.

Cash Used in Investing Activities

Net cash used in investing activities for the year ended March 31, 2025, was \$231,975, compared to \$2,622,464 for the year ended March 31, 2024. The cash used in investing activities during the year ended March 31, 2025 were related to the acquisition of property, plant, and equipment in the amount of \$231,975 in contrast to \$1,974,030 during the year ended March 31, 2024, was due to the required additions for Plant 2, which were not reoccurring in nature.

The cash paid to acquire Colombian investments amounted to \$nil during the year ended March 31, 2025 as compared to \$648,434 during the year ended March 31, 2024. The Colombian investment was impaired in the prior year, as a result, there was no reoccurring capital expenditure related to that asset.

Cash Used in Financing Activities

Net cash provided by financing activities for the year ended March 31, 2025, was \$88,908, compared to \$2,434,317 for the year ended March 31, 2024. Cash provided by financing activities related to proceeds received from the exercise of options, warrants and the issuance of convertible debentures. The significant reduction in the current period was due to the reduced proceeds from convertible debentures and shares issued for cash, net of issuance costs, as a result of the Company's inability to raise funds during the cease trade order.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

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**RELATED PARTY TRANSACTIONS**

Balances and transactions between the Company and its wholly-owned subsidiary, which are related parties of the Company, have been eliminated on consolidation and are not disclosed. Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in the consolidated financial statements, are described as follows.

The Company had the following key management personnel and related companies as of March 31, 2025:

Key management personnel	
Ryan Jackson	CEO, President, Director
1241181 B.C. Ltd.	Company controlled by Ryan Jackson
David Jackson	Related to Ryan Jackson
1045305 B.C. Ltd.	Company controlled by David Jackson
Jeffrey Benavides	CFO, Director
David Carkeek	Director
Gary MacDonald	Former CEO, Director
Jim Miller	Former Director

As at March 31, 2025 and March 31, 2024, the Company has the following amounts owing to related parties that are non-interest bearing, unsecured, and have no specified terms of repayment.

	March 31, 2025	March 31, 2024
	\$	\$
Due to a family member of the Company's President	489,190	168,163
Due to (from) a director and officer for management fees	355,951	109,067
Due to two directors for management fees	11,250	-
Due to a director and officer for management fees and advances to the Company	190,151	147,341
Due to Related Parties	1,046,542	424,571

The convertible debenture holders participated in the unsecured non-brokered Convertible Debenture Financing converting part of this debt. As at March 31, 2025 and March 31, 2024, the balances owed (principal and interest) are as follows:

	March 31, 2025	March 31, 2024
	\$	\$
Due to a family member of the Company's President	137,774	120,899
Due to directors and officers	137,774	120,899
Due to a director (also an officer) for management fees and advances to the Company	141,441	124,791
Debentures	416,989	366,589

For the year ended March 31, 2025, \$33,600 (2024 - \$33,600) of interest was expensed in relation to convertible debentures held by related parties.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the CEO, CFO and the members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the years ended March 31, 2025 and 2024 were as follows:

	March 31, 2025	March 31, 2024
	\$	\$
Management fees to directors and officers	421,995	366,820
Consulting fees to a family member of the Company's President	305,715	264,673
	727,710	631,493

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PROPOSED TRANSACTIONS

None.

ACCOUNTING POLICIES

The Company uses the same accounting policies and methods of computation as in Note 3 of the annual consolidated financial statements for the year ended March 31, 2025.

SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES, AND ASSUMPTIONS

In the application of the Company's material accounting policies which are described in Note 3 in the consolidated financial statements, management is required to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognised in the consolidated financial statements are described below:

Impairment of assets

An impairment loss is recognised for the amount by which the assets or cash-generating unit's carrying amount exceeds its recoverable amount. Judgment is required to determine if indicators of impairment exist. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. In addition, when determining the applicable discount rate, estimation is involved in determining the appropriate adjustments to market risk and asset-specific risk factors. These assumptions relate to future events and circumstances. Actual results may vary and may cause significant adjustments to the Company's assets within the next financial year.

Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at each reporting date, based on the expected utility of these assets to the Company. The useful lives of these assets may be shortened due to future technological developments, or physical wear and tear. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought by changes in the factors mentioned above.

Deferred tax assets

Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilise recognised deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realise the net deferred tax assets recorded at the reporting date could be impacted.

Going concern

Management's assessment that the Company will be able to execute its strategy and fund future working capital requirements to continue as a going concern requires significant judgment.

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Share-based compensation

In estimating the fair value of options using the Black-Scholes Option Pricing Model, management is required to make certain assumptions and estimates such as the expected life of options, volatility of the Company's future share price, risk-free rate, future dividend yields and estimated forfeitures at the initial grant date. Changes in assumptions used to estimate fair value could result in materially different results.

Gold purchase option

The Company's gold purchase option is a derivative liability classified under Level 3 of the fair value hierarchy. The derivative is measured at fair value through profit and loss. Fair value is measured at each reporting period using unobservable inputs. See Note 14 in the consolidated financial statements for more details.

ACCOUNTING STANDARDS ADOPTED

New and amended IFRS standards that are effective for the current year

In the current year, the Company has applied the below amendments to IFRS Accounting Standards as issued by the IASB that were effective for annual periods that begin on or after April 1, 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

Lack of Exchangeability (Amendments to IAS 21)

The amendments clarify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. In addition, the amendments require the disclosure of information that enables users of financial statements to understand the impact of a currency not being exchangeable. The amendments were applied effective April 1, 2024 and did not have a material impact on the Company's consolidated financial statements.

Future Changes in Accounting Policies Not Yet Effective in the Current Period

At the date of authorization of these consolidated financial statements, the Company has not applied the following new and revised IFRS Accounting Standards that have been issued but are not yet effective. Management does not expect that the adoption of the Standards listed below will have a material impact on the consolidated financial statements of the Company in future periods, except if indicated.

Presentation and Disclosure in Financial Statements (Amendment to IFRS 18)

In April 2024, the IASB released IFRS 18 Presentation and Disclosure in Financial Statements. IFRS 18 replaces IAS 1 Presentation of Financial Statements while carrying forward many of the requirements in IAS 1. IFRS 18 introduces new requirements to: i) present specified categories and defined subtotals in the statement of earnings, ii) provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements, iii) improve aggregation and disaggregation. Some of the requirements in IAS 1 are moved to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and IFRS 7 Financial Instruments: Disclosures. The IASB also made minor amendments to IAS 7 Statement of Cash Flows and IAS 33 Earnings per Share in connection with the new standard. IFRS 18 requires retrospective application with specific transition provisions.

The amendments are effective for annual reporting periods beginning on or after January 1, 2027, although earlier application is permitted. The Company is currently evaluating the impact of IFRS 18 on the Company's consolidated financial statements.

Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)

The amendments provide guidance on the derecognition of a financial liability settled through electronic transfer, as well as the classification of financial assets for:

- Contractual terms consistent with a basic lending arrangement;
- Assets with non-recourse features;
- Contractually linked instruments.

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2025 and 2024



Additionally, the amendments introduce new disclosure requirements related to investments in equity instruments designated at fair value through other comprehensive income ("FVTOCI"), and additional disclosures for financial instruments with contingent features. These amendments are effective for annual reporting periods beginning on or after January 1, 2026, although earlier application is permitted. The Company is currently evaluating the impact of these amendments.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The financial instruments as at March 31, 2025 include cash, accounts payable and accrued liabilities, gold purchase option, due to related parties and convertible debentures. The carrying values of these financial assets and liabilities approximate their fair values due to their short-term nature.

IFRS 13 Fair Value Measurement establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

- Level 1 - quoted prices in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., from derived prices); and
- Level 3 - inputs for the asset or liability that are not based upon observable market data.

The fair value of cash is based on Level 1 inputs. Derivative liabilities are measured at fair value using Level 3 inputs.

Financial assets included in the consolidated statement of financial position are as follows:

	Level in fair value hierarchy	March 31, 2025	March 31, 2024
FVTPL:			
Cash	Level 1	\$ 127,631	\$ 283,982
		\$ 127,631	\$ 283,982

Financial liabilities included in the consolidated statement of financial positions are as follows:

	Level in fair value hierarchy	March 31, 2025	March 31, 2024
FVTPL:			
Gold purchase option	Level 3	\$ 755,000	\$ 500,000
Amortized cost:			
Accounts payable and accrued liabilities		1,440,463	226,279
Due to related parties		1,046,542	424,571
Convertible debentures		4,446,837	3,632,855
		6,933,842	4,283,705

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in Note 3. The Company's risk management is coordinated at its head office in Canada in close co-operation with the board of directors and focuses on actively securing the Company's short to medium-term cash flows and raising finances for the Company's capital expenditure program.

The Company does not actively engage in the trading of financial assets for speculative purposes.

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For the Years Ended March 31, 2025 and 2024



The most significant financial risks to which the Company is exposed are described below.

a) Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not hedge its exposure to fluctuations in the related foreign exchange rates. The Company's exposure to currency risk is currently considered insignificant. At March 31, 2025, a 10% fluctuation in foreign exchange rate would affect net loss by approximately \$8,898.

b) Commodity price risk

The Company's revenues, earnings, and cash flows are directly related to the volume and price of precious metals sold and are sensitive to changes in market prices over which it has little or no control. See Note 14 for more information on the Company's gold purchase option sensitivity.

c) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with high-quality financial. The credit risk for cash is considered low since the counterparties are reputable banks with high-quality external credit ratings.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, that it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. There can be no assurance that the Company will be successful in generating and maintaining profitable operations or will be able to secure future debt or equity financing for its working capital and expansion activities (Note 1).

The following is an analysis of the contractual maturities of the Company's financial liabilities as at March 31, 2025:

	Within one year	Between one and five years
Accounts payable and accrued liabilities	\$ 1,440,463	\$ -
Due to related parties	1,046,542	-
Convertible debentures	4,223,713	223,124
Lease liabilities	11,191	30,837
	<u>\$ 6,721,909</u>	<u>\$ 253,961</u>

e) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interests on the Company's convertible debentures are based on fixed rates, and as such, the Company is not exposed to significant interest rate risk.

CAPITAL MANAGEMENT

The Company manages its shareholder's equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and expansion of its business and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk level.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. To maintain or adjust its capital structure, the Company may attempt to issue new shares or debt, dispose of assets, or adjust the amount of cash and cash equivalents. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

The Company has no externally imposed capital requirements and has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future. There were no changes in the Company's approach to capital management during the year ended March 31, 2025.

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Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2025 and 2024



OUTSTANDING SHARE DATA

a) Authorized Capital

The Company is authorized to issue an unlimited number of common shares without par value.

b) Issued and Outstanding Common Shares

i) Shares Issued during the year ended March 31, 2025

During the year ended March 31, 2025, the Company issued 850,000 common shares for the settlement of \$127,500 of debt. The fair value of the common shares issued amounted to \$89,250 based on the market price of \$0.105 per share on the date of settlement. Accordingly, the Company recognized a gain on settlement in the amount of \$38,250.

ii) Shares Issued during the year ended March 31, 2024

During the year ended March 31, 2024, the Company issued 2,750,000 shares for cash, at a price of \$0.20 per Unit. Each Unit comprises one common share and one common share purchase warrant. Each Warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.25 for 2 years from the closing of the Offering. The fair value of the warrants issued of \$165,000 was allocated to contributed surplus using the residual method.

During the year ended March 31, 2024, the Company issued 650,000 shares on exercise of options for proceeds of \$39,000 of which \$24,000 had been classified in obligations to issue shares as of March 31, 2023 and \$15,000 received in 2024. As a result, \$32,500 was reclassified from contributed surplus to share capital on exercise of the options.

During the year ended March 31, 2024, the Company issued 3,940,000 shares for conversion of \$583,680 principal of convertible debenture. In connection with these conversions, \$52,126 was reclassified from the equity component of the debentures to share capital.

During the year ended March 31, 2024, the Company issued 793,163 shares on the conversion of \$118,975 interest on the convertible debentures.

c) Share Options

Under the terms of the Company's 2017 Stock Option Plan (the "Plan"), the maximum number of shares reserved for issuance under the Plan is 10% of the issued shares on a rolling basis. Options may be exercisable over periods of up to five years as determined by the Board of Directors of the Company and the exercise price shall not be less than the Discounted Market Price on the award date, subject to regulatory approval. All stock options granted are non-assignable.

Share Purchase Warrants

As at March 31, 2025, the Company had 19,105,332 share purchase warrants outstanding with exercise prices ranging from \$0.25 to \$0.07 and expiry dates ranging from November 27, 2025 to February 29, 2026. Subsequent to year end, 43,233,455 warrants were issued and 8,204,132 warrants expired. As at the date of this MD&A, the Company has 54,134,655 warrants outstanding with exercise prices ranging from \$0.25 to \$0.07 and expiry dates ranging from December 22, 2025 to September 26, 2028.

Stock Options

As at March 31, 2025, the Company had 10,719,646 stock options outstanding with exercise prices ranging from \$0.06 to \$0.20 and expiry dates ranging from July 3, 2025 to September 28, 2027. Subsequent to year end, 4,219,646 options expired. As at the date of this MD&A, the Company has 6,500,000 stock options outstanding, all exercisable at \$0.20 per share and expiring September 28, 2027.

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SUBSEQUENT EVENTS

- On April 3, 2025, the Company issued 15,144,293 common shares in connection with the redemption of the principal and accrued interest of the series I and Series II convertible debentures;
- On April 14, 2025, the Company issued 666,666 common shares for the conversion of a principal amount of \$100,000 of Series III convertible debentures at the request of the holder;
- On May 8, 2025, the Company closed an unsecured non-brokered convertible debenture financing for proceeds of \$249,600. The debentures mature two years from the date of issue, bear interest at 15% per annum, with interest payable semi-annually. Principle and accrued interest are convertible at the option of the debenture holder at a conversion price of \$0.12 per unit. In connection with the issuance of the debentures, the Company issued 2,080,000 share purchase warrants, exercisable for a period of 36 months from closing, at an exercise price of \$0.12 per share.
- On May 9, 2025, the Company issued 840,000 common shares for the conversion of a principal amount of \$126,000 of Series VII convertible debentures at the request of the holder;
- On June 18, 2025, the Company issued 7,625,000 common shares for the settlement of \$1,099,120 of accrued debt and short-term non-interest bearing loans owing to officers, directors and consultants of the Company;
- On July 24, 2025, the Company issued an aggregate of 31,018,857 units at a price of \$0.07 per unit for gross proceeds of \$2,171,320, of which directors and officers subscribed for an aggregate of 9,500,000 Units. Each Unit consists of one common share in the capital of the Company and one common share purchase warrant, exercisable at \$0.12 per common share, expiring July 28, 2028. Pursuant to this offering, Newlox paid a finders' fee consisting of a cash commission of \$27,241 and 778,314 non-transferable broker warrants. Each broker warrant entitles the holder thereof to purchase one unit of the Company at the price of \$0.07 per compensation unit at any time;
- On September 26, 2025, the Company issued an aggregate of 8,884,284, units at a price of \$0.07 per unit for gross proceeds of \$621,900. Each unit consists of one common share in the capital of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share of the Company at a price of \$0.12 per share, expiring September 26, 2028. Pursuant to this offering, the Company paid a finders' fee consisting of an aggregate cash commission of \$16,520 and 472,000 non-transferable broker warrants. Each broker warrant entitles the holders thereof to purchase one unit of the Company at the price of \$0.07 per compensation unit at any time until September 26, 2028. Each Compensation Unit is comprised of one common share in the capital of the Company and one common share purchase warrant (each a "Compensation Unit Warrant"). Each Compensation Unit Warrant shall entitle the holder thereof to purchase one common share in the capital of the Company (each a "Compensation Warrant Share") at a price of \$0.12 per compensation warrant share at any time until September 26, 2028.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The Company's contractual obligations as at March 31, 2025 are limited and consist primarily of convertible debentures with various maturity dates, as disclosed on the consolidated financial statements. These debentures bear interest at 10-15% per annum payable semi-annually. However, the debentures are convertible at the option of the holder at prices ranging from \$0.12 to \$0.15 per unit. As a result, the actual cash payments required are uncertain as holders may elect to convert to equity rather than demand repayment.

The Company has no long-term lease commitments, significant purchase commitments, or other material contractual obligations.

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2025 and 2024



RISKS AND UNCERTAINTIES

An investment in the securities of the Company is highly speculative and involves numerous and significant risks and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors described below:

Going Concern and Liquidity Risk

The Company has incurred significant operating losses since inception and has a working capital deficiency as at March 31, 2025. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate profitable operations in the future and/or obtain the necessary financing to meet its obligations and repay its liabilities when they come due. There can be no assurance that the Company will be able to raise sufficient capital on acceptable terms, achieve profitable operations, or continue as a going concern.

Production Ramp-Up and Operational Risks

The Company is ramping up operations at Plant 1 and Plant 2. Risks include: equipment performance issues, processing technology not performing as anticipated at commercial scale, lower than targeted recovery rates (targeting 90-93%), throughput constraints, higher than expected operating costs, and working capital constraints limiting production capacity.

Precious Metals Price Volatility

The Company's revenues and cash flows are directly dependent on gold prices, which are subject to significant volatility. Significant declines in precious metals prices would reduce revenues and could result in operating losses.

Risks of Foreign Operations in Costa Rica

All operations are conducted in Costa Rica. Foreign operations risks include: political and economic instability, changes in laws or regulations, regulatory or permitting delays, difficulties enforcing contractual rights, currency controls or restrictions on fund repatriation, expropriation or nationalization risks, civil unrest, and infrastructure limitations. Costa Rica has implemented restrictions on certain types of mining.

Costa Rican Tax Obligations

The Company has outstanding tax liabilities to Costa Rican tax authorities that accrue interest. Failure to satisfy these obligations could result in penalties, enforcement actions, or liens on assets.

Foreign Exchange Risk

The Company's functional currency is the Canadian dollar, while its subsidiary's functional currency is the Costa Rican Colón. Revenues are primarily in U.S. dollars while expenses are in Costa Rican Colones and Canadian dollars. The Company does not currently hedge foreign exchange exposure.

Convertible Debenture Obligations

The Company has significant convertible debentures bearing interest at 10-15% per annum. Debt service obligations create a burden on limited cash resources and could limit flexibility, require dedication of cash flow to debt service, or result in default if payment obligations cannot be met.

Other Material Risks

Additional risks include: gold purchase option derivative liability volatility, related party transaction conflicts of interest, title and property rights uncertainties, insurance gaps and uninsured risks, pandemic and health crisis impacts, cybersecurity threats, share price volatility, no dividend expectations, and potential legal proceedings.

The risks described above are not exhaustive. Additional risks not currently known or currently considered immaterial may also adversely affect the Company. If any described risks occur, the Company's business, financial condition, results, and prospects could be materially adversely affected, and the share price could decline, causing investors to lose all or part of their investment.

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FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the year ended March 31, 2025 and this accompanying MD&A (together the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR+ at www.sedarplus.ca.

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR+ at www.sedarplus.ca.



Newlox Gold Ventures Corp.

Years Ended March 31, 2024 and 2023

Consolidated Financial Statements

(Expressed in Canadian Dollars)

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Newlox Gold Ventures Corp.

Opinion

We have audited the consolidated financial statements of Newlox Gold Ventures Corp. (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2024, 2023 and April 1, 2022, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years ended March 31, 2024 and 2023, and notes to the consolidated financial statements, including material accounting policy information, (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2024, 2023 and April 1, 2022, and its financial performance and its cash flows for the years ended March, 31, 2024 and 2023 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Restatement of Comparative Information

We draw attention to Note 24 of the consolidated financial statements, which describes that certain comparative information presented for the year ended March 31, 2023 and as at March 31, 2023 and April 1, 2022 has been restated. Our opinion is not modified in respect of this matter.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company incurred a net loss of \$4,203,863 during the year ended March 31, 2024 and, as of that date, the Company's current liabilities exceed its current assets by \$4,068,886 and had an accumulated deficit of \$17,890,381. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Tri-Cities

700 – 2755 Lougheed Hwy
Port Coquitlam, BC V3B 5Y9
604.941.8266

Victoria

320 – 730 View St.
Victoria, BC V8W 3Y7
250.800.4694

Key Audit Matters

Key audit matters are those matters, that in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section. We have determined the matter described below to be key audit matters to be communicated in our auditor's report.

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN THE AUDIT
<p>Valuation of Gold Purchase Option Liability</p> <p>We draw attention to Note 14 of the financial statements. As at March 31, 2024, the Company carried the gold purchase option liability at a fair value of \$500,000 classified as a level 3 financial instrument.</p> <p>While there are several assumptions that go into determining the fair value of the gold purchase option liability, the judgments with the highest degree of subjectivity are the production forecast, gold price and discount rate.</p> <p>We considered this a key audit matter due to the significant management estimates and judgments required in determining the fair value of the gold purchase option liability. Auditing these fair value estimates required a high degree of subjectivity in applying audit procedures and in evaluating the results of those procedures. This resulted in an increased extent of audit effort, including the involvement of a valuation specialist.</p>	<p>Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the financial statements. These procedures included the following, among others:</p> <ul style="list-style-type: none">• With the assistance of valuation specialist,<ul style="list-style-type: none">○ Assessed the appropriateness of the valuation methodologies used;○ Evaluated the reasonableness of the valuation assumptions applied;○ Tested the mathematical accuracy of the valuation calculations performed in determining the fair values; and○ Developed a range of independent estimates;• Evaluated the reasonableness of the production forecast made by management.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Otto Ehinger.

A handwritten signature in black ink that reads "DMCL." The letters are stylized and connected, with a small mark above the 'D'.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

November 20, 2024



Newlox Gold Ventures Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars, unless otherwise noted)

Notes	March 31, 2024	March 31, 2023 (Restated Note 24)	April 1, 2022 (Restated Note 24)
	\$	\$	
ASSETS			
Current assets			
Cash	283,982	698,834	3,508,598
Inventory	6 28,464	31,942	32,248
GST receivable	-	106,781	85,953
Prepaid expenses	7 78,350	66,982	86,097
	390,796	904,539	3,712,896
Non-current assets			
Investment in joint venture	-	-	131,271
Deferred tax asset	18 276,739	240,810	-
Property, plant, and equipment	8 7,453,860	6,286,134	2,717,037
Right of use assets	12 43,236	53,080	40,498
	7,773,835	6,580,024	2,888,806
Total Assets	8,164,631	7,484,563	6,601,702
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	10 226,279	183,987	281,509
Gold purchase option	14 500,000	476,243	592,734
Income tax payable	18 1,472,831	1,079,082	247,316
Due to related parties	19 424,571	144,202	227,044
Convertible debentures	11 1,812,855	2,371,090	2,502,917
Lease liabilities	13 9,661	28,881	21,909
Deferred revenue	15 13,485	65,482	65,482
	4,459,682	4,348,967	3,938,911
Non-current liabilities			
Convertible debentures – Long-term	11 1,820,000	-	-
Lease liabilities – Long-term	13 39,252	30,001	29,957
Deferred revenue – Long-term	15 -	13,485	78,968
	1,859,252	43,486	108,925
Total liabilities	6,318,934	4,392,453	4,047,836
Shareholders' Equity			
Share capital	16 15,256,235	14,097,080	12,853,730
Contributed surplus	16 1,750,688	1,017,859	542,893
Equity component of convertible debentures	16 1,135,159	343,555	348,254
Obligation to issue shares	16 -	24,000	-
Foreign currency translation reserve	1,593,996	1,296,134	(71,904)
Deficit	(17,890,381)	(13,686,518)	(11,119,107)
	1,845,697	3,092,110	2,553,866
Total Liabilities and Shareholders' Equity	8,164,631	7,484,563	6,601,702

Nature of operations and going concern (Note 1)
Subsequent events (Note 26)

Approved on behalf of the Board:

"Ryan Jackson"
Director

"Jeffrey Benavides"
Director

Newlox Gold Ventures Corp.

Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars, unless otherwise noted)

	Notes	For the years ended March 31,	
		2024	2023 (Restated Note 24)
		\$	\$
Revenues	17	2,793,545	3,472,106
Cost of sales	6	(1,393,514)	(853,214)
		1,400,031	2,618,892
EXPENSES			
Advertising and promotion		75,779	230,056
Amortization expense	12	29,724	16,340
Consulting fees	19	468,542	495,526
Depreciation	8	985,256	510,468
Project investigation costs		-	103,511
Management fees	19	366,820	348,732
Marketing		48,735	53,333
Office		77,320	86,310
Professional fees		290,497	223,178
Royalty payment		469,085	760,428
Share-based compensation	16	244,220	858,661
Telephone		4,086	2,921
Transfer agent		44,772	43,600
Travel		84,328	197,637
		3,189,164	3,930,701
Loss before other items		(1,789,133)	(1,311,809)
Interest expense	11	(375,025)	(275,822)
Penalties	24	(22,838)	(55,762)
Accretion expense	11	(219,426)	(273,206)
Gain (loss) on extinguishment of convertible debentures	11	(714,708)	163,095
Gain (loss) on gold purchase option	14	(23,757)	116,491
Other Income-Sale of gross royalty	15	65,482	65,483
Foreign exchange expense		(2,292)	(9,490)
Net cost of gold forward sale	14	(96,226)	(250,140)
Impairment of investment in joint venture	9	-	(380,820)
Write-off of GST receivable		(172,509)	-
Impairment loss on Colombian investment	25	(648,434)	-
		(2,209,733)	(900,171)
Net loss before taxes		(3,998,866)	(2,211,980)
Current income tax expense	24	(228,377)	(557,622)
Deferred income tax recovery	24	23,380	202,191
Net loss		(4,203,863)	(2,567,411)
Other comprehensive income (loss)			
Items that may be reclassified to profit or loss			
Foreign currency translation adjustment		(297,862)	(1,368,038)
Comprehensive loss		(3,906,001)	(1,199,373)
Basic and diluted loss per share			
		(0.03)	(0.02)
Weighted average number of shares outstanding –			
Basic and diluted		149,633,947	143,892,709

The accompanying notes are an integral part of these consolidated financial statements.



Newlox Gold Ventures Corp.

Consolidated Statements of Changes in Shareholders' Equity

For the Years Ended March 31, 2024 and 2023
(Expressed in Canadian Dollars, unless otherwise noted)

	Number of shares	Amount	Contributed surplus	Equity component of debentures	Obligation to issue shares	Foreign currency translation reserve	Deficit	Total
		\$	\$	\$	\$	\$	\$	\$
Balance, April 1, 2022 - as previously reported	138,041,868	12,853,730	542,893	348,254	-	(71,904)	(10,871,791)	2,801,182
Correction of errors (note 24)	-	-	-	-	-	-	(247,316)	(247,316)
Balance, April 1, 2022 - as restated	138,041,868	12,853,730	542,893	348,254	-	(71,904)	(11,119,107)	2,553,866
Shares issued on conversion of convertible debentures	1,671,000	250,650	-	(4,699)	-	-	-	245,951
Shares issued on exercise of warrants	3,690,583	582,426	(213,367)	-	-	-	-	369,059
Shares issued on exercise of options	3,763,006	410,274	(184,494)	-	24,000	-	-	249,780
Modification of finder's fee warrants	-	-	14,166	-	-	-	-	14,166
Share based compensation - options granted	-	-	858,661	-	-	-	-	858,661
Net and comprehensive loss	-	-	-	-	-	1,368,038	(2,567,411)	(1,199,373)
Balance, March 31, 2023 - as restated	147,166,457	14,097,080	1,017,859	343,555	24,000	1,296,134	(13,686,518)	3,092,110
Balance, March 31, 2023 - as previously reported	147,166,457	14,097,080	1,017,859	343,555	24,000	1,460,916	(13,143,028)	3,800,382
Correction of errors (note 24)	-	-	-	-	-	(164,782)	(543,490)	(708,272)
Balance, March 31, 2023 - as restated	147,166,457	14,097,080	1,017,859	343,555	24,000	1,296,134	(13,686,518)	3,092,110
Shares issued for cash	2,750,000	385,000	165,000	-	-	-	-	550,000
Shares issued on conversion of convertible debentures	3,940,000	583,680	-	(52,126)	-	-	-	531,553
Shares issued on conversion of debenture interest	793,163	118,975	-	-	-	-	-	118,975
Shares issued on exercise of options	650,000	71,500	(32,500)	-	(24,000)	-	-	15,000
Share issuance costs	-	-	-	-	-	-	-	-
Share based compensation - options granted	-	-	244,220	-	-	-	-	244,220
Issuance of convertible debentures	-	-	24,818	293,402	-	-	-	318,221
Extinguishment of convertible debentures	-	-	331,291	550,328	-	-	-	881,619
Net and comprehensive loss	-	-	-	-	-	297,862	(4,203,863)	(3,906,001)
Balance, March 31, 2024	155,299,620	15,256,235	1,750,688	1,135,159	-	1,593,996	(17,890,381)	1,845,697

The accompanying notes are an integral part of these consolidated financial statements.



Newlox Gold Ventures Corp.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars, unless otherwise noted)

		2024	2023 (Restated Note 24)
	Notes	\$	\$
Operating Activities			
Net loss for the period		(4,203,863)	(2,567,411)
Items not affecting cash:			
Amortization expense		29,724	16,340
Depreciation	8	1,145,846	646,102
Share based compensation		244,220	858,661
Interest expense		375,025	275,822
Penalties	18	22,838	55,762
Accretion expense	11	219,426	273,206
Gain (loss) on gold purchase option	14	23,757	(116,491)
Impairment of investment in joint venture	9	-	380,820
Write-off of GST receivable		172,509	-
Impairment loss on Colombian investment	25	648,434	-
Gain on extinguishment of convertible debentures	11	714,708	(163,095)
Deferred tax asset	24	(23,380)	(202,191)
Changes in non-cash working capital:			
Accounts receivable and other receivables		-	(43,541)
GST receivable		(65,728)	(20,828)
Inventory	6	4,713	9,551
Income taxes payable	18	228,377	557,622
Accounts payable and accrued liabilities	10	42,656	(212,939)
Due to related parties	19	274,656	(4,459)
Deferred revenue	15	(65,482)	(65,483)
Prepaid expenses	7	(11,208)	19,687
Cash (used) provided by operating activities		(222,772)	(302,865)
Investing Activities			
Acquisition of property, plant, and equipment	8	(1,974,030)	(2,602,804)
Cash paid to acquire Colombian investments	25	(648,434)	-
Investment in joint venture	9	-	(295,997)
Cash used in investing activities		(2,622,464)	(2,898,801)
Financing Activities			
Shares issued for cash, net of issuance costs	16	550,000	-
Interest payment		(108,448)	-
Payments for leased assets	13	(35,655)	(28,736)
Commencement of lease		-	-
Proceeds from shares to be issued		-	24,000
Proceeds from convertible debentures	11	2,120,000	-
Finders fees paid on convertible debt		(106,580)	-
Proceeds from options exercised	16	15,000	-
Proceeds from warrants exercised	16	-	369,059
Cash provided by financing activities		2,434,317	364,323
Effect of foreign exchange on cash		(3,933)	27,579
Change in cash during the period		(414,852)	(2,809,764)
Cash, beginning of period		698,834	3,508,598
Cash, end of period		283,982	698,834

Supplemental information (Note 23)



NOTE 1 – NATURE OF OPERATIONS AND GOING CONCERN

Newlox Gold Ventures Corp. (the “Company” or “Newlox”) was incorporated on April 7, 2011. The Company is an environmental reclamation and mineral recovery company and is in the business of undertaking projects for the purpose of operating tailings remediation and gold recovery in Costa Rica. The Company’s common shares are traded on the Canadian Securities Exchange (the “CSE”) under the symbol “LUX”.

The head office, principal address, and records office of the Company are located at 355 Burrard Street, 10th Floor, Vancouver, BC V6C 2G8, Canada.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. To date, the Company has incurred losses and may incur further losses in the development of its business. During the year ended March 31, 2024, the Company incurred a net loss of \$4,203,863 and as at March 31, 2024, the Company’s current liabilities exceeded its current assets by \$4,068,886 and it had an accumulated deficit of \$17,890,381. The Company’s ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to raise financing and generate profits and positive cash flows from operations in order to cover its operating costs. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

From time to time, the Company generates working capital to fund its operations by raising additional capital through equity or debt financing. However, there is no assurance it will be able to continue to do so in the future. These consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements. Such adjustments could be material.

NOTE 2 – BASIS OF PRESENTATION

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These consolidated financial statements were approved and authorised for issue by the Board of Directors on November 20, 2024.

b) Basis of preparation

These consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. These consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is also the Company’s functional currency.

c) Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and the entity controlled by the Company. Control exists when the Company has power over an investee, exposure or rights, to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the Company returns.

Details of controlled entity are as follows:

Entity	Country of Incorporation	Holding	Functional Currency
Oro Roca, S.A.	Costa Rica	100%	Costa Rican Colones

Intercompany balances and transactions are eliminated on consolidation.



NOTE 3 – MATERIAL ACCOUNTING POLICIES

Foreign currency

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the parent company. The subsidiary determines its own functional currency and items included in the financial statements are measured using that functional currency. Transactions in currencies other than the functional currency of an entity are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary assets and liabilities are translated using the period-end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities stated at fair value are translated using the historical rates on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

Where applicable, the functional currency of an entity is translated into the presentation currency using the period-end rates for assets and liabilities while the operations and cash flows are translated using average rates of exchange. Exchange adjustments arising when net assets and profit or loss are translated into the presentation currency are taken into a separate component of equity and reported in other comprehensive income or loss.

Foreign currency translation

Judgment is required to determine the functional currency of the Company and its subsidiary. The Company determined that the functional currency of its subsidiary is the Costa Rican Colones as this is the currency that most faithfully represents the economic effects of its underlying transactions, events and conditions.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation is recognised to write off the cost of the property and equipment less their residual values over their useful lives using the straight-line method at various rates. The estimated useful lives, residual values, and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation rates:

Vehicles	5 years
Office furniture and equipment	3 years
Computers equipment and software	3 years
Processing facilities	5 years
Equipment	5 years
Assets under construction	-

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Inventory

Inventory consist of mineral inventories, including stockpiled ore, gold in-circuit inventory, gold doré inventory and supplies. Inventory is valued at the lower of weighted average cost and estimated net realizable value. Cost includes all direct costs incurred in production including direct labour and materials, freight, depreciation and amortization and directly attributable overhead costs. Net realizable value is calculated as the estimated price at the time of sale based on prevailing and future metal prices less estimated future production costs to convert the inventories into saleable form. Any write-downs of inventory to net realizable value are recorded as cost of sales.

If there is a subsequent increase in the value of inventories, the previous write-downs to net realizable value are reversed to the extent that the related inventory has not been sold. Stockpiled ore inventory represents unprocessed ore that has been extracted from tailings. Gold in-circuit inventory represents material that is currently being processed to extract the contained gold into a saleable form. Gold doré inventory is saleable gold in the form of doré bars that have been poured. Supply inventories include consumables required in the processing activities. Costs added to stockpiled ore inventory are valued based on current tailings cost per ounce incurred up to the point of stockpiling the ore and are removed at the weighted average cost per ounce. Stockpiled ore tonnage and

NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

head grades are verified by periodic surveys and physical counts. Gold in-circuit inventory includes precipitates, inventories in tanks and in the milling process.

Finished goods inventory includes metals in their final stage of production prior to sale, including primarily doré and dried concentrates and finished goods in-transit.

Cost of sales includes, mining contractor cost, direct labour costs, depletion and depreciation for processing facilities and applicable production overheads, based on normal operating capacity.

Impairment of property, plant and equipment

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. Individual assets are grouped together as a cash generating unit for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are independent of other group assets. If any such indication of impairment exists, the Company makes an estimate of its recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. Where the carrying amount of a cash-generating unit exceeds its recoverable amount, the cash generating unit is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are adjusted for the risks specific to the cash generating unit and are discounted to their present value with a discount rate that reflects the current market indicators. Where an impairment loss subsequently reverses, the carrying amount of the cash-generating unit is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognized as income immediately.

Right of use assets and lease liabilities

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The lease liability is initially measured at present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which case the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise of the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs.

Investment in associates

Associates are entities over which the Company has significant influence, but not control. Significant influence is generally presumed to exist where the Company has between 20 percent and 50 percent of the voting rights, but can also arise where the Company holds less than 20 percent of the voting rights, but it has power to be actively involved and influential in policy decisions affecting the entity. The Company accounts for its investment in associates and joint ventures using the equity method.

Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's shares of profit or loss of the associate. The Company's share of income or loss of associates is recognized in the consolidated statement of loss and comprehensive losses prior to the date that it became an investment entity.

Dilution gains and losses arising from changes in interests in investments in associates where significant influence is retained are recognized in the consolidated statements of loss.

At each reporting date, the Company determines whether there is any objective evidence that the investment in the associate is impaired or if previously recorded impairment should be reversed. If impairment is determined to exist, the amount of the impairment is recognized in the consolidated statement of loss and comprehensive losses. The amount of impairment is calculated as the difference between the recoverable amount of the investment in the associate and its carrying value.

If objective evidence of reversal exists, the reversal is recognized in net income in the period the reversal occurs and is limited by the carrying value that would have been determined, from the application of equity accounting method, had no impairment charge been recognized in prior periods.

NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

Convertible debentures

Compound financial instruments comprised of convertible debt that can be converted to share capital at a fixed price, at the option of the holder or the Company, depending on the contract. The liability component of a compound financial instrument is recognized initially at the fair value which is equal to the net present value of future cash flows applying an interest rate at the date of issue of a similar liability that does not have an equity convertible option. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method.

The equity component of a compound financial instrument is not remeasured subsequent to initial recognition. Interest, losses and gains relating to the financial liability are recognized in the consolidated statements of loss and comprehensive loss.

Loss per share

Basic loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding on a diluted basis. The weighted average number of shares outstanding on a diluted basis takes into account the additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding equity instruments were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting period.

Income taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax

Current income tax assets and/or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the consolidated financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full. Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income. Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority. Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

Financial Instruments

Recognition and classification

The Company recognized a financial asset or financial liability on the consolidated statement of financial position when it becomes party to the contractual provisions of the financial instrument. The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics.



NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

	IFRS 9
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Gold purchase option	FVTPL
Due to related parties	Amortized cost
Convertible debentures	Amortized cost

Measurement

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss and comprehensive loss in the period in which they arise.

Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company’s own credit risk will be recognized in other comprehensive income.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses.

The Company shall recognize in the consolidated statements of loss and comprehensive, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss and comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income.

NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

Fair value of warrants

The Company measures the fair value of warrants issued from financings using the residual method and the fair value of warrants issued for brokers using the Black–Scholes Option Pricing Model.

When broker warrants are issued, the fair value is recorded in the contributed surplus, with the corresponding entry to share capital. When broker warrants are exercised, their fair value is removed from the contributed surplus account and recorded as share capital.

Revenue recognition

Revenue from contracts with customers is recognized when control of the asset sold is transferred to customers and the Company satisfies its performance obligation. Revenue is allocated to each performance obligation. The Company considers the terms of the contract in determining the transfer price. The transaction price is based upon the amount the Company expects to receive in exchange for the transferring of the assets. In determining whether the Company has satisfied a performance obligation, it considers the indicators of the transfer of control, which include, but are not limited to, whether: the Company has a present right to payment; the customer has legal title to the asset; the Company has transferred physical possession of the asset to the customer; and the customer has the significant risks and rewards of ownership of the asset. This generally occurs when the assets are loaded on the trucks arranged by the customer at the Company's milling facilities. In cases where the Company is responsible for the costs of shipping and certain other services after the date on which the control of the assets transferred to the customer, these other services are considered separate performance obligations and thus a portion of revenue earned under the contract is allocated and recognized as these performance obligations are satisfied.

The Company sells its gold ore pursuant to sales contracts entered into by the buyer of the products. Revenue consists of proceeds received and expected to be received for the Company's principal products, gold and silver. Revenue is recognized when the title passes to the buyer and when collectability is reasonably assured. Title passes to the buyer upon delivery of the product to the buyer. Pricing of the sales is determined based on the Kitco spot price on the day of the sale less an agreed upon fixed discount rate.

Deferred revenue

Deferred revenue, also known as unearned revenue, refers to advance payments the Company receives for products or services that are to be delivered or performed in the future. The Company records the prepayment as deferred revenue, a liability, on its balance sheet.

Deferred revenue is a liability because it reflects revenue that has not been earned and represents products or services that are owed to a customer. As the product or service is delivered over time, it is recognized proportionally as revenue on the income statement.

Share-based compensation

From time to time, the Company grants stock options to employees and non-employees. An individual is classified as an employee, versus a non-employee, when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The fair value of stock options, measured using the Black-Scholes Option Pricing Model at the date of grant, is charged to the consolidated statement of loss and comprehensive loss over the vesting period. Performance vesting conditions and forfeitures are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Where the terms and conditions of options are modified before they vest, any increase in the fair value of the options, measured immediately before and after the modification, is also charged to the consolidated statement of loss and comprehensive loss over the remaining vesting period.

NOTE 3 – MATERIAL ACCOUNTING POLICIES (Continued)

Share based payments to non-employees are recorded in the consolidated statement of loss and comprehensive loss at the fair value of the goods or services received, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for a share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations. All equity-settled share-based payments are recorded in equity reserves until exercised. Upon exercise, shares are issued from treasury and the amount previously recorded in equity reserves is reclassified to share capital along with any consideration paid.

NOTE 4 – SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the application of the Company's accounting policies which are described in Note 3, management is required to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognised in the consolidated financial statements are described below:

Impairment of assets

An impairment loss is recognised for the amount by which the assets or cash-generating unit's carrying amount exceeds its recoverable amount. Judgment is required to determine if indicators of impairment exist. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operation results. In addition, when determining the applicable discount rate, estimation is involved in determining the appropriate adjustments to market risk and asset-specific risk factors. These assumptions relate to future events and circumstances. Actual results may vary and may cause significant adjustments to the Company's assets within the next financial year.

Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at each reporting date, based on the expected utility of these assets to the Company. The useful lives of these assets may be shortened due to future technological developments, or physical wear and tear. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought by changes in the factors mentioned above.

Deferred tax assets

Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilise recognised deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realise the net deferred tax assets recorded at the reporting date could be impacted. The Company has recorded a full valuation allowance against its deferred tax assets due to the uncertainty in the realisation of these assets.

NOTE 4 – SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (Continued)

Going concern

Management's assessment that the Company will be able to execute its strategy and fund future working capital requirements to continue as a going concern requires significant judgment.

Share-based compensation

In estimating the fair value of options using the Black-Scholes Option Pricing Model, management is required to make certain assumptions and estimates such as the expected life of options, volatility of the Company's future share price, risk-free rate, future dividend yields and estimated forfeitures at the initial grant date. Changes in assumptions used to estimate fair value could result in materially different results.

Gold purchase option

The Company's gold purchase option is a derivative liability classified under Level 3 of the fair value hierarchy. The derivative is measured at fair value through profit and loss. Fair value is measured at each reporting period using unobservable inputs. See Note 14 for more details.

NOTE 5 – ACCOUNTING STANDARDS ADOPTED

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded. Adoption of these pronouncements is mandatory for entities with year ends beginning on or after January 1, 2023.

Amendments to IAS 16 – Property, plant and equipment

The amendments introduce new guidance, such that the proceeds from selling items before the related property, plant and equipment is available for its intended use can no longer be deducted from the cost. Instead, such proceeds are to be recognized in profit or loss, together with the costs of producing those items. This amendment did not have a significant impact on the preparation of the consolidated financial statements.

Amendments to IAS 37 – Provisions, contingent liabilities, and contingent Assets

The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. This amendment did not have a significant impact on the preparation of the consolidated financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded.

Amendments to IAS 1 – Presentation of financial statements, and IFRS practice statement 2

In January 2020, the IASB issued an amendment to IAS 1 Presentation of Financial Statements (IAS 1). The amendment applies to annual reporting periods beginning on or after January 1, 2023. The amendment clarifies the criteria for classifying a liability as non-current if there is the right to defer settlement of the liability for at least 12 months after the reporting period. Management will assess the impact of this standard.

In February 2021, the IASB issued an amendment to IAS 1 Presentation of Financial Statements (IAS 1) and IFRS Practice Statement 2. The amendment applies to annual reporting periods beginning on or after January 1, 2023. The amendment requires that an entity discloses its material accounting policies, instead of its significant accounting policies. The amendment also clarifies that accounting policy information is expected to be material if, without it, the users of the financial statements would be unable to understand other material information in the financial statements. Further, the amendment to IAS 1 clarifies that immaterial accounting policy information need not be disclosed. However, if it is disclosed, it should not obscure material accounting policy information. To support this amendment, the Board also amended IFRS Practice Statement 2, 'Making Materiality Judgements', to provide guidance on how to apply the concept of materiality to accounting policy disclosures. This amendment had no significant impact on the preparation of the consolidated financial statements.



NOTE 5 – ACCOUNTING STANDARDS ADOPTED (Continued)

Amendments to IAS 8 – Definition of accounting estimates

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error. The amendments are effective for annual periods beginning on or after January 1, 2023, and changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. This amendment had no significant impact on the preparation of the consolidated financial statements.

Amendments to IAS 12 – Income taxes

In May 2021, the IASB issued ‘Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction’ that clarifies how entities account for deferred tax on transactions such as leases and decommissioning obligations. The amendments are effective for year ends beginning on or after January 1, 2023. This amendment had no significant impact on the preparation of the consolidated financial statements.

There are no other IFRS’s or International Financial Reporting Interpretations Committee interpretations that are not yet effective or early adopted that are expected to have a material impact on the Company.

NOTE 6 – INVENTORY

Inventories consist primarily of raw materials and in-circuit gold, in varying stages of the production process, and are presented at the lower of weighted average cost or net realizable value.

	March 31, 2024	March 31, 2023
Raw materials - chemicals	\$ 28,464	\$ 7,987
In-circuit gold	-	23,955
Total inventory	\$ 28,464	\$ 31,942

During the year ended March 31, 2024, the Company sold inventory with a value of \$1,393,514 (2023 - \$853,214) which are included in cost of sales.

NOTE 7 – PREPAID EXPENSES

	March 31, 2024	March 31, 2023
Prepaid consulting	\$ 67,776	\$ 39,892
Prepaid advertising	-	18,834
Deposits	10,574	8,256
	\$ 78,350	\$ 66,982

NEWLOX GOLD VENTURES CORP.

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NOTE 8 – PROPERTY, PLANT AND EQUIPMENT

	Vehicles	Office Furniture and Equipment	Computer Equipment and Software	Processing Facilities	Equipment	Assets under Construction (Note 9)	Total
	\$	\$	\$	\$	\$	\$	\$
Cost							
Balance, March 31, 2022	66,410	5,248	8,203	489,420	1,734,633	917,738	3,221,652
Additions	1,077	4,531	-	-	1,177,345	1,519,396	2,702,349
Foreign currency translation	27,198	2,667	2,816	318,287	857,407	605,239	1,813,614
Balance, March 31, 2023	94,685	12,446	11,019	807,707	3,769,385	3,042,373	7,737,615
Additions	-	260	219	-	1,908,407	65,144	1,974,030
Foreign currency translation	4,232	596	527	37,776	281,234	145,874	470,239
Balance, March 31, 2024	98,917	13,302	11,765	845,483	5,959,026	3,253,391	10,181,884
Accumulated Depreciation							
Balance, March 31, 2022	29,031	3,840	5,607	245,913	220,224	-	504,615
Depreciation	10,227	1,313	1,287	135,634	497,641	-	646,102
Foreign currency translation	16,068	1,564	2,165	110,320	170,647	-	300,764
Balance, March 31, 2023	55,326	6,717	9,059	491,867	888,512	-	1,451,481
Depreciation	12,334	2,564	1,376	160,590	968,982	-	1,145,846
Foreign currency translation	3,070	455	499	31,835	94,838	-	130,697
Balance, March 31, 2024	70,730	9,736	10,934	684,292	1,952,332	-	2,728,024
Net Book Value							
Balance, March 31, 2023	39,359	5,729	1,960	315,840	2,880,873	3,042,373	6,286,134
Balance, March 31, 2024	28,187	3,566	831	161,191	4,006,694	3,253,391	7,453,860

During the year ended March 31, 2024, \$160,590 (March 31, 2023 - \$135,634) in depreciation for processing facilities are included in cost of sales.

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**NOTE 9 – INVESTMENT IN JOINT VENTURE**

On June 6, 2020, the Company entered into a contractual agreement with Sindicato Nacional De Mineros (“ANAMI”) for the creation of a Boston Joint Venture (“JV”) corporation for joint administration of the exploration, exploitation and sale of precious mineral materials of the Boston Mine located in Costa Rica. The Company is in process of building a recovery facility for the JV. As at March 31, 2024, the Company has \$3,253,391 in assets under construction (Note 8). ANAMI and the Company retain a 50% interest in the JV respectively, and upon commencement of operations will be accounted for under the equity method. As at March 31, 2024, the JV is inactive and has \$nil assets and liabilities.

During the year ended March 31, 2023, the Company identified indicators that it may not be able to recover the value of advances made to ANAMI. As such, the Company recognized a \$380,820 loss pertaining to impairment on its investment in the joint venture. The carrying value of the investment as of March 31, 2024 and 2023 was \$Nil.

NOTE 10 – ACCOUNTS PAYABLE AND ACCRUED LIABILITES

	March 31, 2024	March 31, 2023
Trade payables	\$ 71,856	\$ 43,020
Accrued liabilities	100,000	50,000
Royalty payable	54,423	90,967
	\$ 226,279	\$ 183,987

NOTE 11 – CONVERTIBLE DEBENTURES

During the year ended March 31, 2021, the Company closed its unsecured non-brokered Convertible Debenture Financing (the “Offering”) for proceeds of \$4,060,500. The debentures mature in two year and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the “Conversion Price”) from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price. As part of the Offering, the Company has issued 27,070,001 warrants. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$179,112 in finder’s fees related to both offerings and 902,879 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$3,420,479 with the residual amount of \$640,021 being allocated to equity. The Company allocated \$167,582 of the equity portion to contributed surplus related to the detachable warrants. The detachable warrants were valued using the Black-Scholes Option Pricing Model, using the following assumptions: expected life – 2 years, volatility – 174.67% - 187.17%, discount rate - 0.20% - 0.24%.

On December 8, 2022, the Company extended the maturity date of all outstanding convertible debentures by one year (series I and II). This extension was granted to those holders of the convertible debentures who consented to the extension. The amount of convertible debentures subject to the extension was finalized on December 18, 2022. Of the original \$2,839,000 of the December 18, 2020 issuance (Series I), \$1,111,500 participated in the maturity extension to December 18, 2023. Of the original \$1,221,500 of the December 30, 2020 issuance (Series II), \$1,016,00 participated in the maturity extension to December 30, 2023. The Company recognized a \$177,261 gain on derecognition of the original convertible debentures and recognition of the modified debentures. The Company also extended the expiry date of 703,879 broker warrants issued alongside the original convertible debentures by one year. The incremental \$14,166 value of these broker warrants resulting from the extension was recognized as a loss on extinguishment of the convertible debentures. Overall, the Company recognized a \$163,095 gain on extinguishment of the original convertible debentures as a result of the term modification.

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NOTE 11 – CONVERTIBLE DEBENTURES (Continued)

On December 8, 2023, the Company extended the maturity date of all outstanding convertible debentures by one year (series I and II). This extension was granted to those holders of the convertible debentures who consented to the extension. The amount of convertible debentures subject to the extension was finalized on December 18, 2023. Of the original \$1,111,500 of the December 18, 2020 issuance (Series I), \$1,111,500 participated in the maturity extension to December 18, 2024. Of the original \$1,016,000 of the December 30, 2020 issuance (Series II), \$996,500 participated in the maturity extension to December 30, 2024. The extension of the debentures was accounted for as an extinguishment and a reissue of the new debt resulting in a loss of \$714,708 on extinguishment.

On November 29, 2023, the Company closed its unsecured non-brokered Convertible Debenture Financing (the “Offering”) for proceeds of \$785,000 (Series III). The debentures mature in two years and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the “Conversion Price”) from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.

As part of the Offering, the Company issued 5,233,332 warrants. Each entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$33,120 in finder’s fees and issued 220,800 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$669,142 with the residual amount of \$115,858 being allocated to equity. The Company allocated \$9,483 of the equity portion to contributed surplus related to the detachable warrants. The detachable warrants were valued using the Black-Scholes Option Pricing Model, using the following assumptions: expected life – 2 years, volatility – 86.25%, discount rate - 0.20%.

On December 22, 2023, the Company closed its unsecured non-brokered Convertible Debenture Financing (the “Offering”) for proceeds of \$367,500 (Series IV). The debentures mature in two year and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the “Conversion Price”) from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.

As part of the Offering, the Company issued 2,450,000 warrants. Each entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$12,720 in finder’s fees and issued 84,800 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$313,261 with the residual amount of \$54,239 being allocated to equity. The Company allocated \$3,505 of the equity portion to contributed surplus related to the detachable warrants. The detachable warrants were valued using the Black-Scholes Option Pricing Model, using the following assumptions: expected life – 2 years, volatility – 85.02%, discount rate - 0.20%.

On January 31, 2024, the Company closed its unsecured non-brokered Convertible Debenture Financing (the “Offering”) for proceeds of \$403,500 (Series V). The debentures mature in two year and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the “Conversion Price”) from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.

NEWLOX GOLD VENTURES CORP.

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**NOTE 11 – CONVERTIBLE DEBENTURES (Continued)**

As part of the Offering, the Company issued 2,690,000 warrants. Each entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$16,080 in finder's fees and issued 107,200 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$343,947 with the residual amount of \$59,553 being allocated to equity. The Company allocated \$3,610 of the equity portion to contributed surplus related to the detachable warrants. The detachable warrants were valued using the Black-Scholes Option Pricing Model, using the following assumptions: expected life – 2 years, volatility – 85.52%, discount rate - 0.20%.

On February 28, 2024, the Company closed its unsecured non-brokered Convertible Debenture Financing (the "Offering") for proceeds of \$564,000 (Series VI). The debentures mature in two year and bear interest at 10% per annum, with interest payable semi-annually. Principle and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the "Conversion Price") from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.

As part of the Offering, the Company issued 3,760,000 warrants. Each entitles the holder to purchase one common share of the Company at an exercise price of \$0.25 for two years from the closing of the Offering. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The Company paid \$44,660 in finder's fees and issued 330,800 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$480,864 with the residual amount of \$83,136 being allocated to equity. The Company allocated \$8,666 of the equity portion to contributed surplus related to the detachable warrants. The detachable warrants were valued using the Black-Scholes Option Pricing Model, using the following assumptions: expected life – 2 years, volatility – 84.71%, discount rate - 0.20%.

The continuity of the fair value of the convertible debentures as at March 31, 2023 is as follows:

	Series I	Series II	Total
Balance, March 31, 2022	\$ 1,540,966	\$ 961,951	\$ 2,502,917
Interest expense	150,064	103,982	254,046
Interest payments	(178,421)	(59,096)	(237,517)
Accretion expense	142,536	130,670	273,206
Conversion	(210,214)	(34,087)	(244,301)
Derecognition of debentures	(1,378,826)	(1,006,294)	(2,385,120)
Recognition of re-issued debentures	1,274,222	933,637	2,207,859
Balance, March 31, 2023	\$1,340,327	\$1,030,763	\$ 2,371,090

NEWLOX GOLD VENTURES CORP.

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**NOTE 11 – CONVERTIBLE DEBENTURES (Continued)**

The continuity of the fair value of the convertible debentures as at March 31, 2024 is as follows:

	Series I	Series II	Series III	Series IV	Series V	Series VI	Total
Balance, March 31, 2023	\$1,340,327	\$1,030,763	\$-	\$-	\$-	\$-	\$2,371,090
Issuance	-	-	785,000	367,500	403,500	564,000	2,120,000
Equity Portion	-	-	(114,860)	(54,239)	(59,477)	(83,136)	(311,712)
Fair value of warrants	(151,939)	(179,352)	-	-	-	-	(331,291)
Finders' Fees	-	-	(36,289)	(13,477)	(16,787)	(45,465)	(112,018)
Interest Expense	130,943	100,174	21,573	10,169	4,167	4,945	271,971
Interest Payments	(69,150)	(39,298)	-	-	-	-	(108,448)
Accretion expense	102,253	81,169	19,156	8,471	3,566	4,811	219,426
Conversion of principal	(270,433)	(18,523)	(120,963)	-	(121,649)	-	(531,568)
Conversion of interest	(69,150)	(49,825)	-	-	-	-	(118,975)
Conversion option on extensions	(298,579)	(251,749)	-	-	-	-	(550,328)
Loss on extinguishment	365,645	349,063	-	-	-	-	714,708
Balance, March 31, 2024	\$1,079,917	\$1,022,422	\$553,617	\$318,424	\$213,320	\$445,155	\$3,632,855

NOTE 12 – RIGHT OF USE ASSETS

During the year ended March 31, 2023, the Company executed a lease agreement for Costa Rican office space, with a lease term of 1 year, which was renewed for a year during the year ended 2024.

During the year ended March 31, 2022, the Company executed a lease agreement for Canadian office space, with a lease term of 2 years.

During the year ended March 31, 2021, the Company executed lease agreements on land and a camp site in Costa Rica, with a lease term of 5 years.

The continuity of the fair value of the right-of-use assets as at March 31, 2024 is as follows:

	Land Lease	Camp Lease	Costa Rica Office	Canada Office	Total
Balance, March 31, 2022	\$16,876	\$13,190	\$-	\$10,432	\$40,498
Additions	-	-	19,056	-	19,056
Amortization	(2,342)	(4,770)	(1,379)	(7,849)	(16,340)
Foreign currency translation	5,928	5,038	(1,100)	-	9,866
Balance March 31, 2023	\$20,462	\$13,458	\$16,577	\$2,583	\$53,080
Additions	-	-	18,017	-	18,017
Amortization	(2,769)	(5,723)	(18,649)	(2,583)	(29,724)
Foreign currency translation	806	316	741	-	1,863
Balance March 31, 2024	\$18,499	\$8,051	\$16,686	-	\$43,236

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**NOTE 13 – LEASE LIABILITIES**

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate of 12%. Lease liabilities are subsequently measured at amortized cost using the effective interest rate method.

At March 31, 2024 and March 31, 2023, the Company's lease obligation related to its offices, camp, and land leases is as follows:

	Land Lease	Camp Lease	Costa Rica Office	Canada Office	Total
Balance, March 31, 2022	\$16,587	\$14,769	\$-	\$20,510	\$51,866
Additions	-	-	19,056	-	19,056
Payments	(1,724)	(6,463)	(1,649)	(18,900)	(28,736)
Interest expense	2,249	1,875	186	1,542	5,852
Foreign currency translation	5,343	5,418	83	-	10,844
Balance March 31, 2023	\$22,455	\$15,599	\$17,676	\$3,152	\$58,882
Additions	-	-	18,017	-	18,017
Payments	(4,583)	(7,638)	(20,234)	(3,200)	(35,655)
Interest expense	2,565	1,529	1,203	48	5,345
Foreign currency translation	939	393	992	-	2,324
Balance March 31, 2024	\$21,376	\$9,883	\$17,654	-	\$48,913

At March 31, 2024, the Company is committed to minimum lease payments as follows:

	March 31, 2024	March 31, 2023
Maturity analysis – contractual undiscounted cash flows		
Less than one year	\$31,470	\$34,123
One to five years	26,860	33,358
More than five years	1,611	6,158
Total undiscounted lease liabilities	\$59,941	\$73,639
Interest	(11,028)	(14,757)
Lease liabilities included in the statement of financial position	48,913	58,882
Current	9,661	28,881
Non-current	39,252	30,001

NOTE 14 – GOLD PURCHASE OPTION

On January 22, 2019, the Company entered into a gold purchase option agreement for consideration of US\$5,000, whereby the investor has the option to acquire up to 675 ounces of gold at a price of US\$1,000 per ounce for a period of 120 months commencing on the date that recovered gold exceeds 80 troy ounces a month. The Company can repay the balance in gold or the cash equivalent. The cash settlement shall be at the KITCO spot price (the "spot price") one day prior to the payment due date but not less than US\$1,500 per ounce.

The investor may exercise the option in monthly tranches which may not exceed 20% of the Company's monthly gold recovery less the amount of gold delivered as per the Company's existing royalty agreement. The option agreement shall expire on the earlier of its full satisfaction or 120 months from the date monthly gold recovery exceeds 80 troy ounces.

During the year ended March 31, 2024, the Company received two purchase orders, which were settled during the year ended March 31, 2024. During the year ended March 31, 2024, the Company incurred \$96,226 (2023 – \$250,140) in expenditures related to this agreement.

NEWLOX GOLD VENTURES CORP.

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NOTE 14 – GOLD PURCHASE OPTION (Continued)

The gold purchase option is a derivative liability as the repayment amount is determined by the spot price. The amount recorded for this derivative is based on the transaction price, being the total net proceeds received, as the fair value would be determined using unobservable inputs. As such, the derivative liability would be classified as Level 3 of the fair value hierarchy.

The key unobservable inputs that were used in the estimation of the derivative liability are as follows:

- 1) The expected recovery of gold exceeding 80 troy ounces a month.
- 2) The expected price of gold exceeding US\$1,800 per ounce.
- 3) The discount rate used to bring the amounts to present value.

The resulting value of the derivative instrument would differ significantly based on changes in the underlying assumptions used, potentially having a material future impact on the Company's consolidated financial statements. The significant inputs used in the fair value measurement categorized within Level 3 of the fair value hierarchy at March 31, 2024, and resulting changes in profit or loss from modifying these inputs, are shown below:

Description	Input	Sensitivity	March 31, 2024
Gold purchase option	Gold recovery amount	10%	20,698
Gold purchase option	Gold price	10%	(48,297)
Gold purchase option	Discount rate	10%	(12,465)

During the year ended March 31, 2024, there were no transfers into or out of Level 1, 2 or 3 in the fair value hierarchy.

As at March 31, 2024, the gold purchase option was valued at \$500,000 (2023 - \$476,243). A \$23,757 loss (2023 – gain of \$116,491) on revaluation of this derivative liability was recognized in other income during the year ended March 31, 2024.

NOTE 15 – REVENUE SHARING AGREEMENT

On July 17, 2017, the Company entered into a Revenue Sharing Agreement (the "Transaction") with an investor. The Transaction grants the investor a 15% gross revenue royalty on the Company's first processing plant until the investor has received royalties totaling US\$1,000,000. After which, the investor will hold a 10% gross royalty on the first processing plant for the life of the project. The investor would also be granted a 5% gross revenue royalty on all processing plants, current and future, developed by the Company and its subsidiaries, which are not subject to an active gross revenue royalty. The investor was offered a right of first refusal to fund the Company's future projects. As consideration, the investor agreed to pay the Company a total of US\$950,000. As security for the Company's obligations under the Transaction, the Company granted the investor a fixed assignment, transfer, mortgage, charge and security interest over the Company's assets.

On December 24, 2018, the Company and the investor agreed to an amendment in exchange for US\$45,000 where the royalty is increased to 18% until the investor has received royalties totaling US\$1,025,000. After which, the investor will hold a 10.5% (0.5% increase) gross royalty on the first processing plant for the life of the project. The royalty balance US\$1,025,000 was reached in June 2023. From this date forward royalty payments have been made at the reduced rate of 10.5%.

As a result of the amendment, the Company reduced the net book value of the processing facilities by \$61,340 being the approximate net book value of these assets at the time of the amendment. As at March 31, 2024, the investor has received US\$1,162,563 in royalties since inception.

On April 17, 2019, the Company, closed its "Series Two" Revenue Participation, and three investors purchased a 3% Gross Revenue Royalty on the Company's first processing plant until the investors have received payments totalling the amount invested (the "Gross Revenue Royalty"), after which, the investors will hold a 2% gross revenue royalty on the first processing plant for the life of the project (the "Enduring Royalty"). The Company has also granted the investors a priority right to fund the Company's future projects through a similar mechanism, to be adjusted in relation to the financing needs. In the event the investor elects not to fund one or more of the Company's future projects, the Company will be free to pursue funding from other parties for those projects and investors will hold a 1% base royalty the project. The original amount invested of US\$250,000, was fully repaid during February 2024, and after this date royalty payments continued at the reduced rate. As at March 31, 2024, the investors have received US\$256,988 in royalties since inception.



NOTE 15 – REVENUE SHARING AGREEMENT (Continued)

In relation to the revenue sharing agreements, as at March 31, 2024 the Company had a balance of \$13,485 in deferred revenue (2023 – \$78,967) and recognized in other income \$65,482 (2023 – \$65,483).

NOTE 16 – SHARE CAPITAL

a) Authorized Capital

The Company is authorised to issue an unlimited number of common shares without par value.

b) Issued and Outstanding Common Shares

i) Shares Issued during the year ended March 31, 2024

During the year ended March 31, 2024, the Company issued 2,750,000 shares for cash, at a price of \$0.20 per Unit. Each Unit comprises one common share and one common share purchase warrant. Each Warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.25 for 2 years from the closing of the Offering. The fair value of the warrants issued of \$165,000 was allocated to contributed surplus using the residual method.

During the year ended March 31, 2024, the Company issued 650,000 shares on exercise of options for proceeds of \$39,000 of which \$24,000 had been classified in obligations to issue shares as of March 31, 2023 and \$15,000 received in 2024. As a result, \$32,500 was reclassified from contributed surplus to share capital on exercise of the options.

During the year ended March 31, 2024, the Company issued 3,940,000 shares for conversion of \$583,680 principal of convertible debenture. In connection with these conversions, \$52,126 was reclassified from the equity component of the debentures to share capital.

During the year ended March 31, 2024, the Company issued 793,163 shares on the conversion of \$118,975 interest on the convertible debentures.

ii) Shares Issued during the year ended March 31, 2023

During the year ended March 31, 2023, the Company issued 3,690,583 shares on the exercise of warrants for proceeds of \$369,059. As a result, \$213,367 was reclassified from contributed surplus to share capital on exercise of the warrants.

During the year ended March 31, 2023, the Company issued 1,671,000 shares for conversion of \$250,650 principal of convertible debenture. In connection with these conversions, \$4,699 was reclassified from the equity component of the debentures to share capital.

During the year ended March 31, 2023, the Company issued 3,763,006 shares for exercise of options for proceeds of \$249,780. As a result, \$184,494 was reclassified from contributed surplus to share capital on exercise of the options. \$24,000 worth of shares remain to be issued as of March 31, 2023 and were issued on 2024.

c) Share Options

Under the terms of the Company's 2017 Stock Option Plan (the "Plan"), the maximum number of shares reserved for issuance under the Plan is 10% of the issued shares on a rolling basis. Options may be exercisable over periods of up to five years as determined by the Board of Directors of the Company and the exercise price shall not be less than the Discounted Market Price on the award date, subject to regulatory approval. All stock options granted are non-assignable.

During the year ended March 31, 2024, the Company granted of 3,052,980 incentive stock options to consultants of the Company to acquire an aggregate of 3,052,980 common shares of the Company.

The options have an exercise price of \$0.15 per share, vest immediately and are exercisable until November 9, 2025. The share-based payments expense related to stock options was determined to be \$363,429 for the year ended March 31, 2024. Of this amount, \$244,220 was recognized as stock based compensation.



NOTE 16 – SHARE CAPITAL (Continued)

c) Share Options (continued)

During the year ended March 31, 2023, the Company granted of 6,500,000 incentive stock options to directors and employees, and 3,550,000 incentive stock options to consultants of the Company to acquire an aggregate of 10,050,000 common shares of the Company. The options have an exercise price of \$0.13 - \$0.20 per share, vest immediately and are exercisable until September 28, 2027 and September 28, 2024, respectively.

The share-based payments expense related to stock options was determined to be \$858,661 for the year ended March 31, 2023.

The following weighted average assumptions were used in estimating the fair value of stock options granted using the Black-Scholes Option Pricing Model:

	March 31, 2024	March 31, 2023
Exercise price	\$0.15	\$0.13 - \$0.20
Volatility	153.63%	141.32%
Risk free interest rate	4.57%	3.42%
Expected dividend yield	0%	0%
Forfeiture rate	0%	0%

The continuity of options for the year ended March 31, 2024 is as follows:

Expiry Date	Exercise Price	March 31, 2023	Issued	Exercised	Forfeited	Expired	March 31, 2024
April 5, 2023	\$0.23	300,000	-	-	-	300,000	-
June 17, 2023	\$0.23	200,000	-	-	-	200,000	-
July 3, 2023	\$0.06	566,961	-	-	-	566,961	-
October 10, 2023	\$0.265	1,000,000	-	-	-	1,000,000	-
September 28, 2024	\$0.13	3,550,000	-	-	-	250,000	3,300,000
January 20, 2025	\$0.24	250,000	-	-	-	-	250,000
July 3, 2025	\$0.06	1,416,666	-	250,000	-	-	1,166,666
November 9, 2025	\$0.15	-	3,052,980	-	-	-	3,052,980
September 28, 2027	\$0.20	6,500,000	-	-	-	-	6,500,000
		13,783,627	3,052,980	250,000	-	2,316,961	14,269,646

The continuity of options for the year ended March 31, 2023 is as follows:

Expiry Date	Exercise Price	March 31, 2022	Issued	Exercised	Forfeited	Expired	March 31, 2023
July 3, 2022	\$0.06	150,000	-	-	-	150,000	-
September 13, 2022	\$0.06	4,265,793	-	3,763,006	-	502,787	-
April 5, 2023	\$0.23	300,000	-	-	-	-	300,000
June 1, 2023	\$0.28	200,000	-	-	200,000	-	-
June 17, 2023	\$0.23	200,000	-	-	-	-	200,000
July 3, 2023	\$0.06	566,961	-	-	-	-	566,961
October 10, 2023	\$0.265	1,000,000	-	-	-	-	1,000,000
September 28, 2024	\$0.13	-	3,550,000	-	-	-	3,550,000
January 20, 2025	\$0.24	250,000	-	-	-	-	250,000
July 3, 2025	\$0.06	1,416,666	-	-	-	-	1,416,666
September 28, 2027	\$0.20	-	6,500,000	-	-	-	6,500,000
		8,349,420	10,050,000	3,763,006	200,000	652,787	13,783,627



NOTE 16 – SHARE CAPITAL (Continued)

c) Share Options (continued)

As at March 31, 2024, the Company has the following options outstanding and exercisable:

Expiry Date	Exercise Price	Remaining Life (years)	Options Outstanding
September 28, 2024	\$0.13	0.50	3,300,000
January 20, 2025	\$0.24	0.81	250,000
September 28, 2027	\$0.20	3.50	6,500,000
July 3, 2025	\$0.06	1.26	1,166,666
November 9, 2025	\$0.15	1.61	3,052,980
			14,269,646

The average share price of the date the options were exercised was \$ 0.15 (2023 \$ 0.13)

d) Share Purchase Warrants

The continuity of warrants outstanding and exercisable as of March 31, 2024, is as follows:

Expiry Date	Exercise Price	March 31, 2023	Issued	Exercised	Expired	March 31, 2024
December 18, 2024	\$0.25	14,069,613	-	-	-	14,069,613
December 31, 2024	\$0.25	6,954,266	-	-	-	6,954,266
November 27, 2025	\$0.25	-	2,750,000	-	-	2,750,000
November 29, 2025	\$0.25	-	5,454,132	-	-	5,454,132
December 22, 2025	\$0.25	-	2,534,800	-	-	2,534,800
January 31, 2024	\$0.25	-	2,797,200	-	-	2,797,200
February 29, 2024	\$0.25	-	4,060,800	-	-	4,060,800
		21,023,879	17,596,932	-	-	38,620,811

The continuity of warrants for the year ended March 31, 2023, is as follows:

Expiry Date	Exercise Price	March 31, 2022	Issued	Exercised	Expired	March 31, 2023
May 29, 2022	\$0.10	68,400	-	68,400	-	-
June 4, 2022	\$0.10	3,622,183	-	3,622,183	-	-
August 20, 2022	\$0.15	3,916,549	-	-	3,916,549	-
December 18, 2023	\$0.25	14,069,613	-	-	-	14,069,613
December 31, 2023	\$0.25	6,954,266	-	-	-	6,954,266
		28,631,011	-	3,690,583	3,916,549	21,023,879

On December 18, 2023, the Company extended the warrant expiration dates by one year. 14,069,613 warrants (359,613 broker warrants) had their expiry date extended to December 18, 2024 and 6,954,266 warrants (344,266 broker warrants) had their expiry moved to December 31, 2024.



NOTE 16 – SHARE CAPITAL (Continued)

d) Share Purchase Warrants (continued)

The following weighted average assumptions were used in estimating the incremental fair value of the broker warrants using the Black-Scholes Option Pricing Model:

	March 31, 2024
Exercise price	\$0.25
Volatility	80.53%
Risk free interest rate	3.66%
Expected dividend yield	0%
Forfeiture rate	0%

The outstanding warrants have a weighted average remaining life of 1.20 years.

NOTE 17 – REVENUES

Revenues from sale of gold doré, including by-products, are recorded net of smelting and refining costs.

During the year ended March 31, 2024, the Company recognized \$2,793,545 (2023 – \$3,472,106) in revenue with two customers. The customers accounted for 62% and 38% (2022 – 66% and 34%) of revenue respectively.

NOTE 18 – INCOME TAXES

The Company is subject to income taxes in Canada and Costa Rica. The statutory income tax rates were 27% in Canada, and 30% in Costa Rica. A reconciliation of the expected income tax recovery to actual income recovery is as follows:

	2024	2023 (Restated Note 24)
Net loss before tax	\$ (3,998,866)	\$ (2,211,980)
Expected income tax recovery at combined Canadian statutory rate	(1,080,000)	(613,000)
Permanent differences	259,000	315,000
Financing fees	(17,000)	3,000
Impact of change in tax rates	1,000	27,000
Change in unrecognized deferred tax assets	366,000	89,000
Other items	676,000	309,000
Current income tax expense	228,377	557,622
Deferred income tax recovery	(23,380)	(202,191)

The following table summarizes the components of deferred tax:

	March 31, 2024	March 31, 2023 (Restated Note 24)
Non-capital losses	\$ 2,377,000	\$ 1,853,000
Capital losses	147,000	147,000
Share issue costs	18,000	8,000
Property, plant and equipment	286,000	257,000
Convertible debt	80,000	7,000
Unrecognized deferred tax assets	(2,638,000)	(2,272,000)
Recognized deferred tax assets	276,000	240,000

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**NOTE 18 – INCOME TAXES (Continued)**

As at March 31, 2024, the Company had approximately \$8,805,000 of Canadian non-capital loss carry forwards available to reduce taxable income for future years. The non-capital losses expire between 2033 and 2044. At March 31, 2024, the Company had capital losses of \$543,000 which may be carried forward indefinitely and offset toward future capital gains. Per Costa Rican Income Tax Law, tax loss carry forwards are only available to industrial and agricultural companies. Industrial companies may carry forward initial operating start-up losses five years with any losses incurred after the first five years only being carried forward three years. As of March 31, 2024, the Company had utilized all Costa Rican tax losses carried forward balances and had estimated current taxes payable of \$1,472,831 (2023 - \$1,079,082, 2022 - \$247,316). Tax attributes are subject to review, and potential adjustment by tax authorities.

NOTE 19 – RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiary, which are related parties of the Company, have been eliminated on consolidation and are not disclosed. Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in the consolidated financial statements are described as follows.

As at March 31, 2024 and March 31, 2023, the Company has the following amounts owing to related parties that are non-interest bearing, unsecured, and have no specified terms of repayment.

	March 31, 2024	March 31, 2023
	\$	\$
Due to a family member of the Company's President	168,163	30,246
Due to (from) a director and officer for management fees	109,067	(2,731)
Due to a director and officer for management fees and advances to the Company	147,341	116,687
Due to Related Parties	424,571	144,202

The convertible debenture holders participated in the unsecured non-brokered Convertible Debenture Financing converting part of this debt. As at March 31, 2024 and March 31, 2023, the balances owed (principal and interest) are as follows:

	March 31, 2024	March 31, 2023
	\$	\$
Due to a family member of the Company's President	120,899	115,274
Due to directors and officers	120,899	115,274
Due to a director (also an officer) for management fees and advances to the Company	124,791	119,241
Debentures	366,589	349,789

For the year ended March 31, 2024, \$33,600 (2023 - \$33,600) of interest was expensed in relation to convertible debentures held by related parties.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the CEO, CFO and the members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the years ended March 31, 2024 and 2023 were as follows:

	March 31, 2024	March 31, 2023
	\$	\$
Management fees to directors and officers	366,820	348,307
Consulting fees to a director	-	17,500
Consulting fees to a family member of the Company's President	264,673	252,275
Share-based compensation	-	490,321
	631,493	1,108,403



NOTE 20 – FINANCIAL INSTRUMENTS

The financial at March 31, 2024 include cash, accounts payable and accrued liabilities, gold purchase option, due to related parties and convertible debentures. The carrying values of these financial assets and liabilities approximate their fair values due to their short-term nature.

IFRS 13 Fair Value Measurement establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

- Level 1 - quoted prices in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., from derived prices); and
- Level 3 - inputs for the asset or liability that are not based upon observable market data.

The fair value of cash is based on Level 1 inputs. Derivative liabilities are measured at fair value using Level 3 inputs. See Note 14 for more details.

Financial assets included in the consolidated statement of financial position are as follows:

	Level in fair value hierarchy	March 31, 2024	March 31, 2023
FVTPL:			
Cash	Level 1	\$ 283,982	\$ 698,834
		\$ 283,982	\$ 698,834

Financial liabilities included in the consolidated statement of financial positions are as follows:

	Level in fair value hierarchy	March 31, 2024	March 31, 2023
FVTPL:			
Gold purchase option	Level 3	\$ 500,000	\$ 476,243
Amortized cost:			
Accounts payable and accrued liabilities		226,279	183,987
Due to related parties		424,571	144,202
Convertible debentures		3,632,855	2,371,090
		4,283,705	\$2,699,279

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in Note 3. The Company's risk management is coordinated at its head office in Canada in close co-operation with the board of directors and focuses on actively securing the Company's short to medium-term cash flows and raising finances for the Company's capital expenditure program.

The Company does not actively engage in the trading of financial assets for speculative purposes.

The most significant financial risks to which the Company is exposed are described below.

a) Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not hedge its exposure to fluctuations in the related foreign exchange rates. The Company's exposure to currency risk is currently considered insignificant. At March 31, 2024, a 10% fluctuation in foreign exchange rate would affect net loss by approximately \$8,898.

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NOTE 20 – FINANCIAL INSTRUMENTS (Continued)

b) Commodity price risk

The Company's revenues, earnings, and cash flows are directly related to the volume and price of previous metals sold and are sensitive to changes in market prices over which it has little or no control. See Note 14 for more information on the Company's gold purchase option sensitivity.

c) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with high-quality financial. The credit risk for cash is considered low since the counterparties are reputable banks with high-quality external credit ratings.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, that it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. There can be no assurance that the Company will be successful in generating and maintaining profitable operations or will be able to secure future debt or equity financing for its working capital and expansion activities (Note 1).

The following is an analysis of the contractual maturities of the Company's financial liabilities as at March 31, 2024:

	Within one year	Between one and five years
Accounts payable and accrued liabilities	\$ 226,279	\$ -
Due to related parties	424,571	-
Convertible debentures	1,812,855	1,820,000
Lease liabilities	9,661	39,252
	<u>\$ 2,473,366</u>	<u>\$ 1,859,252</u>

e) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interests on the Company's convertible debentures are based on fixed rates, and as such, the Company is not exposed to significant interest rate risk.

NOTE 21 – CAPITAL MANAGEMENT

The Company manages its shareholder's equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and expansion of its business and to maintain a flexible capital structure which optimises the costs of capital at an acceptable risk level.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. To maintain or adjust its capital structure, the Company may attempt to issue new shares or debt, dispose of assets, or adjust the amount of cash and cash equivalents. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

The Company has no externally imposed capital requirements and has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future. There were no changes in the Company's approach to capital management during the year ended March 31, 2024.

NOTE 22 – SEGMENT REPORTING

At March 31, 2024, the Company operates in one operating segment, the operating tailings reclamation and gold recovery in Costa Rica. All of the Company's property, plant and equipment are located in Costa Rica. All revenue recognized during the years ended March 31, 2024 and 2023 was earned in Costa Rica.



NOTE 23 – SUPPLEMENTAL CASH FLOW INFORMATION

	For the years ended March 31,	
	2024	2023 (Restated)
	\$	\$
Interest paid	108,448	243,680
Non-cash investing and financing activities:		
Additions to property, plant and equipment in accounts payable	-	20,736
Fair value of shares issued on conversion of debt	279,891	250,650
Options exercised to settle accounts payable	-	249,780
Derecognition of convertible debentures	-	2,385,120
Recognition of modified debentures	-	2,207,859

NOTE 24 – RETROSPECTIVE RESTATEMENT

The 2023 and 2022 comparative figures have been restated for the correction of errors as summarized below:

The Company determined that the current and deferred income tax positions for the fiscal years ended March 31, 2023 and 2022 were incorrectly calculated resulting in an understatement of the current income tax liabilities and deferred income tax assets at the respective dates. The following adjustments should have been made to reflect the Company's income tax obligations and related interest expenses and penalties in Costa Rica, including recognizing a deferred tax asset related to the property, plant and equipment located in Costa Rica.

The impact of the above corrections on the figures for the year ended March 31, 2023 and 2022 are reflected as follows:

Consolidated Statements of Financial Position

	2023 (As previously reported)	Impact of Prior Year Restatement	Income Tax expense	Interest Expense	Penalties	Deferred Tax Asset	2023 (Restated)
Income Tax Payable	130,000	352,035	512,792	17,842	66,413	-	1,079,082
Deferred Tax Asset	-	-	-	-	-	240,810	240,810
Foreign currency translation reserve	1,460,916	(104,719)	(85,170)	(2,861)	(10,651)	38,619	1,296,134
Deficit	(13,143,028)	(247,316)	(427,622)	(14,981)	(55,762)	202,191	(13,686,518)

	2022 (As previously reported)	Income Tax expense	Interest Expense	Penalties	Deferred Tax Asset	2022 (Restated)
Income Tax Payable	-	224,430	443	22,443	-	247,316
Deficit	(10,871,791)	(224,430)	(443)	(22,443)	-	(11,119,107)

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**NOTE 24 – RETROSPECTIVE RESTATEMENT (Continued)**Consolidated Statements of Loss and Comprehensive Loss

	2023 (As previously reported)	Impact of Prior year Restatement	Income Tax Expense	Interest Expense	Penalties	Deferred Tax Asset	2023 (Restated)
Interest expense	(260,841)	-	-	(14,981)	-	-	(275,822)
Penalties	-	-	-	-	(55,762)	-	(55,762)
Income tax expense	(130,000)	-	(427,622)	-	-	-	(557,622)
Deferred income tax recovery	-	-	-	-	-	202,191	202,191
Foreign currency translation adjustment	1,532,820	(104,719)	(85,170)	(2,861)	(10,651)	38,619	1,368,038

NOTE 25 – INVESTMENTS

On 20 November 2023 the Company announced it signed an agreement to acquire 100% of the Antioquia Community Coexistence Project (the “Coexistence Project”) in San Roque, Department of Antioquia, Colombia for a total of US\$1.5 million to be paid in installments. The Coexistence Project will follow the coexistence model for relations with artisanal mining, which was spearheaded by Dr. Marcello Veiga and embraced by the Colombian Government and local stakeholders. The Project will provide local small miners access to modern mineral processing options through a partnership with the Company.

As part of the agreement, Newlox Gold’s Coexistence Project will be the exclusive processing facility for all feedstock mined from the Gramalote artisanal mines over an initial term of 21 years, with an automatic renewal of the agreement occurring when the underlying mineral concessions are renewed. The Company intends to initially construct a 500 to 1,000-tonne-per-day processing plant to service the needs of local miners and anticipates that future demand may grow well beyond this level.

For the year ended March 31, 2024, \$648,434 (2023 - \$Nil) was invested in the project, but the Company determined the amounts invested were impaired to \$Nil, as no licenses had yet been issued.

NOTE 26 – SUBSEQUENT EVENTS

On April 30, 2024, the Company closed a debenture financing for proceeds of \$71,500.

On May 20, 2024, the Company’s subsidiary obtained a loan of US\$250,000 with interest at 12% per annum repayable on May 20, 2025.

On May 28, 2024, the Company announced start of operations at Boston’s second processing plant.

On June 3, 2024, the Company closed the final debenture financing for proceeds of \$153,000.

On July 17, 2024, the Company issued 850,000 common shares issued in shares for debt transaction at \$0.15 per share.



NEWLOX GOLD VENTURES CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

For the Year Ended March 31, 2024

As at November 20, 2024

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2024 and 2023.



This Management Discussion and Analysis ("MD&A") of Newlox Gold Ventures Corp. (the "Company" or "Newlox") has been prepared by management to assist the reader to assess material changes in the financial condition and results of operations of the Company as at March 31, 2024. This MD&A should be read in conjunction with the Audited Consolidated Financial Statements of the Company for the years ended March 31, 2024 and 2023. The Audited Consolidated Financial Statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The effective date of this MD&A is November 20, 2024.

This MD&A contains "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company, including but not limited to statements with respect to the Company's plans or future financial or operating performance, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of assets, success of activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits, ability to generate sufficient revenue to fund expansion and dividend programs and future outcome of legal and tax matters.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate", "believe", "estimate", "expect", "budget", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

The statements reflect the current beliefs of the management of the Company and are based on the currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include but are not limited to risks related to international operations; risks related to general economic conditions and credit availability; uncertainty related to the resolution of legal disputes and lawsuits; actual results of current activities and unanticipated reclamation expenses; fluctuations in prices of gold and other commodities; fluctuations in foreign currency exchange rates; increases in market prices of consumables; possible variations in access to feedstock, grade or recovery rates; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; changes in national and local government regulation of operations, tax rules and regulations, and political and economic developments in countries in which the Company operates; as well as other factors. Additional information relating to the Company and its operations is available on SEDAR at sedar.com and on the Company's website at newloxgold.com.

Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Management believes that the assumptions and expectations reflected in such forward-looking statements are reasonable. Assumptions have been made regarding, among other things: the Company's ability to carry on and expand its artisanal tailings reclamation activities, including construction; the timely receipt of required approvals, including the approvals required for expansion in new jurisdictions; the price of silver, gold and other metals; the Company's ability to operate in a safe, efficient and effective manner; prices for key processing supplies, including labour costs and consumables, remaining consistent with the Company's current expectations; reclamation and metal recovery meeting expectations and being consistent with estimates; plant, equipment and processes operating as anticipated; there being no material variations in the current tax and regulatory environment; the exchange rates among the Canadian dollar, the Costa Rican Colón, the Nicaraguan Córdoba and the United States dollar remaining consistent with current levels; the Company's ability to obtain financing as and when required and on reasonable terms. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions, which may have been used.

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2024 and 2023.



Although management has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except as, and to the extent required by, applicable securities laws.

This MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of the Company. All financial amounts are expressed in Canadian Dollars unless otherwise indicated.

OVERALL PERFORMANCE

Newlox Gold Ventures Corp. ("Newlox" or the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on April 7, 2011. The Company's office is located at 355 Burrard Street, 10th Floor, Vancouver, BC V6C 2G8, Canada. Newlox Gold is an environmental remediation and precious metals recovery company pursuing business opportunities in Latin America with its shares listed on the Canadian Securities Exchange ("the CSE") under the symbol LUX and is quoted in Germany on the Frankfurt stock exchange under the symbol NGO.

The Company closed on its agreement to acquire all shares of Oro Roca S.A., a private Costa Rican company, on April 14th, 2014. The Company is ramping-up two precious metals recovery plants in Costa Rica. The Company's first plant is a tailings remediation plant providing environmental services while recovering residual gold and silver from historical tailings. Newlox Gold's second processing plant is focused on providing modern and efficient processing options to local miners which displace damaging artisanal processing methods while providing economic benefits to all stakeholders.

The Company has established agreements with local artisanal mining cooperatives and individuals in Costa Rica to supply tailings originating from artisanal mining and freshly mined materials, which are the feedstock for Newlox's reclamation and processing operations. Because the Costa Rican Government has legalized local miners in the area of Newlox's operations, the Company is able to partner with these formalized mining groups to implement its unique coexistence model for socially and environmentally positive gold production. These agreements should provide the Company with a steady supply of feedstock while established relationships with local and offshore jewellery manufacturers and refiners should allow the Company to sell precious metals at competitive market prices. Precious metals buyers are abundant in Latin America and around the world, therefore, management does not anticipate facing difficulty in the sale of the Company's products.

The longer-term objective of Newlox Gold Ventures Corp is to significantly expand its business model in Latin America and establish a dividend paying enterprise, which will allow its shareholders to participate in its equity value growth and potential to share in profits, all the while contributing to an environmental clean-up effort and setting a high standard of social responsibility. Management believes that the expansion of Newlox Gold's environmentally and socially positive business model will deliver economic benefits to shareholders and other stakeholders while contributing to a healthier planet.

ORO ROCA PROCESSING PLANT

Newlox Gold Ventures Corp's wholly owned subsidiary, Oro Roca S.A., has identified artisanal tailings material for reprocessing and reclamation using a processing technology designed in partnership with the Company's technical advisors at the Norman B. Keevil Institute of Mining Engineering at the University of British Columbia (UBC).

The Company commissioned extensive lab testing on artisanal tailings samples collected in Costa Rica at UBC and other independent analytical laboratories. Initial results identified processing methods particularly suited to the Company's needs and recommended follow-up research to design a process to maximise the recovery of precious metals and deleterious materials present in the tailings originating from the historical processing by artisanal miners.

An optimization study was instrumental in the design of Newlox's first processing facility. The optimisation study found that changes to the process flow sheet and reagents could deliver meaningful increases in process efficiency, exceeding their goal of 90% recovery in laboratory conditions.

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2024 and 2023.



Using the data generated from testing at UBC and having applied tailor-made processing systems at the Company's two processing units in Costa Rica, Newlox Gold's operations team have reported gold recovery rates of up to 93% while optimizing reagent use and other operational metrics. Management's intention over the coming year is to focus on Plant 1 and Plant 2 productivity and efficiency.

James A. Turner, P. Geo is the Qualified Person for the Company and reviews all technical disclosures.

SELECTED ANNUAL INFORMATION

The following selected financial data with respect to the Company's financial condition and results of operations has been derived from the audited financial statements of the Company for the years ended March 31, 2024, 2023, and 2022, as applicable.

The selected financial data should be read in conjunction with those financial statements and the notes thereto.

Year ended March 31,	2024	2023	2022 As restated
Revenues	\$2,793,545	\$3,472,106	\$2,081,516
Gross profit	\$1,400,031	\$2,618,892	\$1,460,056
Total operating expenses	\$3,189,164	\$3,930,701	\$2,565,699
Net loss	(\$4,203,863)	(\$2,567,411)	(\$2,003,154)
Comprehensive loss	(\$3,906,001)	(\$1,199,373)	(\$2,243,274)
Basic and diluted loss per share	(\$0.03)	(\$0.02)	(\$0.02)
Weighted average number outstanding	149,633,947	143,892,709	125,595,527

As at March 31,	2024	2023	2022 As restated
Cash	\$283,982	\$698,834	\$3,508,598
Current assets	\$390,796	\$904,539	\$3,712,896
Total assets	\$8,164,631	\$7,484,563	\$6,601,702
Total liabilities	\$6,318,934	\$4,392,453	\$4,047,836
Shareholders' equity (deficiency)	\$1,845,697	\$3,092,110	\$2,553,866

RESULTS OF OPERATIONS

For the year ended March 31, 2024

During the year ended March 31, 2024, the Company reported a loss of \$4,203,863 (2023 – \$2,567,411). The significant components of which were as follows:

- A decreased in revenue to \$2,793,545 (2023 - \$3,472,106) was related to temporary interruptions in the electric supply due to the upgrades required for plant 2.
- Higher cost of sales of \$1,393,514 (2023 - \$853,214) was related to higher costs arising as a result of the Company's reduced productivity as explained on the previous line.
- Depreciation rose to \$985,256 (2023 - \$510,468) as a result of the Company acquiring new fixed assets.
- Project investigation cost fell to \$nil (2023 - \$103,511) as a result of the completion of the Company's investigation process.
- Royalty payments fell to \$469,085 (2023 - \$760,428) due to the Company decrease in sales.
- Share based compensation decreased to \$244,220 (2023 - \$858,661) as a result of the Company granting less new options and warrants in the current period.

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2024 and 2023.



- Travel decreased to \$84,328 (2023 - \$197,637) as the Company reduced their trips to Colombia since the deal completed.
- Interest expense rose to \$375,025 (2023 - \$275,822) as a result of the Company issuing new debentures.
- Loss on extinguishment of convertible debentures rose to \$714,708 (2023 - \$163,095) as a result of the Company re-issuing convertible debentures series I and II.
- Loss on gold purchase option fell to \$23,757 (2023 - \$116,491) due to the Company receiving a new valuation.
- Net cost of gold forward sale fell to \$96,226 (2023 - \$250,140) due to the Company receiving less purchase orders.
- Impairment of joint venture fell to \$ Nil (2023 - \$380,820) due to the Company's revised investment strategy.
- Write-off of GST receivable rose to \$172,509 (2023 - \$ Nil) as a result of the Company's policy change.
- Impairment loss on Colombian investment rose to \$648,434 (2023 - \$ Nil) as a result of the Company no yet receiving the final permits.

Three months ended March 31, 2024

During the three months ended March 31, 2024, the Company reported a net loss of \$ 2,691,064 (2023 - \$1,886,691). The significant components of which were as follows:

- The decrease in revenue to \$394,898 (2023 - \$1,077,008) was related to temporary interruptions in the electric supply due to the upgrades required for plant 2.
- Cost of sales increased to \$ 357,578 (2023 - \$98,475) in connection with increased depreciation recognized on processing equipment.
- Depreciation increased to \$ 503,345 (2023 - \$212,724) due to the Company acquiring additional fixed assets throughout the year ended March 31, 2023.
- Professional fees decreased to \$ 30,107 (2023 - \$163,942) due to the Company's effort in decreasing costs.
- Royalty payments decreased to \$ 49,357 (2023 - \$247,923) due to the Company's lower sales.
- Share based compensation decreased to \$ 188,664 (2023 - \$858,661) as a result of the Company granting less new options and warrants in the current period.
- Interest expense increased to \$ 185,494 (2023 - \$80,652) as a result of the Company issuing new debentures.
- Gain / Loss on debt modification increased to \$ 714,708 (2023 - \$163,095) due to the Company renewing their Series I and II Debentures.
- Write-off of GST receivable to \$ 172,509 (2023 - \$Nil) as a result of the Company policy change.
- Impairment loss on Colombian investment to \$ 648,434 (2023 - \$Nil) as a result of the Company no yet receiving the final permits.

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2024 and 2023.

**SUMMARY OF QUARTERLY RESULTS**

	March 31, 2024	For the three months ended		
		December 31, 2023 As restated	September 30, 2023 As restated	June 30, 2023 As restated
	\$	\$	\$	\$
Revenues	394,898	526,132	662,763	1,209,752
Gross profit	37,320	161,437	240,753	960,521
Net gain (loss)	(2,691,064)	(1,052,988)	(532,103)	72,292
Comprehensive income (loss)	(2,369,733)	(741,424)	(310,011)	(484,833)
Basic and diluted loss per share	(0.00)	0.00	0.00	0.00

	March 31, 2023 As restated	For the three months ended		
		December 31, 2022 As restated	September 30, 2022 As restated	June 30, 2022 As restated
	\$	\$	\$	\$
Revenues	1,077,008	808,596	867,942	718,560
Gross profit	849,380	644,489	656,202	468,821
Net gain (loss)	(1,886,691)	35,655	(347,614)	(368,761)
Comprehensive loss	(1,367,427)	319,372	292,729	(444,047)
Basic and diluted loss per share	(0.01)	0.00	0.00	0.00

During the last eight quarters, the Company's net gain (loss) has ranged between (\$2,691,064) and \$72,292. The Company's losses and expenditures increased during this period, as the Company made additional royalty payments and had higher amounts of depreciation due to acquiring more property and equipment, in addition to recognizing a write-down of its loan receivable with Sindicato Nacional De Mineros. The Company also had considerable share-based compensation expenses in its year ended March 31, 2024 due to granting additional options.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2024 the Company has financed its operations and met its capital requirements primarily through the issuance of capital stock by way of private placements and from the revenue sharing agreement. As at March 31, 2024, the Company had cash of \$283,982 representing a decrease of \$414,852 compared with cash of \$698,834 at March 31, 2023. The Company also had a working capital deficit of \$4,068,886. The Company's working capital, along with future capital raises, is anticipated to be sufficient to cover expenditures for the next twelve months. The Company cannot be certain, however, that it will be able to raise capital through the issuance of equity to continue operations or that additional financing will be available on terms acceptable to the Company in the future. The Company's future capital requirements will depend on many factors, including, among others, the ability to produce commercial quantities of concentrate and sell below cost. Should the Company wish to pursue current and future business opportunities, additional funding will be required.

To the extent that the Company continues to incur losses and its resources are insufficient to fund the Company until profitability is reached, the Company may need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. If adequate funds are not available, the Company may be required to delay expenditures or acquisitions.

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2024 and 2023.



The following is an analysis of the significant items and variances to our cash flows between the years ended March 31, 2024 and March 31, 2023:

For the year ended March 31,	2024	2023	Change	% Change
Cash flows from (used in) operating activities	(\$222,772)	(\$302,865)	(\$80,093)	26%
Cash flows used in investing activities	(\$2,622,464)	(\$2,898,801)	(\$276,337)	10%
Cash flows from (used in) financing activities	\$2,434,317	\$364,323	\$2,069,994	568%
Effect of exchange rate on cash	(\$3,933)	\$27,579	\$31,512	114%
Increase (decrease) in cash	(\$414,852)	(\$2,809,764)	\$2,394,912	(85%)

Cash Used in Operating Activities

Net cash used in operating activities for the year ended March 31, 2024, was \$222,772, compared to \$302,865 for the year ended March 31, 2023. These cash outflows were due to the large net losses incurred in each of 2024 and 2023.

Cash Used in Investing Activities

Net cash used in investing activities for the year ended March 31, 2024, was \$2,622,464, compared to \$2,898,801 for the year ended March 31, 2023. These outflows were due to the acquisition of capital assets and advances made to the Company's joint venture operation.

Cash Used in Financing Activities

Net cash provided by financing activities for the year ended March 31, 2024, was \$2,434,317, compared to \$364,323 for the year ended March 31, 2023. Cash provided by financing activities related to proceeds received from the exercise of options, warrants and the issuance of convertible debentures.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiary, which are related parties of the Company, have been eliminated on consolidation and are not disclosed. Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in the consolidated financial statements are described as follows.

The Company had the following key management personnel and related companies as of March 31, 2024:

Key management personnel	
Ryan Jackson	CEO, President, Director
1241181 B.C. Ltd.	Company controlled by Ryan Jackson
David Jackson	Related to Ryan Jackson
1045305 B.C. Ltd.	Company controlled by David Jackson
Jeffrey Benavides	CFO, Director
David Carkeek	Director
Gary MacDonald	Former CEO, Director
Jim Miller	Former Director

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2024 and 2023.



As at March 31, 2024 and March 31, 2023, the Company has the following amounts owing to related parties that are noninterest bearing, unsecured, and have no specified terms of repayment.

	March 31, 2024	March 31, 2023
	\$	\$
Due to David Jackson	168,163	30,246
Due to (from) Ryan Jackson	109,067	(2,731)
Due to Jeffrey Benavides	147,341	116,687
Due to Related Parties	424,571	144,202

The convertible debenture holders participated in the unsecured non-brokered Convertible Debenture Financing converting part of this debt. As at March 31, 2024 and March 31, 2023, the balances owed (principal and interest) are as follows:

	March 31, 2024	March 31, 2023
	\$	\$
Due to 1045305 B.C. Ltd	120,899	115,274
Due to Ryan Jackson	120,899	115,274
Due to Jeffrey Benavides	124,791	119,241
Debentures	366,589	349,789

For the year ended March 31, 2024, \$33,600 (2023 - \$33,600) of interest was expensed in relation to convertible debentures held by related parties.

Key management compensation consists of the following:

	March 31, 2024	March 31, 2023
	\$	\$
Management fees to Ryan Jackson	270,087	252,275
Management fees to Jeffrey Benavides	96,733	96,032
Consulting fees to Gary Macdonald	-	15,000
Consulting fees to 1045305 B.C. Ltd.	264,673	252,275
Consulting fees to Ryan Jackson	-	2,500
Share-based payments	-	490,321
	631,493	1,108,403

PROPOSED TRANSACTIONS

None.

ACCOUNTING POLICIES

The Company uses the same accounting policies and methods of computation as in Note 3 of the annual consolidated financial statements for the year ended March 31, 2024.

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2024 and 2023.



SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES, AND ASSUMPTIONS

The Company uses the same accounting judgement, estimates, and assumptions as in Note 4 of the annual consolidated financial statements for the year ended March 31, 2024.

ACCOUNTING STANDARDS ADOPTED

The Company has adopted the same accounting standards as in Note 5 of the annual consolidated financial statements for the year ended March 31, 2024.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in Note 20 of the consolidated financial statements.

CAPITAL MANAGEMENT

The Company manages its shareholder's equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and expansion of its business and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk level.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. To maintain or adjust its capital structure, the Company may attempt to issue new shares or debt, dispose of assets, or adjust the amount of cash and cash equivalents. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

The Company has no externally imposed capital requirements and has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future. There were no changes in the Company's approach to capital management during the year ended March 31, 2024.

OUTSTANDING SHARE DATA

a) Authorized Capital

The Company is authorized to issue an unlimited number of common shares without par value.

b) Issued and Outstanding Common Shares

i) Shares Issued during the year ended March 31, 2024

During the year ended March 31, 2024, the Company issued 2,750,000 shares for cash, at a price of \$0.20 per Unit. Each Unit comprises one common share and one common share purchase warrant. Each Warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.25 for 2 years from the closing of the Offering.

During the year ended March 31, 2024, the Company issued 650,000 shares for exercise of options for proceeds of \$39,000 which had been classified in obligations to issue shares as of March 31, 2023. As a result, \$32,500 was reclassified from contributed surplus to share capital on exercise of the options.

During the year ended March 31, 2024, the Company issued 3,940,000 shares for conversion of \$583,680 principal of convertible debenture. In connection with these conversions, \$52,126 was reclassified from the equity component of the debentures to share capital.

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2024 and 2023.



During the year ended March 31, 2024, the Company issued 793,163 shares for conversion of \$118,975 interest of convertible debenture.

ii) Shares Issued during the year ended March 31, 2023

During the year ended March 31, 2023, the Company issued 3,690,583 shares for exercise of warrants for proceeds of \$369,059. As a result, \$213,367 was reclassified from contributed surplus to share capital on exercise of the warrants.

During the year ended March 31, 2023, the Company issued 1,671,000 shares for conversion of \$250,650 principal of convertible debenture. In connection with these conversions, \$4,699 was reclassified from the equity component of the debentures to share capital.

During the year ended March 31, 2023, the Company issued 3,763,006 shares for exercise of options for proceeds of \$249,780. As a result, \$184,494 was reclassified from contributed surplus to share capital on exercise of the options. \$24,000 worth of shares remain to be issued as of March 31, 2023.

Share Purchase Warrants

As at March 31, 2023 and the date of this MD&A, the Company has 38,620,811 warrants outstanding.

Stock Options

As at March 31, 2023 and the date of this MD&A, the Company has 14,269,646 options outstanding.

SUBSEQUENT EVENTS

On April 30, 2024, the Company closed a debenture financing for proceeds of \$71,500.

On May 20, 2024, the Company's subsidiary obtained a loan of US\$250,000 with interest at 12% per annum repayable on May 20, 2025.

On May 28, 2023, the Company announced start of operations at Boston's second processing plant.

On June 3, 2024, the Company closed the final debenture financing for proceeds of \$153,000.

On 17 July 2024, the Company issued 850,000 common shares issued in shares for debt transaction at \$0.15 per share.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the year ended March 31, 2024 and this accompanying MD&A (together the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

On behalf of the Board of Directors,



Newlox Gold Ventures Corp.

Years Ended March 31, 2023 and 2022

Consolidated Financial Statements

(Expressed in Canadian Dollars)

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Newlox Gold Ventures Corp.

Opinion

We have audited the consolidated financial statements of Newlox Gold Ventures Corp. (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2023, 2022, and April 1, 2021 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years ended March 31, 2023 and 2022, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2023, 2022 and April 1, 2021, and its financial performance and its cash flows for the years ended March 31, 2023 and 2022 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Restatement of Comparative Information

We draw attention to Note 24 of the consolidated financial statements, which describes that certain comparative information presented for the year ended March 31, 2022 and as at March 31, 2022 and April 1, 2021 has been restated. Our opinion is not modified in respect of this matter.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company incurred a net loss of \$2,271,237 during the year ended March 31, 2023 and, as of that date, the Company had a working capital deficit of \$2,495,346, and it has an accumulated deficit of \$13,143,028. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Vancouver

1500 – 1140 West Pender St.
Vancouver, BC V6E 4G1
604.687.4747

Surrey

200 – 1688 152 St.
Surrey, BC V4A 4N2
604.531.1154

Tri-Cities

700 – 2755 Lougheed Hwy
Port Coquitlam, BC V3B 5Y9
604.941.8266

Victoria

320 – 730 View St.
Victoria, BC V8W 3Y7
250.800.4694

Key Audit Matters

Key audit matters are those matters, that in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be a key audit matter to be communicated in our auditor's report.

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN THE AUDIT
<p>Valuation of Gold Purchase Option Liability</p> <p>We draw attention to Note 14 and 24(b) of the consolidation financial statements. As at March 31, 2023, the Company carried the gold purchase option liability at a fair value of \$476,243 classified as a level 3 financial instrument.</p> <p>While there are several assumptions that go into determining the fair value of the gold purchase option liability, the judgments with the highest degree of subjectivity are the production forecast, gold price and discount rate.</p> <p>We considered this a key audit matter due to the significant management estimates and judgments required in determining the fair values of the gold purchase option liability. Auditing these fair value estimates required a high degree of subjectivity in applying audit procedures and in evaluating the results of those procedures. This resulted in an increased extent of audit effort, including the involvement of valuation specialist.</p>	<p>Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statement. These procedures included the following, among others:</p> <ul style="list-style-type: none">• With the assistance of valuation specialist,<ul style="list-style-type: none">○ Assessed the appropriateness of the valuation methodologies used;○ Evaluated the reasonableness of the valuation assumptions applied;○ Tested the mathematical accuracy of the valuation calculations performed in determining the fair values;○ Developed a range of independent estimates; and• Evaluation the reasonableness of production forecast made by management.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are

based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is David Goertz.



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

September 28, 2023



Newlox Gold Ventures Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars, unless otherwise noted)

Notes	March 31, 2023	March 31, 2022 (Restated Note 24)	April 1, 2021 (Restated Note 24)
	\$	\$	\$
ASSETS			
Current assets			
Cash	698,834	3,508,598	2,954,496
Accounts receivable	-	-	61,164
Inventory	6 31,942	32,248	-
GST receivable	106,781	85,953	52,565
Prepaid expenses	7 66,982	86,097	112,927
	904,539	3,712,896	3,181,152
Non-current assets			
Investment in joint venture	9 -	131,271	59,728
Property, plant, and equipment	8 6,286,134	2,717,037	657,481
Right of use assets	12 53,080	40,498	39,845
	6,339,214	2,888,806	757,054
Total Assets	7,243,753	6,601,702	3,938,206
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	10 183,987	281,509	153,873
Gold purchase option	14 476,243	592,734	420,710
Income tax payable	18 130,000	-	-
Due to related parties	19 144,202	227,044	197,354
Convertible debentures	11 2,371,090	2,502,917	-
Lease liabilities	13 28,881	21,909	11,019
Deferred revenue	15 65,482	65,482	65,482
	3,399,885	3,691,595	848,438
Non-current liabilities			
Convertible debentures – Long-term	11 -	-	3,371,031
Lease liabilities – Long-term	13 30,001	29,957	26,254
Deferred revenue – Long-term	15 13,485	78,968	144,450
	3,443,371	3,800,520	4,390,173
Shareholders' Equity			
Share capital	16 14,097,080	12,853,730	5,458,981
Contributed surplus	16 1,017,859	542,893	2,249,918
Equity component of convertible debentures	16 343,555	348,254	539,555
Obligation to issue shares	16 24,000	-	-
Foreign currency translation reserve	1,460,916	(71,904)	168,216
Deficit	(13,143,028)	(10,871,791)	(8,868,637)
	3,800,382	2,801,182	(451,967)
Total Liabilities and Shareholders' Equity	7,243,753	6,601,702	3,938,206

Nature of operations and going concern (Note 1)
Subsequent events (Note 25)

Approved on behalf of the Board:

"Ryan Jackson"
Director

"Jeffrey Benavides"
Director

The accompanying notes are an integral part of these consolidated financial statements.



Newlox Gold Ventures Corp.

Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars, unless otherwise noted)

	Notes	For the years ended March 31,	
		2023	2022 (Restated Note 24)
		\$	\$
Revenues	17	3,472,106	2,081,516
Cost of sales		(853,214)	(621,460)
		2,618,892	1,460,056
EXPENSES			
Advertising and promotion		230,056	467,165
Amortization expense	12	16,340	28,398
Consulting fees	19	495,526	435,088
Depreciation	8	510,468	154,915
Project investigation costs		103,511	-
Management fees	19	348,732	298,418
Marketing		53,333	25,963
Office		86,310	52,700
Professional fees		223,178	95,112
Research and development		-	31,892
Royalty payment		760,428	458,820
Share-based compensation	16	858,661	360,272
Telephone		2,921	4,610
Transfer agent		43,600	29,490
Travel		197,637	122,856
		3,930,701	2,565,699
Loss before other items		(1,311,809)	(1,105,643)
Interest expense		(260,841)	(334,472)
Accretion expense	11	(273,206)	(353,299)
Gain on extinguishment of convertible debentures	11	163,095	-
Gain (loss) on gold purchase option	14	116,491	(187,874)
Foreign exchange expense		(9,490)	(18,529)
Other income – Sale of gross royalty	15	65,483	65,483
Net cost of gold forward sale	14	(250,140)	(68,820)
Impairment of investment in joint venture	9	(380,820)	-
		(829,428)	(897,511)
Net loss before taxes		(2,141,237)	(2,003,154)
Current income tax expense	18	(130,000)	-
Net loss		(2,271,237)	(2,003,154)
Other comprehensive income (loss)			
Items that may be reclassified to profit or loss			
Foreign currency translation adjustment		1,532,820	(240,120)
Comprehensive loss		(738,417)	(2,243,274)
Basic and diluted loss per share		\$ (0.02)	\$ (0.02)
Weighted average number of shares outstanding –			
Basic and diluted		143,892,709	125,595,527

The accompanying notes are an integral part of these consolidated financial statements.



Newlox Gold Ventures Corp.

Consolidated Statements of Changes in Shareholders' Equity

For the Years Ended March 31, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise noted)

	Number of shares	Amount \$	Contributed surplus \$	Equity component of debentures \$	Obligation to issue shares \$	Foreign currency translation reserve \$	Deficit \$	Total \$
Balance, April 1, 2021 – as previously reported	102,493,753	5,458,981	2,249,918	584,824	-	219,439	(8,849,256)	(336,094)
Correction of errors (net of tax)	-	-	-	(45,269)	-	(51,223)	(19,381)	(115,873)
Balance, April 1, 2021 – as restated	102,493,753	5,458,981	2,249,918	539,555	-	168,216	(8,868,637)	(451,967)
Shares issued for cash	275,000	30,250	-	-	-	-	-	30,250
Shares issued for finder's fees	43,680	6,552	-	-	-	-	-	6,552
Shares issued on conversion of convertible debentures	9,276,668	1,391,500	-	(191,301)	-	-	-	1,200,199
Shares issued on exercise of warrants	24,650,909	5,812,418	(2,013,692)	-	-	-	-	3,798,726
Shares issued on exercise of options	1,301,858	158,716	(53,605)	-	-	-	-	105,111
Share issuance costs	-	(4,687)	-	-	-	-	-	(4,687)
Share based compensation – Options granted	-	-	360,272	-	-	-	-	360,272
Net and comprehensive loss	-	-	-	-	-	(240,120)	(2,003,154)	(2,243,274)
Balance, March 31, 2022 – as restated	138,041,868	12,853,730	542,893	348,254	-	(71,904)	(10,871,791)	2,801,182
Balance, March 31, 2022 – as previously reported	138,041,868	12,853,730	542,893	367,345	-	22,824	(10,706,736)	3,080,056
Correction of errors (net of tax)	-	-	-	(19,091)	-	(94,728)	(165,055)	(278,874)
Balance, March 31, 2022 – as restated	138,041,868	12,853,730	542,893	348,254	-	(71,904)	(10,871,791)	2,801,182
Shares issued on conversion of convertible debentures	1,671,000	250,650	-	(4,699)	-	-	-	245,951
Shares issued on exercise of warrants	3,690,583	582,426	(213,367)	-	-	-	-	369,059
Shares issued on exercise of options	3,763,006	410,274	(184,494)	-	24,000	-	-	249,780
Modification of finders fee warrants	-	-	14,166	-	-	-	-	14,166
Share based compensation – options granted	-	-	858,661	-	-	-	-	858,661
Net and comprehensive loss	-	-	-	-	-	1,532,820	(2,271,237)	(738,417)
Balance, March 31, 2023	147,166,457	14,097,080	1,017,859	343,555	24,000	1,460,916	(13,143,028)	3,800,382

The accompanying notes are an integral part of these consolidated financial statements.



Newlox Gold Ventures Corp.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars, unless otherwise noted)

	For the years ended March 31,	
	2023	2022
		(Restated Note 24)
	\$	\$
Operating Activities		
Net loss	(2,271,237)	(2,003,154)
Items not affecting cash:		
Amortization expense	16,340	28,398
Depreciation	646,102	279,841
Share-based compensation	858,661	360,272
Interest expense	260,841	334,472
Accretion expense	273,206	353,299
Gain (loss) on gold purchase option	(116,491)	187,874
Impairment of investment in joint venture	380,820	-
Gain on extinguishment of convertible debentures	(163,095)	-
Changes in non-cash working capital:		
Accounts receivable	(43,541)	61,164
GST receivable	(20,828)	(33,388)
Inventory	9,551	(32,248)
Income taxes payable	130,000	-
Accounts payable and accrued liabilities	(212,939)	(368,977)
Due to related parties	(4,459)	29,690
Deferred revenue	(65,483)	(65,483)
Prepaid expenses	19,687	26,830
Cash used in operating activities	(302,865)	(841,410)
Investing Activities		
Acquisition of property, plant, and equipment	(2,602,804)	(2,403,234)
Investment in joint venture	(295,997)	(71,543)
Cash used in investing activities	(2,898,801)	(2,474,777)
Financing Activities		
Shares issued for cash, net of issuance costs	-	25,563
Payments for leased assets	(28,736)	(20,834)
Gold purchase option	-	(19,553)
Proceeds from shares to be issued	24,000	-
Proceeds from options exercised	-	105,111
Proceeds from warrants exercised	369,059	3,798,726
Cash provided by financing activities	364,323	3,889,013
Effect of foreign exchange on cash	27,579	(18,724)
Change in cash during the year	(2,837,343)	554,102
Cash, beginning	3,508,598	2,954,496
Cash, ending	698,834	3,508,598

Supplemental information (Note 23)

The accompanying notes are an integral part of these consolidated financial statements.



NOTE 1 – NATURE OF OPERATIONS AND GOING CONCERN

Newlox Gold Ventures Corp. (the “Company” or “Newlox”) was incorporated on April 7, 2011. The Company is an environmental reclamation and mineral recovery company and is in the business of undertaking projects for the purpose of operating tailings remediation and gold recovery in Costa Rica. The Company’s common shares are traded on the Canadian Securities Exchange (the “CSE”) under the symbol “LUX”.

The head office, principal address, and records office of the Company are located at 355 Burrard Street, 10th Floor, Vancouver, BC V6C 2G8, Canada.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. To date, the Company has incurred losses and may incur further losses in the development of its business. During the year ended March 31, 2023, the Company incurred a net loss of \$2,271,237 and as at March 31, 2023, the Company had a working capital deficit of \$2,495,346 and an accumulated deficit of \$13,143,028. The Company’s ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to raise financing and generate profits and positive cash flows from operations in order to cover its operating costs. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

From time to time, the Company generates working capital to fund its operations by raising additional capital through equity or debt financing. However, there is no assurance it will be able to continue to do so in the future. These consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

NOTE 2 – BASIS OF PRESENTATION

a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These consolidated financial statements were approved and authorised for issue by the Board of Directors on September 28, 2023.

b) Basis of Preparation

These consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. These consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is also the Company’s functional currency.

c) Basis of Consolidation

These consolidated financial statements incorporate the financial statements of the Company and the entity controlled by the Company. Control exists when the Company has power over an investee, exposure or rights, to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the Company returns.

Details of controlled entity are as follows:

Entity	Country of Incorporation	Holding	Functional Currency
Oro Roca, S.A.	Costa Rica	100%	Costa Rican Colones

Intercompany balances and transactions are eliminated on consolidation.



NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

Foreign Currency

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the parent company. The subsidiary determines its own functional currency and items included in the financial statements are measured using that functional currency. Transactions in currencies other than the functional currency of an entity are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary assets and liabilities are translated using the period-end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities stated at fair value are translated using the historical rates on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

Where applicable, the functional currency of an entity is translated into the presentation currency using the period-end rates for assets and liabilities while the operations and cash flows are translated using average rates of exchange. Exchange adjustments arising when net assets and profit or loss are translated into the presentation currency are taken into a separate component of equity and reported in other comprehensive income or loss.

Foreign Currency Translation

Judgment is required to determine the functional currency of the Company and its subsidiary. The Company determined that the functional currency of its subsidiary is the Costa Rican Colones as this is the currency that most faithfully represents the economic effects of its underlying transactions, events and conditions.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation is recognised to write off the cost of the property and equipment less their residual values over their useful lives using the straight-line method at various rates. The estimated useful lives, residual values, and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation rates:

Vehicles	5 years
Office furniture and equipment	3 years
Computers equipment and software	3 years
Processing facilities	5 years
Equipment	5 years
Assets under construction	-

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Inventories

Inventories consist of mineral inventories, including stockpiled ore, gold in-circuit inventory, gold dore inventory and supplies, are valued at the lower of weighted average cost and estimated net realizable value. Cost includes all direct costs incurred in production including direct labour and materials, freight, depreciation and amortization and directly attributable overhead costs. Net realizable value is calculated as the estimated price at the time of sale based on prevailing and future metal prices less estimated future production costs to convert the inventories into saleable form. Any write-downs of inventory to net realizable value are recorded as cost of sales.

If there is a subsequent increase in the value of inventories, the previous write-downs to net realizable value are reversed to the extent that the related inventory has not been sold. Stockpiled ore inventory represents unprocessed ore that has been extracted from tailings. Gold in-circuit inventory represents material that is currently being processed to extract the contained gold into a saleable form. Gold dore inventory is saleable gold in the form of dore bars that have been poured. Supplied inventories include consumables required in the processing activities. Costs added to stockpiled ore inventory are valued based on current tailings cost per ounce incurred up to the point of stockpiling the ore and are removed at the weighted average cost per ounce. Stockpiled ore tonnage and

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

head grades are verified by periodic surveys and physical counts. Gold in-circuit inventory includes precipitates, inventories in tanks and in the milling process.

Finished goods inventory includes metals in their final stage of production prior to sale, including primarily doré and dried concentrates at our operations and finished goods in-transit. Materials and supplies inventories are valued at the lower of weighted average cost and net realizable value. Costs include acquisition, freight and other directly attributable costs.

Cost of sales includes , mining contractor cost, direct labour costs, depletion and depreciation for processing facilities and applicable production overheads, based on normal operating capacity.

Impairment of Property, Plant and Equipment

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. Individual assets are grouped together as a cash generating unit for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are independent of other group assets. If any such indication of impairment exists, the Company makes an estimate of its recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. Where the carrying amount of a cash-generating unit exceeds its recoverable amount, the cash generating unit is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are adjusted for the risks specific to the cash generating unit and are discounted to their present value with a discount rate that reflects the current market indicators. Where an impairment loss subsequently reverses, the carrying amount of the cash-generating unit is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognized as income immediately.

Right of Use Assets and Lease Liabilities

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The lease liability is initially measured at present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which case the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification

The right-of-use assets comprise of the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs.

Investment in Joint Ventures

Associates are entities over which the Company has significant influence, but not control. Significant influence is generally presumed to exist where the Company has between 20 percent and 50 percent of the voting rights, but can also arise where the Company holds less than 20 percent of the voting rights, but it has power to be actively involved and influential in policy decisions affecting the entity. The Company accounts for its investment in associates and joint ventures using the equity method.

Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's shares of profit or loss of the associate. The Company's share of income or loss of associates is recognized in the consolidated statement of loss prior to the date that it became an investment entity.

Dilution gains and losses arising from changes in interests in investments in associates where significant influence is retained are recognized in the consolidated statements of loss.

At each reporting date, the Company determines whether there is any objective evidence that the investment in the associate is impaired or if previously recorded impairment should be reversed. If impairment is determined to exist, the amount of the impairment is recognized in the statement of income (loss). The amount of impairment is calculated as the difference between the recoverable amount of the investment in the associate and its carrying value.

If objective evidence of reversal exists, the reversal is recognized in net income in the period the reversal occurs and is limited by the carrying value that would have been determined, from the application of equity accounting method, had no impairment charge been recognized in prior periods.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

Convertible Debentures

Compound financial instruments comprised of convertible debt that can be converted to share capital at a fixed price, at the option of the holder or the Company, depending on the contract. The liability component of a compound financial instrument is recognized initially at the fair value which is equal to the net present value of future cash flows applying an interest rate at the date of issue of a similar liability that does not have an equity convertible option. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method.

The equity component of a compound financial instrument is not remeasured subsequent to initial recognition. Interest, losses and gains relating to the financial liability are recognized in the consolidated statements of loss and comprehensive loss.

Loss per Share

Basic loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding on a diluted basis. The weighted average number of shares outstanding on a diluted basis takes into account the additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding equity instruments were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting period.

Equity instruments granted to non-employees are recorded in the consolidated statement of loss and comprehensive loss at the fair value of the goods or services received, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for a share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations. All equity-settled share-based payments are recorded in equity reserves until exercised. Upon exercise, shares are issued from treasury and the amount previously recorded in equity reserves is reclassified to share capital along with any consideration paid.

Income Taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current Income Tax

Current income tax assets and/or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the consolidated financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred Income Tax

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full. Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income. Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority. Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments

Recognition and Classification

The Company recognized a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument. The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

	IFRS 9
Cash	FVTPL
Accounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Gold purchase option	FVTPL
Due to related parties	Amortized cost
Convertible debentures	Amortized cost

Measurement

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss in the period in which they arise.

Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company’s own credit risk will be recognized in other comprehensive income.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses.

The Company shall recognize in the consolidated statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

Fair value of warrants

The Company measures the fair value of warrants issued from financings using the residual method and the fair value of warrants issued for brokers using the Black–Scholes Option Pricing model.

When broker warrants are issued, the fair value is recorded in the contributed surplus, with the corresponding entry to share capital. When broker warrants are exercised, their fair value is removed from the contributed surplus account and recorded as share capital.

Revenue recognition

Revenue from contracts with customers is recognized when control of the asset sold is transferred to customers and the Company satisfies its performance obligation. Revenue is allocated to each performance obligation. The Company considers the terms of the contract in determining the transfer price. The transaction price is based upon the amount the Company expects to receive in exchange for the transferring of the assets. In determining whether the Company has satisfied a performance obligation, it considers the indicators of the transfer of control, which include, but are not limited to, whether: the Company has a present right to payment; the customer has legal title to the asset; the Company has transferred physical possession of the asset to the customer; and the customer has the significant risks and rewards of ownership of the asset. This generally occurs when the assets are loaded on the trucks arranged by the customer at the Company's milling facilities. In cases where the Company is responsible for the costs of shipping and certain other services after the date on which the control of the assets transferred to the customer, these other services are considered separate performance obligations and thus a portion of revenue earned under the contract is allocated and recognized as these performance obligations are satisfied.

The Company sells its gold ore pursuant to sales contracts entered into by the buyer of the products. Revenue consists of proceeds received and expected to be received for the Company's principal products, gold and silver. Revenue is recognized when the title passes to the buyer and when collectability is reasonably assured. Title passes to the buyer upon delivery of the product to the buyer. Pricing of the sales is determined based on the Kitco spot price on the day of the sale less an agreed upon fixed discount rate.

Deferred Revenue

Deferred revenue, also known as unearned revenue, refers to advance payments a company receives for products or services that are to be delivered or performed in the future. The company receives the prepayment records the amount as deferred revenue, a liability, on its balance sheet.

Deferred revenue is a liability because it reflects revenue that has not been earned and represents products or services that are owed to a customer. As the product or service is delivered over time, it is recognized proportionally as revenue on the income statement.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based compensation

From time to time, the Company grants stock options to employees and non-employees. An individual is classified as an employee, versus a non-employee, when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The fair value of stock options, measured using the Black-Scholes option pricing model at the date of grant, is charged to the consolidated statement of loss and comprehensive loss over the vesting period. Performance vesting conditions and forfeitures are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Where the terms and conditions of options are modified before they vest, any increase in the fair value of the options, measured immediately before and after the modification, is also charged to the consolidated statement of loss and comprehensive loss over the remaining vesting period.

NOTE 4 – SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the application of the Company's accounting policies which are described in Note 3, management is required to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognised in the consolidated financial statements are described below:

Impairment of Assets

An impairment loss is recognised for the amount by which the assets or cash-generating unit's carrying amount exceeds its recoverable amount. Judgment is required to determine if there exist indications of impairment. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operation results. In addition, when determining the applicable discount rate, estimation is involved in determining the appropriate adjustments to market risk and asset-specific risk factors. These assumptions relate to future events and circumstances. Actual results may vary and may cause significant adjustments to the Company's assets within the next financial year.

Useful Lives of Property, Plant and Equipment

Management reviews the useful lives of property, plant and equipment at each reporting date, based on the expected utility of these assets to the Company. The useful lives of these assets may be shortened due to future technological developments, or physical wear and tear. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought by changes in the factors mentioned above.

Deferred Tax Assets

Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilise recognised deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realise the net deferred tax assets recorded at the reporting date could be impacted. The Company has recorded a full valuation allowance against its deferred tax assets due to the uncertainty in the realisation of these assets.

NOTE 4 – SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (Continued)

Going Concern

Management's assessment that the Company will be able to execute its strategy and fund future working capital requirements to continue as a going concern requires significant judgment.

Share-based Compensation

In estimating the fair value of options using the Black-Scholes option pricing model, management is required to make certain assumptions and estimates such as the expected life of options, volatility of the Company's future share price, risk-free rate, future dividend yields and estimated forfeitures at the initial grant date. Changes in assumptions used to estimate fair value could result in materially different results.

Gold Purchase Option

The Company's gold purchase option is a derivative liability classified under Level 3 of the fair value hierarchy. The derivative is measured at fair value through profit and loss. Fair value is measured at each reporting period using unobservable inputs. See Note 14 for more details.

NOTE 5 – ACCOUNTING STANDARDS ADOPTED

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2022. Many are not applicable or do not have a significant impact to the Company and have been excluded. Adoption of these pronouncements is mandatory for entities with year ends beginning on or after January 1, 2022.

Amendments to IAS 16 – Property, Plant and Equipment

The amendments introduce new guidance, such that the proceeds from selling items before the related property, plant and equipment is available for its intended use can no longer be deducted from the cost. Instead, such proceeds are to be recognized in profit or loss, together with the costs of producing those items. This amendment did not have a significant impact on the preparation of the consolidated financial statements.

Amendments to IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets

The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. This amendment did not have a significant impact on the preparation of the consolidated financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded.

Amendments to IAS 1 – Presentation of Financial Statements, and IFRS Practice Statement 2

In January 2020, the IASB issued an amendment to IAS 1 Presentation of Financial Statements (IAS 1). The amendment applies to annual reporting periods beginning on or after January 1, 2023. The amendment clarifies the criteria for classifying a liability as non-current if there is the right to defer settlement of the liability for at least 12 months after the reporting period. Management will assess the impact of this standard.

In February 2021, the IASB issued an amendment to IAS 1 Presentation of Financial Statements (IAS 1) and IFRS Practice Statement 2. The amendment applies to annual reporting periods beginning on or after January 1, 2023. The amendment requires that an entity discloses its material accounting policies, instead of its significant accounting policies. The amendment also clarifies that accounting policy information is expected to be material if, without it, the users of the financial statements would be unable to understand other material information in the financial statements. Further, the amendment to IAS 1 clarifies that immaterial accounting policy information need not be disclosed. However, if it is disclosed, it should not obscure material accounting policy information. To support this amendment, the Board also amended IFRS Practice Statement 2, 'Making Materiality Judgements', to provide guidance on how to apply the concept of materiality to accounting policy disclosures. This amendment is not expected to have a significant impact on the preparation of the consolidated financial statements.



NOTE 5 – ACCOUNTING STANDARDS ADOPTED (Continued)

Amendments to IAS 8 – Definition of Accounting Estimates

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error. The amendments are effective for annual periods beginning on or after January 1, 2023, and changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. This amendment is not expected to have a significant impact on the preparation of the consolidated financial statements.

Amendments to IAS 12 – Income Taxes

In May 2021, the IASB issued ‘Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction’ that clarifies how entities account for deferred tax on transactions such as leases and decommissioning obligations. The amendments are effective for year ends beginning on or after January 1, 2023. This amendment is not expected to have a significant impact on the preparation of the consolidated financial statements.

There are no other IFRS’s or International Financial Reporting Interpretations Committee interpretations that are not yet effective or early adopted that are expected to have a material impact on the Company.

NOTE 6 – INVENTORY

Inventories consist primarily of raw materials and in-circuit gold, in varying stages of the production process, and are presented at the lower of weighted average cost or net realizable value.

	March 31, 2023	March 31, 2022
Raw materials - chemicals	7,987	-
In-circuit gold	23,955	32,248
Total inventory	\$ 31,942	\$ 32,248

During the year ended March 31, 2023, the Company sold inventory with a value of \$853,214 (2022 - \$621,460) which are included in cost of sales.

NOTE 7 – PREPAID EXPENSES

	March 31, 2023	March 31, 2022
Prepaid consulting	\$ 39,892	\$ 18,164
Prepaid advertising	18,824	63,583
Deposits	8,256	4,350
	\$ 66,982	\$ 86,097

NEWLOX GOLD VENTURES CORP.

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NOTE 8 – PROPERTY, PLANT AND EQUIPMENT

	Vehicles	Office Furniture and Equipment	Computer Equipment and Software	Processing Facilities	Equipment	Assets under Construction	Total
Cost	\$	\$	\$	\$	\$	\$	\$
Balance, April 1, 2021 – as previously reported	33,940	4,782	6,259	603,929	262,887	-	911,797
Correction of errors	-	-	-	266	3,346	-	3,612
Balance, April 1, 2021 – as restated	33,940	4,782	6,259	604,195	266,233	-	915,409
Additions	36,832	921	2,590	-	1,566,871	953,579	2,560,793
Foreign currency translation	(4,362)	(4,552)	(646)	(114,775)	(98,471)	(35,841)	(254,550)
Balance, March 31, 2022 – as restated	66,410	5,248	8,203	489,420	1,734,633	917,738	3,221,652
Additions	1,077	4,531	-	-	1,177,345	1,519,396	2,702,349
Foreign currency translation	27,198	2,667	2,816	318,287	857,407	605,239	1,813,614
Balance, March 31, 2023	94,685	12,446	11,019	807,707	3,769,385	3,042,373	7,737,615
Accumulated Depreciation							
Balance, April 1, 2021 – as previously reported	24,506	3,722	5,234	406,078	172,774	-	612,314
Correction of errors	-	-	-	(268,307)	(86,079)	-	(354,386)
Balance, April 1, 2021 – as restated	24,506	3,722	5,234	137,771	86,695	-	257,928
Depreciation	6,936	465	865	124,926	146,649	-	279,841
Foreign currency translation	(2,411)	(347)	(492)	(16,784)	(13,120)	-	(33,154)
Balance, March 31, 2022 – as restated	29,031	3,840	5,607	245,913	220,224	-	504,615
Depreciation	10,227	1,313	1,287	135,634	497,641	-	646,102
Foreign currency translation	16,068	1,564	2,165	110,320	170,647	-	300,764
Balance, March 31, 2023	55,326	6,717	9,059	491,867	888,512	-	1,451,481
Net Book Value							
Balance, April 1, 2021 – as restated	9,434	1,060	1,025	466,424	179,538	-	657,481
Balance, March 31, 2022 – as restated	37,379	1,408	2,596	243,507	1,514,409	917,738	2,717,037
Balance, March 31, 2023	39,359	5,729	1,960	315,840	2,880,873	3,042,373	6,286,134

During the year ended March 31, 2023, \$135,634 (March 31, 2022 - \$124,926) in depreciation for processing facilities are included in cost of sales.

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**NOTE 9 – INVESTEMENT IN JOINT VENTURE**

On June 6, 2020, the Company entered into a contractual agreement with Sindicato Nacional De Mineros (“ANAMI”) for the creation of a Santa Ana Joint Venture (“JV”) corporation for joint administration of the exploration, exploitation and sale of precious mineral materials of the Boston Mine located in Costa Rica. The Company is in process of building a recovery facility for the JV. As at March 31, 2023, the Company has \$3,042,373 in assets under construction (Note 8). ANAMI and the Company retain a 50% interest in the JV respectively, and upon commencement of operations will be accounted for under the equity method. As at March 31, 2023, the JV is inactive and has \$nil assets and liabilities.

During the year ended March 31, 2023, the Company identified indicators that it may not be able to recover the value of advances made to ANAMI. As such, the Company recognized a \$380,820 loss pertaining to impairment on its investment in the joint venture. The carrying value of the investment as of March 31, 2023 was \$Nil (2022 - \$131,271).

NOTE 10 – ACCOUNTS PAYABLE AND ACCRUED LIABILITES

	March 31, 2023	March 31, 2022
	\$	\$
Trade payables	43,020	182,883
Accrued liabilities	50,000	50,000
Royalty payable	90,967	48,626
	183,987	281,509

NOTE 11 – CONVERTIBLE DEBENTURES

During the year ended March 31, 2021, the company closed its unsecured non-brokered Convertible Debenture Financing (the “Offering”) for proceeds of \$4,060,500. The debentures mature in two years and are interest bearing at 10% per annum, with interest payable semi-annually. Principal and any accrued interest are convertible at the option of the investor at a conversion price of \$0.15 per common share (the “Conversion Price”) from the closing date until the day before maturity. On maturity, the Company will have the option to pay the principal and any accrued interest in cash or shares at the Conversion Price.

As part of the Offering, the Company issued 27,070,001 warrants. Each warrant entitles the holder to purchase one common share at an exercise price of \$0.25 for two years. All securities issued pursuant to the Offering are subject to a four-month-and-one-day hold period under applicable Canadian securities laws. The company paid \$179,112 in finder’s fees related to both offerings and 902,879 warrants. Each warrant entitles the holder to purchase a common share at \$0.25 per share for a period of 2 years from the issuances.

The fair value of the liability component of the convertible debenture was calculated using a market interest rate of 18%. The fair value of the liability component was determined to be \$3,420,479 with the residual amount of \$640,021 being allocated to equity. The Company allocated \$167,582 of the equity portion to contributed surplus related to the detachable warrants. The detachable warrants were valued using the Black-Scholes option pricing model, using the following assumptions: expected life – 2 years, volatility – 174.67% - 187.17%, discount rate - 0.20% - 0.24%.

On December 8, 2022, the Company extended the maturity date of all outstanding convertible debentures by one year. This extension was granted to those holders of the convertible debentures who consented to the extension. The amount of convertible debentures subject to the extension was finalized on December 18, 2022. Of the original \$2,839,000 of the December 18, 2020 issuance, \$1,383,000 participated in the maturity extension to December 18, 2023. Of the original \$1,221,500 of the December 30, 2020 issuance, \$1,016,000 participated in the maturity extension to December 30, 2023. The Company recognized a \$177,261 gain on derecognition of the original convertible debentures and recognition of the modified debentures. The Company also extended the expiry date of 703,879 broker warrants issued alongside the original convertible debentures by one year. The incremental \$14,166 value of these broker warrants resulting from the extension was recognized as a loss on extinguishment of the convertible debentures.

Overall, the Company recognized a \$163,095 gain on extinguishment of the original convertible debentures as a result of the term modification.



NOTE 11 – CONVERTIBLE DEBENTURES (Continued)

The continuity of the fair value of the convertible debentures as at March 31, 2023 is as follows:

	December 18, 2022	December 30, 2022	Total
Balance, March 31, 2022 – as previously reported	\$ 1,506,805	\$ 870,884	\$ 2,377,689
Correction of errors	34,161	91,067	125,228
Balance, March 31, 2022 – as restated	1,540,966	961,951	2,502,917
Interest expense	150,064	103,982	254,046
Interest payments	(178,421)	(59,096)	(237,517)
Accretion expense	142,536	130,670	273,206
Conversion	(210,214)	(34,087)	(244,301)
Derecognition of debentures	(1,378,826)	(1,006,294)	(2,385,120)
Recognition of re-issued debentures	1,274,222	933,637	2,207,859
Balance, March 31, 2023	\$ 1,340,327	\$ 1,030,763	\$ 2,371,090

The continuity of the fair value of the convertible debentures as at March 31, 2022 is as follows:

	December 18, 2022	December 30, 2022	Total
Balance, March 31, 2021 – as previously reported	\$ 2,374,641	\$ 927,380	\$ 3,302,021
Correction of errors	37,756	31,254	69,010
Balance, March 31, 2021 – as restated	2,412,397	958,634	3,371,031
Interest expense	220,029	111,842	331,871
Interest payments	(238,263)	(114,822)	(353,085)
Accretion expense	211,022	142,277	353,299
Conversion	(1,064,219)	(135,980)	(1,200,199)
Balance, March 31, 2022 – as restated	\$ 1,540,966	\$ 961,951	\$ 2,502,917

NOTE 12 – RIGHT OF USE ASSETS

During the year ended March 31, 2023, the Company executed a lease agreement for Costa Rican office space, with a lease term of 1 year.

During the year ended March 31, 2022, the Company executed a lease agreement for Canadian office space, with a lease term of 2 years.

During the year ended March 31, 2021, the Company executed lease agreements on land and a camp site in Costa Rica, with a lease term of 5 years.

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**NOTE 12 – RIGHT OF USE ASSETS (Continued)**

The continuity of the fair value of the right-of-use assets as at March 31, 2023 is as follows:

	Land Lease	Camp Lease	Costa Rica Office	Canada Office	Total
Balance, March 31, 2021	\$ 20,757	\$ 19,088	\$ -	\$ -	\$ 39,845
Additions	-	-	-	32,301	32,301
Amortization	(2,060)	(4,223)	-	(21,869)	(28,152)
Foreign currency translation	(1,821)	(1,675)	-	-	(3,496)
Balance March 31, 2022	\$ 16,876	\$ 13,190	\$ -	\$ 10,432	\$ 40,498
Additions	-	-	19,056	-	19,056
Amortization	(2,342)	(4,770)	(1,379)	(7,849)	(16,340)
Foreign currency translation	5,928	5,038	(1,100)	-	9,866
Balance March 31, 2023	\$ 20,462	\$ 13,458	\$ 16,577	\$ 2,583	\$ 53,080

NOTE 13 – LEASE LIABILITIES

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate of 12%. Lease liabilities are subsequently measured at amortized cost using the effective interest rate method.

At March 31, 2023 and March 31, 2022, the Company's lease obligation related to its offices, camp, and land leases is as follows:

	Land Lease	Camp Lease	Costa Rica Office	Canada Office	Total
Balance, March 31, 2021	\$ 16,988	\$ 20,285	\$ -	\$ -	\$ 37,273
Additions	-	-	-	32,301	32,301
Payments	(1,220)	(6,100)	-	(14,500)	(21,820)
Interest expense	2,023	2,257	-	2,709	6,989
Foreign currency translation	(1,204)	(1,673)	-	-	(2,877)
Balance March 31, 2022	\$ 16,587	\$ 14,769	\$ -	\$ 20,510	\$ 51,866
Additions	-	-	19,056	-	19,056
Payments	(1,724)	(6,463)	(1,649)	(18,900)	(28,736)
Interest expense	2,249	1,875	186	1,542	5,852
Foreign currency translation	5,343	5,418	83	-	10,844
Balance March 31, 2023	\$ 22,455	\$ 15,599	\$ 17,676	\$ 3,152	\$ 58,882

NOTE 13 – LEASE LIABILITIES (Continued)

NEWLOX GOLD VENTURES CORP.

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At March 31, 2023, the Company is committed to minimum lease payments as follows:

	March 31, 2023	March 31, 2022
Maturity analysis – contractual undiscounted cash flows		
Less than one year	\$ 34,123	\$ 21,909
One to five years	33,358	22,244
More than five years	6,158	9,480
Total undiscounted lease liabilities	\$ 73,639	\$ 53,633
Lease liabilities included in the statement of financial position	58,882	51,866
Current	28,881	21,909
Non-current	30,001	29,957

NOTE 14 – GOLD PURCHASE OPTION

On January 22, 2019, the Company entered into a gold purchase option agreement for consideration of US\$5,000, whereby the investor has the option to acquire up to 675 ounces of gold at a price of US\$1,000 per ounce for a period of 120 months commencing on the date that recovered gold exceeds 80 troy ounces a month. The Company can repay the balance in gold or the cash equivalent. The cash settlement shall be at the KITCO spot price (the “spot price”) one day prior to the payment due date but not less than US\$1,500 per ounce.

The investor may exercise the option in monthly tranches which may not exceed 20% of the Company’s monthly gold recovery less the amount of gold delivered as per the Company’s existing royalty agreement. The option agreement shall expire on the earlier of its full satisfaction or 120 months from the date monthly gold recovery exceeds 80 troy ounces.

During the year ended March 31, 2023, the Company received three purchase orders, which were settled during the year ended March 31, 2023. During the year ended March 31, 2023, the Company incurred \$250,140 (2022 – \$64,320) in expenditures related to this agreement.

The gold purchase option is a derivative liability as the repayment amount is determined by the spot price. The amount recorded for this derivative is based on the transaction price, being the total net proceeds received, as the fair value would be determined using unobservable inputs. As such, the derivative liability would be classified as Level 3 of the fair value hierarchy.

The key unobservable inputs that were used in the estimation of the derivative liability are as follows:

- 1) The expected recovery of gold exceeding 80 troy ounces a month.
- 2) The expected price of gold exceeding US\$1,800 per ounce.
- 3) The discount rate used to bring the amounts to present value.

The resulting value of the derivative instrument would differ significantly based on changes in the underlying assumptions used, potentially having a material future impact on the Company’s consolidated financial statements. The significant inputs used in the fair value measurement categorized within Level 3 of the fair value hierarchy at March 31, 2023, and resulting changes in profit or loss from modifying these inputs, are shown below:

Description	Input	Sensitivity	March 31, 2023
Gold purchase option	Gold recovery amount	10%	\$2,697
Gold purchase option	Gold price	10%	\$94,290
Gold purchase option	Discount rate	10%	\$47,624

During the year ended March 31, 2023, there were no transfers into or out of Level 1, 2 or 3 investments.

As at March 31, 2023, the gold purchase option was valued at \$476,243 (2022 - \$592,734). A \$116,491 gain (2022 - \$187,874 loss) on revaluation of this derivative liability was recognized in other income during the year ended March 31, 2023.

NOTE 15 – REVENUE SHARING AGREEMENT

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On July 17, 2017, the Company entered into a Revenue Sharing Agreement (the “Transaction”) with an investor. The Transaction grants the investor a 15% gross revenue royalty on the Company’s first processing plant until the investor has received royalties totaling US\$1,000,000. After which, the investor will hold a 10% gross royalty on the first processing plant for the life of the project. The investor would also be granted a 5% gross revenue royalty on all processing plants, current and future, developed by the Company and its subsidiaries, which are not subject to an active gross revenue royalty. The investor was offered a right of first refusal to fund the Company’s future projects. As consideration, the investor agreed to pay the Company a total of US\$950,000. As security for the Company’s obligations under the Transaction, the Company granted the investor a fixed assignment, transfer, mortgage, charge and security interest over the Company’s assets.

On December 24, 2018, the Company and the investor agreed to an amendment in exchange for US\$45,000 where the royalty is increased to 18% until the investor has received royalties totaling US\$1,025,000. After which, the investor will hold a 10.5% (0.5% increase) gross royalty on the first processing plant for the life of the project. As a result of the amendment, the Company reduced the net book value of the processing facilities by \$61,340 being the approximate net book value of these assets at the time of the amendment. As at March 31, 2023, the investor has received US\$891,560 in royalties since initiation.

On April 17, 2019, the Company, closed its “Series Two” Revenue Participation, three investors have purchased a 3% Gross Revenue Royalty on the Company’s first processing plant until the investors have received payments totalling the amount invested (the “Gross Revenue Royalty”), after which, the investors will hold a 2% gross revenue royalty on the first processing plant for the life of the project (the “Enduring Royalty”). The Company has also granted the investors a priority right to fund the Company’s future projects through a similar mechanism, to be adjusted in relation to the financing needs. In the event the investor elects not to fund one or more of the Company’s future projects, the Company will be free to pursue funding from other parties for those projects and investors will hold a 1% base royalty the project. As at March 31, 2023, the investors have received US\$183,552 in royalties since initiation.

In relation to the revenue sharing agreements, as at March 31, 2023 the Company had a balance of \$78,967 in deferred revenue (2022 – \$144,450) and recognized in other income \$65,483 (2022 – \$65,483).

NOTE 16 – SHARE CAPITAL

a) Authorized Capital

The Company is authorised to issue an unlimited number of common shares without par value.

b) Issued and Outstanding Common Shares

i) Shares Issued during the year ended March 31, 2023

During the year ended March 31, 2023, the Company issued 3,690,583 shares for exercise of warrants for proceeds of \$369,059. As a result, \$213,367 was reclassified from contributed surplus to share capital on exercise of the warrants.

During the year ended March 31, 2023, the Company issued 1,671,000 shares for conversion of \$250,650 principal of convertible debenture. In connection with these conversions, \$4,699 was reclassified from the equity component of the debentures to share capital.

During the year ended March 31, 2023, the Company issued 3,763,006 shares for exercise of options for proceeds of \$249,780. As a result, \$184,494 was reclassified from contributed surplus to share capital on exercise of the options. \$24,000 worth of shares remain to be issued as of March 31, 2023.

ii) Shares Issued during the year ended March 31, 2022

On May 19, 2021, the Company issued 43,680 shares for satisfaction of finder’s fees, pending issuance since 2021. The fair value of the issuance was \$6,552.

NOTE 16 – SHARE CAPITAL (Continued)

NEWLOX GOLD VENTURES CORP.

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On November 24, 2021, the Company issued 275,000 shares for proceeds of \$30,250 in connection with a private placement.

During the year ended March 31, 2022, the Company issued 9,276,668 shares for conversion of \$1,391,500 principal of convertible debenture. In relation \$191,301 was reclassified from the equity component of the debentures to share capital.

During the year ended March 31, 2022, the Company issued 24,650,909 shares for exercise of warrants for proceeds of \$3,798,726. In relation \$2,013,692 was reclassified from contributed surplus to share capital.

During the year ended March 31, 2022, the Company issued 1,301,858 shares for exercise of options with a range of \$0.10 - \$0.25 per share for proceeds of \$105,111. In relation \$53,605 was reclassified from contributed surplus to share capital.

c) Share Options

Under the terms of the Company's 2017 Stock Option Plan (the "Plan"), the maximum number of shares reserved for issuance under the Plan is 10% of the issued shares on a rolling basis. Options may be exercisable over periods of up to five years as determined by the Board of Directors of the Company and the exercise price shall not be less than the Discounted Market Price on the award date, subject to regulatory approval. All stock options granted are non-assignable.

During the year ended March 31, 2023, the Company announced the granting of 6,500,000 incentive stock options to directors and employees, and 3,550,000 incentive stock options to consultants of the Company to acquire an aggregate of 10,050,000 common shares of the Company. The options have an exercise price of \$0.13 - \$0.20 per share, vest immediately and are exercisable until September 28, 2027 and September 28, 2024, respectively. The share-based payments expense related to stock options was determined to be \$858,661 for the year ended March 31, 2023.

During the year ended March 31, 2022, the Company announced the granting of incentive stock options to employees and consultants of the Company to acquire an aggregate of 1,950,000 common shares of the Company. The options have an exercise price of \$0.23 - \$0.28 per share, vest immediately and are exercisable until January 20, 2025. As a result, the share-based payments expense related to stock options was determined to be \$53,605 for the year ended March 31, 2022.

The following weighted average assumptions were used in estimating the fair value of stock options granted using the Black-Scholes Option Pricing Model:

	2023	2022
Exercise price	\$0.13 - \$0.20	\$0.23 - \$0.28
Volatility	141.32%	153.70%
Risk free interest rate	3.42%	1.92%
Expected dividend yield	0%	0%
Forfeiture rate	0%	0%

NOTE 16 – SHARE CAPITAL (Continued)

NEWLOX GOLD VENTURES CORP.

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The continuity of options for the year ended March 31, 2023 is as follows:

Expiry Date	Exercise Price	March 31, 2022	Issued	Exercised	Forfeited	Expired	March 31, 2023
July 3, 2022	\$0.06	150,000	-	-	-	150,000	-
September 13, 2022	\$0.06	4,265,793	-	3,763,006	-	502,787	-
April 5, 2023	\$0.23	300,000	-	-	-	-	300,000
June 1, 2023	\$0.28	200,000	-	-	200,000	-	-
June 17, 2023	\$0.23	200,000	-	-	-	-	200,000
July 3, 2023	\$0.06	1,983,627	-	400,000	-	-	1,583,627
October 10, 2023	\$0.265	1,000,000	-	-	-	-	1,000,000
September 28, 2024	\$0.13	-	3,550,000	-	-	-	3,550,000
January 20, 2025	\$0.24	250,000	-	-	-	-	250,000
September 28, 2027	\$0.20	-	6,500,000	-	-	-	6,500,000
		8,349,420	10,050,000	4,163,006	200,000	652,787	13,383,627

The continuity of options for the year ended March 31, 2022, is as follows:

Expiry Date	Exercise Price	March 31, 2021	Issued	Exercised	Forfeited	Expired	March 31, 2022
July 3, 2021	\$0.06	600,000	-	500,000	-	100,000	-
July 3, 2021	\$0.15	300,000	-	300,000	-	-	-
July 3, 2022	\$0.06	150,000	-	-	-	-	150,000
September 13, 2022	\$0.06	4,767,651	-	501,858	-	-	4,265,793
April 5, 2023	\$0.23	-	300,000	-	-	-	300,000
June 1, 2023	\$0.28	-	200,000	-	-	-	200,000
June 17, 2023	\$0.23	-	200,000	-	-	-	200,000
July 3, 2023	\$0.06	1,983,627	-	-	-	-	1,983,627
October 10, 2023	\$0.265	-	1,000,000	-	-	-	1,000,000
January 20, 2025	\$0.24	-	250,000	-	-	-	250,000
		7,801,278	1,950,000	1,301,858	-	100,000	8,349,420

As at March 31, 2023, the Company has the following options outstanding and exercisable:

Expiry Date	Exercise Price	Remaining Life (years)	Options Outstanding
April 5, 2023	\$0.23	0.01	300,000
June 17, 2023	\$0.23	0.21	200,000
July 3, 2023	\$0.06	0.26	1,416,666
October 10, 2023	\$0.265	0.53	1,000,000
September 28, 2024	\$0.13	1.50	3,550,000
January 20, 2025	\$0.24	1.81	250,000
July 3, 2025	\$0.06	2.26	166,961
September 28, 2027	\$0.20	4.50	6,500,000
			13,383,627

NOTE 16 – SHARE CAPITAL (Continued)



d) Share Purchase Warrants

The continuity of warrants outstanding and exercisable as of March 31, 2023, is as follows:

Expiry Date	Exercise Price	March 31, 2022	Issued	Exercised	Expired	March 31, 2023
May 29, 2022	\$0.10	68,400	-	68,400	-	-
June 4, 2022	\$0.10	3,622,183	-	3,622,183	-	-
August 20, 2022	\$0.15	3,916,549	-	-	3,916,549	-
December 18, 2023	\$0.25	14,069,613	-	-	-	14,069,613
December 31, 2023	\$0.25	6,954,266	-	-	-	6,954,266
		28,631,012	-	3,690,583	3,916,549	21,023,879

The continuity of warrants for the year ended March 31, 2022, is as follows:

Expiry Date	Exercise Price	March 31, 2021	Issued	Exercised	Expired	March 31, 2022
August 3, 2021	\$0.15	4,698,072	-	4,698,072	-	-
September 24, 2021	\$0.10	1,292,240	-	1,292,240	-	-
September 30, 2021	\$0.10	446,800	-	446,800	-	-
October 31, 2021	\$0.10	239,000	-	239,000	-	-
May 29, 2022	\$0.10	306,000	-	237,600	-	68,400
June 4, 2022	\$0.10	8,772,183	-	5,150,000	-	3,622,183
August 20, 2022	\$0.15	3,916,549	-	-	-	3,916,549
November 26, 2021	\$0.11	5,638,202	-	5,638,020	-	-
December 18, 2022	\$0.25	19,357,280	-	5,287,667	-	14,069,613
December 31, 2022	\$0.25	8,615,600	-	1,661,334	-	6,954,266
		53,281,926	-	24,650,909	-	28,631,012

On December 8, 2022, in connectin with the extension of the convertible debentures (see Note 11) the Company extended the warrant expiration dates by one year. 14,069,613 warrants (359,613 broker warrants) had their expiry date extended to December 18, 2023 and 6,954,266 warrants (344,266 broker warrants) had their expiry date extended to December 31, 2023. The Company recognized a loss on extension of the warrants of \$14,160 whas has been included in the gain on extension of convertible debentures.

The following weighted average assumptions were used in estimating the incremental fair value of the broker warrants using the Black-Scholes Option Pricing Model:

	March 31, 2023
Exercise price	\$0.25
Volatility	80.53%
Risk free interest rate	3.66%
Expected dividend yield	0%
Forfeiture rate	0%

The outstanding warrants have a weighted average remaining life of 0.73 years.

NOTE 17 – REVENUES

NEWLOX GOLD VENTURES CORP.

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Revenues from sale of gold dore, including by-products, are recorded net of smelting and refining costs.

During the year ended March 31, 2023, the Company recognized \$3,472,106 (2022 – \$2,081,516) in revenue with two customers. The customers accounted for 66% and 34% (2022 – 51% and 49%) of revenue respectively.

NOTE 18 – INCOME TAXES

The Company is subject to income taxes in Canada and Costa Rica. The statutory income tax rates were 27% in Canada, and 30% in Costa Rica. A reconciliation of the expected income tax recovery to actual income recovery is as follows:

	2023	2022 (Restated Note 24)
	\$	\$
Net loss before tax	(2,271,237)	(2,003,154)
Expected income tax recovery at combined Canadian statutory rate	(613,000)	(541,000)
Permanent differences	315,000	151,000
Financing fees	3,000	1,000
Impact of change in tax rates	27,000	-
Change in unrecognized deferred tax assets	89,000	340,000
Other items	309,000	49,000
Income tax expense	130,000	-

The following table summarizes the components of deferred tax:

	March 31, 2023	March 31, 2022 (Restated Note 24)
	\$	\$
Non-capital losses	1,736,000	1,784,000
Capital losses	147,000	3,000
Share issue costs	13,000	-
Property, plant and equipment	59,000	(404,000)
Convertible debt	(12,000)	471,000
Unrecognized deferred tax assets	(1,943,000)	(1,854,000)
	-	-

As at March 31, 2023, the Company had approximately \$6,909,000 of Canadian non-capital loss carry forwards available to reduce taxable income for future years. The non-capital losses expire between 2033 and 2043. At March 31, 2023, the Company had capital losses of \$1,085,949 which may be carried forward indefinitely and offset toward future capital gains. Per Costa Rican

Income Tax Law, tax loss carry forwards are only available to industrial and agricultural companies. Industrial companies may carry forward initial operating start-up losses five years with any losses incurred after the first five years only being carried forward three years. As of March 31, 2023, the Company had utilized all Costa Rican tax losses carried forward and had estimated current taxes payable of \$130,000 (2022 - \$Nil).

Tax attributes are subject to review, and potential adjustment by tax authorities.

NOTE 19 – RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiary, which are related parties of the Company, have been eliminated on consolidation and are not disclosed. Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in the consolidated financial statements are described as follows.

NOTE 19 – RELATED PARTY TRANSACTIONS (Continued)

NEWLOX GOLD VENTURES CORP.

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As at March 31, 2023 and March 31, 2022, the Company has the following amounts owing to related parties that are non-interest bearing, unsecured, and have no specified terms of repayment.

	March 31, 2023	March 31, 2022
	\$	\$
Due to a family member of the Company's President	30,246	40,392
Due to (from) a director and officer for management fees	(2,731)	125,175
Due to a director and officer for management fees and advances to the Company	116,687	60,421
Due to a former director for management fees	-	1,056
Due to Related Parties	144,202	227,044

The convertible debenture holders participated in the unsecured non-brokered Convertible Debenture Financing converting part of this debt. As at March 31, 2023 and March 31, 2022, the balances owed (principal and interest) are as follows:

	March 31, 2023	March 31, 2022
	\$	\$
Due to a family member of the Company's President	115,274	115,274
Due to directors and officers	234,515	229,008
Debentures	349,789	344,282

For the year ended March 31, 2023, \$33,600 (2021 - \$33,600) of interest was expensed in relation to convertible debentures held by related parties.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the CEO, CFO and the members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the years ended March 31, 2023 and 2022 were as follows:

	March 31, 2023	March 31, 2022
	\$	\$
Management fees to directors and officers	348,307	298,258
Consulting fees to a director	17,500	-
Consulting fees to a family member of the Company's President	252,275	206,050
Share-based compensation	490,321	-
	1,108,403	504,308

On September 28, 2022, the Company granted 5,000,000 stock options to related parties. Of the options, 4,500,000 have an exercise price of \$0.20 per share, vest immediately, and are exercisable until September 28, 2027. The remaining options have an exercise price of \$0.13 per share, vest immediately, and are exercisable until September 28, 2024. The Company recorded \$490,321 in share-based payment expense for the issuance.

NOTE 20 – FINANCIAL INSTRUMENTS

The Company's financial instruments at March 31, 2023 include cash, accounts receivable, accounts payable and accrued liabilities, gold purchase option, due to related parties and convertible debentures. The carrying values of these financial assets and liabilities approximate their fair values due to their short-term nature. The carrying value of the loan receivable reflects its carrying value given recoverability issues identified on the advances made to ANAMI.

NOTE 20 – FINANCIAL INSTRUMENTS (Continued)

NEWLOX GOLD VENTURES CORP.

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IFRS 13 Fair Value Measurement establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

- Level 1 - quoted prices in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., from derived prices); and
- Level 3 - inputs for the asset or liability that are not based upon observable market data.

The fair value of cash is based on Level 1 inputs. Derivative liabilities are measured at fair value using Level 3 inputs. See Note 14 for more details.

Financial assets included in the consolidated statement of financial position are as follows:

	Level in fair value hierarchy	March 31, 2023	March 31, 2022
FVTPL:			
Cash	Level 1	\$ 698,834	\$ 3,508,598
		\$ 698,834	\$ 3,508,598

Financial liabilities included in the consolidated statement of financial positions are as follows:

	Level in fair value hierarchy	March 31, 2023	March 31, 2022 – As restated
FVTPL:			
Gold purchase option	Level 3	\$ 476,243	\$ 592,734
Amortized cost:			
Accounts payable and accrued liabilities		183,987	281,509
Due to related parties		144,202	227,044
Convertible debentures		2,371,090	2,502,917
		\$ 2,699,279	\$ 3,604,204

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in Note 3. The Company's risk management is coordinated at its head office in Canada in close co-operation with the board of directors and focuses on actively securing the Company's short to medium-term cash flows and raising finances for the Company's capital expenditure program.

The Company does not actively engage in the trading of financial assets for speculative purposes.

The most significant financial risks to which the Company is exposed are described below.

a) Foreign Currency Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not hedge its exposure to fluctuations in the related foreign exchange rates. The Company's exposure to currency risk is currently considered insignificant. At March 31, 2023, a 10% fluctuation in foreign exchange rate would affect net loss by approximately \$2,000.

b) Commodity Price Risk

The Company's revenues, earnings, and cash flows are directly related to the volume and price of previous metals sold and are sensitive to changes in market prices over which it has little or no control. See Note 14 for more information on the Company's gold purchase option sensitivity.

NOTE 20 – FINANCIAL INSTRUMENTS (Continued)

NEWLOX GOLD VENTURES CORP.

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**c) Credit Risk**

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with high-quality financial. The credit risk for cash is considered low since the counterparties are reputable banks with high-quality external credit ratings.

d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, that it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. There can be no assurance that the Company will be successful in generating and maintaining profitable operations or will be able to secure future debt or equity financing for its working capital and expansion activities (Note 1).

The following is an analysis of the contractual maturities of the Company's financial liabilities as at March 31, 2023:

	Within one year	Between one and five years	More than five years
Accounts payable and accrued liabilities	\$ 183,987	\$ -	\$ -
Due to related parties	144,202	-	-
Convertible debentures	2,504,727	-	-
Lease liabilities	34,123	33,358	6,158
	\$ 2,867,039	\$ 33,358	\$ 6,158

e) Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interests on the Company's convertible debentures are based on fixed rates, and as such, the Company is not exposed to significant interest rate risk.

NOTE 21 – CAPITAL MANAGEMENT

The Company manages its shareholder's equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and expansion of its business and to maintain a flexible capital structure which optimises the costs of capital at an acceptable risk level.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. To maintain or adjust its capital structure, the Company may attempt to issue new shares or debt, dispose of assets, or adjust the amount of cash and cash equivalents. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

The Company has no externally imposed capital requirements and has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future. There were no changes in the Company's approach to capital management during the year ended March 31, 2023.

NOTE 22 – SEGMENT REPORTING

At March 31, 2023, the Company operates in one operating segment, the operating tailings reclamation and gold recovery in Costa Rica. All of the Company's property, plant and equipment are located in Costa Rica. All revenue recognized during the years ended March 31, 2023 and 2022 was earned in Costa Rica.

NOTE 23 – SUPPLEMENTAL CASH FLOW INFORMATION



	For the years ended March 31,	
	2023	2022
	\$	\$
Interest paid	243,680	352,560
Non-cash investing and financing activities:		
Issuance of common shares to settle finder's fees	-	6,552
Additions to property, plant and equipment in accounts payable	20,736	157,559
Fair value of shares issued on conversion of debt	250,650	-
Options exercised to settle accounts payable	249,780	-
Derecognition of convertible debentures	2,385,120	-
Recognition of modified debentures	2,207,859	-

NOTE 24 – RETROSPECTIVE RESTATEMENT

The 2022 comparative figures have been restated for adjustments for the correction of errors as summarized below:

- a) The Company determined the net book value of its equipment and processing facilities were undervalued pursuant to a computational error in the calculation of yearly depreciation resulting in property, plant and equipment being over depreciated. The Company corrected for this error by adjusting \$439,088 from accumulated depreciation, including \$124,595 relating to depreciation for the year ended March 31, 2022, and reallocating \$94,728 from foreign currency translation reserves. For the opening balances as of April 1, 2021, the Company adjusting \$409,220 from accumulated depreciation and reallocated \$51,222 from foreign currency translation reserves.
- b) The Company determined that the gold purchase option derivative liability had not been adequately recognized and subsequently measured at fair value. The Company corrected for this error by recognizing \$592,734 in additional liabilities, which included recognizing a loss on gold purchase option of \$187,874 for the year ended March 31, 2022. A \$420,710 gold purchase option liability was recognized in the opening balances as of April 1, 2021.
- c) The Company determined that a computational error had been made in calculating the carrying value of its convertible debentures. The Company corrected for this error by recognizing an additional \$82,396 in interest and accretion expenses during the year ended March 31, 2022. The carrying value of the convertible debenture liability component was also increased by \$125,228 and equity component reduced by \$19,091 pursuant to correcting these errors. For the opening balances as of April 1, 2021, the carrying value of the convertible debenture liability component was increased by \$69,010 and equity component reduced by \$45,269 pursuant to error corrections.

NOTE 24 – RETROSPECTIVE RESTATEMENT (Continued)

NEWLOX GOLD VENTURES CORP.

Notes to the Consolidated Financial Statements

For the years ended March 31, 2023 and 2022

(Expressed in Canadian Dollars, unless otherwise noted)



The impact of the above corrections on the figures for the opening balances as of April 1, 2021 are reflected as follows:

	2021 (As previously reported)	a	b	c	2021 (Restated)
Property, plant and equipment	299,483	357,998	-	-	657,481
Total assets	3,580,208	357,998	-	-	3,938,206
Gold purchase option	15,850	-	404,860	-	420,710
Convertible debentures	3,302,021	-	-	69,010	3,371,031
Total liabilities	3,916,303	-	404,860	69,010	4,390,173
Equity component of convertible debentures	584,824	-	-	(45,269)	539,555
Foreign currency translation reserve	219,438	(51,222)	-	-	168,216
Deficit	(8,849,256)	409,220	(404,860)	(23,741)	(8,868,637)
Total shareholders' equity	(336,095)	357,998	(404,860)	(69,010)	(451,967)
Total liabilities and shareholders' equity	3,580,208	357,998	-	-	3,938,206

The impact of the above corrections on the figures for the year ended March 31, 2022 are reflected as follows:

Consolidated Statements of Financial Position

	2022 (As previously reported)	a	b	c	2022 (Restated)
Property, plant and equipment	2,277,949	439,088	-	-	2,717,037
Total assets	6,162,614	439,088	-	-	6,601,702
Gold purchase option	-	-	592,734	-	592,734
Convertible debentures	2,377,689	-	-	125,228	2,502,917
Total liabilities	3,082,558	-	592,734	125,228	3,800,520
Equity component of convertible debentures	367,345	-	-	(19,091)	348,254
Foreign currency translation reserve	22,824	(94,728)	-	-	(71,904)
Deficit	(10,706,736)	533,816	(592,734)	(106,137)	(10,871,791)
Total shareholders' equity	3,080,056	439,088	(592,734)	(125,228)	2,801,182
Total liabilities and shareholders' equity	6,162,614	439,088	-	-	6,601,702

NOTE 24 – RETROSPECTIVE RESTATEMENT (Continued)

NEWLOX GOLD VENTURES CORP.

Notes to the Consolidated Financial Statements

For the years ended March 31, 2023 and 2022

(Expressed in Canadian Dollars, unless otherwise noted)

Consolidated Statements of Loss and Comprehensive Loss

	2022 (As previously reported)	a	b	c	2022 (Restated)
Cost of sales	(745,725)	124,265	-	-	(621,460)
Gross margin	1,335,791	124,265	-	-	1,460,056
Depreciation expense	155,245	(330)	-	-	154,915
Loss before other items	(1,230,238)	124,595	-	-	(1,105,643)
Interest expense	(333,229)	-	-	(1,243)	(344,472)
Accretion expense	(272,146)	-	-	(81,153)	(353,299)
Loss on gold purchase option	-	-	(187,874)	-	(187,874)
Net loss	(1,857,479)	124,595	(187,874)	(82,396)	(2,003,154)
Foreign currency translation adjustment	(196,615)	(43,505)	-	-	(240,120)
Comprehensive loss	(2,054,094)	81,090	(187,874)	(82,396)	(2,243,274)
Basic and diluted loss per share	(0.01)	-	(0.01)	-	(0.02)

NOTE 25 – SUBSEQUENT EVENTS

On April 3, 2023, the Company issued 400,000 shares pursuant to the exercise of options. The \$24,000 pertaining to this exercise request was received during the year ended March 31, 2023.

On May 17, 2023, the Company issued 130,000 shares on conversion of \$19,500 principal of convertible debenture.

Subsequent to year end, the Company received \$550,000 for share subscriptions for units consisting of one common share and one share purchase warrant. Each warrant will entitle the holder to acquire one common share of the Company with an exercise price of \$0.25 for a period of 24 months from the closing date. As at September 28, 2023, the private placement has not closed.



NEWLOX GOLD VENTURES CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

For the Year Ended March 31, 2023

As at September 28, 2023

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2023 and 2022.



This Management Discussion and Analysis ("MD&A") of Newlox Gold Ventures Corp. (the "Company" or "Newlox") has been prepared by management to assist the reader to assess material changes in the financial condition and results of operations of the Company as at March 31, 2023. This MD&A should be read in conjunction with the Audited Consolidated Financial Statements of the Company for the years ended March 31, 2023 and 2022. The Audited Consolidated Financial Statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The effective date of this MD&A is September 28, 2023.

This MD&A contains "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company, including but not limited to statements with respect to the Company's plans or future financial or operating performance, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of assets, success of activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits, ability to generate sufficient revenue to fund expansion and dividend programs and future outcome of legal and tax matters.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate", "believe", "estimate", "expect", "budget", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

The statements reflect the current beliefs of the management of the Company and are based on the currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include but are not limited to risks related to international operations; risks related to general economic conditions and credit availability; uncertainty related to the resolution of legal disputes and lawsuits; actual results of current activities and unanticipated reclamation expenses; fluctuations in prices of gold and other commodities; fluctuations in foreign currency exchange rates; increases in market prices of consumables; possible variations in access to feedstock, grade or recovery rates; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; changes in national and local government regulation of operations, tax rules and regulations, and political and economic developments in countries in which the Company operates; as well as other factors. Additional information relating to the Company and its operations is available on SEDAR at sedar.com and on the Company's website at newloxgold.com.

Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Management believes that the assumptions and expectations reflected in such forward-looking statements are reasonable. Assumptions have been made regarding, among other things: the Company's ability to carry on and expand its artisanal tailings reclamation activities, including construction; the timely receipt of required approvals, including the approvals required for expansion in new jurisdictions; the price of silver, gold and other metals; the Company's ability to operate in a safe, efficient and effective manner; prices for key processing supplies, including labour costs and consumables, remaining consistent with the Company's current expectations; reclamation and metal recovery meeting expectations and being consistent with estimates; plant, equipment and processes operating as anticipated; there being no material variations in the current tax and regulatory environment; the exchange rates among the Canadian dollar, the Costa Rican Colón, the Nicaraguan Córdoba and the United States dollar remaining consistent with current levels; the Company's ability to obtain financing as and when required and on reasonable terms. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions, which may have been used.

NEWLOX GOLD VENTURES CORP.

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Although management has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except as, and to the extent required by, applicable securities laws.

This MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of the Company. All financial amounts are expressed in Canadian Dollars unless otherwise indicated.

OVERALL PERFORMANCE

Newlox Gold Ventures Corp. (“Newlox” or the “Company”) was incorporated under the *Business Corporations Act* (British Columbia) on April 7, 2011 the Company’s office is located at 355 Burrard Street, 10th Floor, Vancouver, BC, V6C 2G8, Canada. Newlox Gold is an ESG-focused (environmental, social, and governance) environmental remediation and precious metals recovery company pursuing business opportunities in Latin America with its shares listed on the Canadian Securities Exchange (“the CSE”) under the symbol LUX and is quoted in Germany on the Frankfurt stock exchange under the symbol NGO.

The Company closed on its agreement to acquire all shares of Oro Roca S.A., a private Costa Rican company, on April 14th, 2014. The Company is ramping-up its first processing plant to full-scale operation while also undertaking the construction of its second processing plant in Costa Rica. Newlox, through its wholly owned subsidiary, Oro Roca SA, is applying innovative processing technologies to historical artisanal tailings to achieve precious metals extraction and soil remediation.

The Company has established agreements with local artisanal mining cooperatives and individuals in the area of its operations to supply tailings originating from artisanal mining, which is the feedstock for Newlox’s reclamation and reprocessing operation. These agreements should provide the Company with a steady supply of feedstock while established relationships with local and offshore jewellery manufacturers and refiners should allow the Company to sell precious metals at competitive market prices. Precious metals buyers are abundant in Latin America and around the world, therefore, management does not anticipate facing difficulty in the sale of the Company’s products.

The longer-term objective of Newlox Gold Ventures Corp is to significantly expand its business model in Latin America and establish a dividend paying enterprise, which will allow its shareholders to participate in its equity value growth and potential to share in profits, all the while contributing to an environmental clean-up effort and setting a high standard of social responsibility. Management believe that the expansion of Newlox Gold’s ESG-focused business model will deliver environmental and social benefits while creating value for stakeholders.

ORO ROCA PROCESSING PLANT

Newlox Gold Ventures Corp’s wholly owned subsidiary, Oro Roca S.A., has identified artisanal tailings material for reprocessing and reclamation using a processing technology designed in partnership with the Company’s technical advisors at the Norman B. Keevil Institute of Mining Engineering at the University of British Columbia (UBC).

The Company commissioned extensive lab testing on artisanal tailings samples collected in Costa Rica at UBC and other independent analytical laboratories. Initial results identified processing methods particularly suited to the Company’s needs and recommended follow-up research to design a process to maximise the recovery of precious metals and deleterious materials present in the tailings originating from the historical processing by artisanal miners.

An optimisation study was instrumental in the design of Newlox’s first processing facility. The optimisation study found that changes to the process flow sheet and reagents could deliver meaningful increases in process efficiency, exceeding their goal of 90% recovery in laboratory conditions.

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With positive results seen in research and recommendations for process design in hand, Newlox moved ahead and constructed its first processing facility in Costa Rica.

Newlox is now operating commercially at its first processing plant in Costa Rica and is in the process of ramping-up operations.

During this fiscal year, the Company continued construction work at its second ESG-focused processing plant, the Boston Project, which is expected to be full-built by the end of the calendar year. The construction of the Boston Project represents Newlox Gold's first expansion project and is a significant milestone for the Company as it implements its regional growth strategy.

James A. Turner, P.Geo is the Qualified Person for the Company and reviews all technical disclosures.

SELECTED ANNUAL INFORMATION

The following selected financial data with respect to the Company's financial condition and results of operations has been derived from the audited financial statements of the Company for the years ended March 31, 2023, 2022, and 2021, as applicable.

The selected financial data should be read in conjunction with those financial statements and the notes thereto.

Year ended March 31,	2023	2022	2021
		As restated	As restated
Revenues	\$3,472,106	\$2,081,516	\$242,730
Gross profit	\$2,618,892	\$1,460,056	\$70,217
Total operating expenses	\$3,930,701	\$2,565,699	\$2,386,007
Net loss	(\$2,271,237)	(\$2,003,154)	(\$3,741,164)
Comprehensive loss	(\$738,417)	(\$2,243,274)	(\$3,931,193)
Basic and diluted loss per share	(\$0.02)	(\$0.02)	(\$0.04)
Weighted average number outstanding	143,892,709	125,595,527	92,501,750

As at March 31,	2023	2022	2021
		As restated	As restated
Cash	\$698,834	\$3,508,598	\$2,954,496
Current assets	\$904,539	\$3,712,896	\$3,181,152
Total assets	\$7,243,753	\$6,601,702	\$3,938,206
Total liabilities	\$3,443,371	\$3,800,520	\$4,390,173
Shareholders' equity (deficiency)	\$3,800,382	\$2,801,182	(\$451,967)

RESULTS OF OPERATIONS

For the year ended March 31, 2023

During the year ended March 31, 2023, the Company reported a loss of \$2,271,237 (2022 – \$2,003,154). The significant components of which were as follows:

- An increase in revenue to \$3,472,106 (2022 - \$2,081,516) was related to the results of efficiency improvements, capacity expansion, process optimization, workforce development, and technology upgrades.
- Higher cost of sales of \$853,214 (2022 - \$621,460) was related to higher costs arising as a result of the Company's increased productivity.
- Lower advertising and promotion expenses of \$230,056 (2022 - \$467,165) was related to lower expenditures being made on market development in comparison to the prior year.
- A rise in consulting expenses to \$495,526 (2022 - \$435,088) related to the Company focusing on retaining valuable consulting services to assist management. The Company's corporate strategy consultant provided assistance with

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business and financial planning, assistance with identifying potential investors and/or partners, appropriate strategies, and general assistance with implementing the Company's business and marketing plan. These services have become more critical as the Company has moved from the research and development stage to the operational stage, and the Consultant's work over the financial year has been instrumental in charting the Company's path towards its stated objectives.

- Depreciation rose to \$510,468 (2022 - \$154,915) as a result of the Company acquiring new fixed assets.
- Exploration expenses of \$103,511 (2022 - \$nil) were incurred during the year ended March 31, in preparation for the startup of the Company's second plant.
- Management fees increased to \$348,732 (2022 - \$298,418) due to the Company focusing on retaining capable management to conduct its business. Among management's responsibilities are management, financial planning, compliance, and technical work. These factors were, and remain, critical to the Company's success.
- Research and development fell to \$nil (2022 - \$31,892) as a result of the completion of the Company's R&D projects.
- Royalty payments rose to \$760,428 (2022 - \$458,820) due to the Company increasing its required payments under its revenue sharing agreements.
- Share based compensation increased to \$858,661 (2022 - \$360,272) as a result of the Company granting new options for services provided in the current period.
- Travel increased to \$197,637 (2022 - \$122,856) as the Company developed plans to expand to Colombia.

Three months ended March 31, 2023

During the three months ended March 31, 2023, the Company reported a net loss of \$1,590,517 (2022 - \$955,776). The significant components of which were as follows:

- The rise in revenue to \$1,077,008 (2022 - \$711,019) was related to the results of efficiency improvements capacity expansion, process optimization, workforce development and technology upgrades.
- Cost of sales decreased to \$98,475 (2022 - \$241,002) in connection with increased depreciation recognized on processing equipment.
- Advertising and promotion expenses fell to \$64,595 (2022 - \$118,802) as a result of lower expenditures being made on market development.
- Depreciation increased to \$212,724 (2022 - \$90,613) due to the Company acquiring additional fixed assets throughout the year ended March 31, 2023.
- Royalty payments increased to \$247,923 (2022 - \$176,707) due to the Company making more payments in connection with its revenue sharing agreements.
- Share based compensation rose to \$858,661 (2022 - \$360,272) as a result of options granted to parties for services provided in the current period.

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**SUMMARY OF QUARTERLY RESULTS**

	March 31, 2023	For the three months ended		
		December 31, 2022 As restated	September 30, 2022 As restated	June 30, 2022 As restated
	\$	\$	\$	\$
Revenues	1,077,008	808,596	867,942	718,560
Gross profit	849,380	644,489	656,202	468,821
Net gain (loss)	(1,590,517)	35,655	(347,614)	(368,761)
Comprehensive income (loss)	(906,471)	319,372	292,729	(444,047)
Basic and diluted loss per share	(0.01)	0.00	0.00	0.00

	March 31, 2022 As restated	For the three months ended		
		December 31, 2021 As restated	September 30, 2021 As restated	June 30, 2021 As restated
	\$	\$	\$	\$
Revenues	711,019	784,419	319,780	266,298
Gross profit	376,819	658,210	222,316	202,711
Net gain (loss)	(955,776)	(158,549)	(567,323)	(321,506)
Comprehensive loss	(1,246,290)	(110,906)	(558,742)	(327,336)
Basic and diluted loss per share	0.00	0.00	0.00	0.00

During the last eight quarters, the Company's net gain (loss) has ranged between \$35,655 and (\$1,590,517). The Company's losses and expenditures increased during this period, as the Company made additional royalty payments and had higher amounts of depreciation due to acquiring more property and equipment, in addition to recognizing a write-down of its loan receivable with Sindicato Nacional De Mineros. The Company also had considerable share-based compensation expenses in its year ended March 31, 2023 due to granting additional options.

Over the past year, we have seen a steady increase in our company's sales in US Dollars. On June 30, 2022, sales increased 11.0% in relation to the previous quarter. By September 30, 2022, sales continued to increase at 9.2% in relation to the previous quarter. By December 31, 2022, it increased by 6.1% in relation to the previous quarter. Finally, on March 31, 2023, it increased by 28.6% and a total increase of 54.7% compared to March 31, 2022.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2023 the Company has financed its operations and met its capital requirements primarily through the issuance of capital stock by way of private placements and from the revenue sharing agreement. As at March 31, 2023, the Company had cash of \$698,834 representing a decrease of \$2,809,764 compared with cash of \$3,508,598 at March 31, 2022. The Company also had a working capital deficit of \$2,495,346 (2022 – surplus of \$21,301). The Company's working capital, along with future capital raises, is anticipated to be sufficient to cover expenditures for the next twelve months. The Company cannot be certain, however, that it will be able to raise capital through the issuance of equity to continue operations or that additional financing will be available on terms acceptable to the Company in the future. The Company's future capital requirements will depend on many factors, including, among others, the ability to produce commercial quantities of concentrate and sell below cost. Should the Company wish to pursue current and future business opportunities, additional funding will be required.

To the extent that the Company continues to incur losses and its resources are insufficient to fund the Company until profitability is reached, the Company may need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. If adequate funds are not available, the Company may be required to delay expenditures or acquisitions.

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The following is an analysis of the significant items and variances to our cash flows between the years ended March 31, 2023 and March 31, 2022:

For the year ended March 31,	2023	2022	Change	% Change
		As restated		
Cash flows from (used in) operating activities	(\$302,865)	(\$841,410)	\$542,248	64%
Cash flows used in investing activities	(\$2,898,801)	(\$2,474,777)	(\$424,024)	(17%)
Cash flows from (used in) financing activities	\$364,323	\$3,889,013	(\$3,528,393)	(91%)
Effect of exchange rate on cash	\$27,579	(\$18,724)	\$46,303	247%
Increase (decrease) in cash	(\$2,837,343)	\$554,102	(\$3,363,866)	(607%)

Cash Used in Operating Activities

Net cash used in operating activities for the year ended March 31, 2023, was \$302,865, compared to \$841,410 for the year ended March 31, 2022. These cash outflows were due to the large net losses incurred in each of 2023 and 2022.

Cash Used in Investing Activities

Net cash used in investing activities for the year ended March 31, 2023, was \$2,898,801, compared to \$2,474,777 for the year ended March 31, 2022. These outflows were due to the acquisition of capital assets and advances made to the Company's joint venture operation.

Cash Used in Financing Activities

Net cash provided by financing activities for the year ended March 31, 2023, was \$364,323, compared to \$3,889,013 for the year ended March 31, 2022. Cash provided by financing activities related to proceeds received from the exercise of options and warrants.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiary, which are related parties of the Company, have been eliminated on consolidation and are not disclosed. Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in the consolidated financial statements are described as follows.

The Company had the following key management personnel and related companies as of March 31, 2023:

Key management personnel	
Ryan Jackson 1975934 Ontario Ltd.	CEO, President, Director Company controlled by Ryan Jackson
David Jackson 1045305 B.C. Ltd.	Related to Ryan Jackson Company controlled by David Jackson
Jeffrey Benavides	CFO, Director
David Carkeek	Director
Gary MacDonald	Former CEO, Director
Jim Miller	Former Director

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As at March 31, 2023 and March 31, 2022, the Company has the following amounts owing to related parties that are noninterest bearing, unsecured, and have no specified terms of repayment.

	March 31, 2023	March 31, 2022
	\$	\$
Due to David Jackson	30,246	40,392
Due to (from) Ryan Jackson	(2,731)	125,175
Due to Jeffrey Benavides	116,687	60,421
Due to Jim Miller	-	1,056
Due to Related Parties	144,202	227,044

The convertible debenture holders participated in the unsecured non-brokered Convertible Debenture Financing converting part of this debt. As at March 31, 2023 and March 31, 2022, the balances owed (principal and interest) are as follows:

	March 31, 2023	March 31, 2022
	\$	\$
Due to 1045305 B.C. Ltd	115,274	115,274
Due to Ryan Jackson	115,274	115,274
Due to Jeffrey Benavides	119,241	113,734
Debentures	349,789	344,282

For the year ended March 31, 2023, \$33,600 (2021 - \$33,600) of interest was expensed in relation to convertible debentures held by related parties.

Key management compensation consists of the following:

	March 31, 2023	March 31, 2022
	\$	\$
Management fees to Ryan Jackson	252,275	207,850
Management fees to Jeffrey Benavides	96,032	90,408
Consulting fees to Gary Macdonald	15,000	-
Consulting fees to 1045305 B.C. Ltd.	252,275	206,050
Consulting fees to Ryan Jackson	2,500	-
	618,082	504,308

On September 28, 2022, the Company granted 5,000,000 stock options to related parties. Of the options, 4,500,000 have an exercise price of \$0.20 per share, vest immediately, and are exercisable until September 28, 2027. The remaining options have an exercise price of \$0.13 per share, vest immediately, and are exercisable until September 28, 2024. The Company recorded \$490,321 in share-based payment expense for the issuance.

PROPOSED TRANSACTIONS

None.

ACCOUNTING POLICIES

The Company uses the same accounting policies and methods of computation as in Note 3 of the annual consolidated financial statements for the year ended March 31, 2023.

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SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES, AND ASSUMPTIONS

The Company uses the same accounting judgement, estimates, and assumptions as in Note 4 of the annual consolidated financial statements for the year ended March 31, 2023.

ACCOUNTING STANDARDS ADOPTED

The Company has adopted the same accounting standards as in Note 5 of the annual consolidated financial statements for the year ended March 31, 2023.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in Note 20 of the consolidated financial statements.

CAPITAL MANAGEMENT

The Company manages its shareholder's equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and expansion of its business and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk level.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. To maintain or adjust its capital structure, the Company may attempt to issue new shares or debt, dispose of assets, or adjust the amount of cash and cash equivalents. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

The Company has no externally imposed capital requirements and has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future. There were no changes in the Company's approach to capital management during the year ended March 31, 2023.

OUTSTANDING SHARE DATA

Authorized Capital

The Company is authorised to issue an unlimited number of common shares without par value.

Issued and Outstanding Common Shares

As at March 31, 2023, the Company had 147,166,457 common shares issued and outstanding. As of the date of this MD&A, the Company had 147,696,457 common shares issued and outstanding.

i) Shares Issued during the year ended March 31, 2023

During the year ended March 31, 2023, the Company issued 3,690,583 shares for exercise of warrants for proceeds of \$369,059.

During the year ended March 31, 2023, the Company issued 1,671,000 shares for conversion of \$250,650 principal of convertible debenture.

During the year ended March 31, 2023, the Company issued 3,763,006 shares for exercise of options for proceeds of \$249,780.

NEWLOX GOLD VENTURES CORP.

Management's Discussion and Analysis of Financial Conditions
For the Years Ended March 31, 2023 and 2022.



ii) Shares Issued during the year ended March 31, 2022

On May 19, 2021, the Company issued 43,680 shares for satisfaction of finder's fees, pending issuance since 2021.

On November 24, 2021, the Company issued 275,000 shares for proceeds of \$30,250 in connection with a private placement.

During the year ended March 31, 2022, the Company issued 9,276,668 shares for conversion of \$1,391,500 principal of convertible debenture.

During the year ended March 31, 2022, the Company issued 24,650,909 shares for exercise of warrants for proceeds of \$3,798,726.

During the year ended March 31, 2022, the Company issued 1,301,858 shares for exercise of options with a range of \$0.10 - \$0.25 per share for proceeds of \$105,111.

Share Purchase Warrants

As at March 31, 2023 and the date of this MD&A, the Company has 21,023,879 warrants outstanding.

Stock Options

As at March 31, 2023 and the date of this MD&A, the Company has 13,383,627 options outstanding.

RETROSPECTIVE RESTATEMENT

The 2022 and 2021 comparative figures have been restated for the correction of errors as disclosed in Note 24 of the annual consolidated financial statements for the year ended March 31, 2023.

SUBSEQUENT EVENTS

On April 3, 2023, the Company issued 400,000 shares pursuant to the exercise of options. The \$24,000 pertaining to this exercise request was received during the year ended March 31, 2023.

On May 17, 2023, the Company issued 130,000 shares on conversion of \$19,500 principal of convertible debenture.

Subsequent to year end, the Company received \$550,000 for share subscriptions for units consisting of one common share and one share purchase warrant. Each warrant will entitle the holder to acquire one common share of the Company with an exercise price of \$0.25 for a period of 24 months from the closing date. As at September 28, 2023, the private placement has not closed.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the year ended March 31, 2023 and this accompanying MD&A (together the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.