

Newlox Gold Ventures Corp. Closing Of Oversubscribed Private Placement

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[Newlox Gold Ventures Corp.](#), ("Newlox" or the "Company") is pleased to announce that further to its press release of July 22, 2025, it has closed the private placement which was oversubscribed by \$171,320. An aggregate of 31,018,857 units ("Units") at a price of \$0.07 per Unit for gross proceeds of \$2,171,320 (the "Offering").

Each Unit consists of one common share ("Share") in the capital of the Company and one common share purchase warrant ("Warrant"). Each Warrant entitles the holder thereof to acquire one common share of the Company (each a "Warrant Share") at a price of \$0.12 per Warrant Share at any time until July 28, 2028.

Pursuant to the Offering, Newlox paid an arm's length third party a finders' fee consisting of a cash commission of \$27,241 and 778,314 non-transferable broker warrants (the "Broker Warrants"). Each Broker Warrant entitles the holder thereof to purchase one unit of the Company (each a "Compensation Unit") at the price of \$0.07 per Compensation Unit at any time until July 28, 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 July 28, 2028.

Messieurs Jeffrey Benavides, Roger Dent and Alex MacKay, who are directors and/or officers of the Company, subscribed for an aggregate of 9,500,000 Units (the "Insider Units") for aggregate proceeds of \$665,000. Messieurs Benavides, Dent and MacKay are "related parties" (as defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101")) of the Company and, therefore, the subscription for the Insider Units are Related Party Transactions (as defined in MI 61-101). Newlox is exempt from the formal valuation requirement and the minority approval requirement under MI 61-101 in respect of the Insider Units since the fair market value of the consideration for the Insider Units did not exceed 25% of Newlox's market capitalization.

The proceeds from the Offering will be allocated for the continued milling operations in Costa Rica and general working capital.

All securities issued pursuant to the Offering are subject to a statutory hold period of four months and one day.

About Newlox Gold Ventures Corp.

Newlox Gold Ventures Corp. is an emerging precious metals producer dedicated to the recovery of gold and silver from artisanal and small-scale mining operations across Latin America. The Company leverages technology to recover precious metals while remediating historical mine waste and contributing to local economic development.

On Behalf of the Board, Newlox Gold Ventures Corp.

Newlox Gold Ventures Corp.

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

Forward-Looking Information

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward-looking information. Forward-looking information includes, but is not limited to, the completion of the work programs currently underway and the results of these programs. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, achievements, or performance may vary materially from those anticipated and indicated by these forward-looking statements. The material risk factors that could cause actual results to differ include the risk that work undertaken by the Company may have unintended effects, the risk of delays in completing work, and the risk that the Company may not be able to raise sufficient funds and Force Majeure. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, it can give no assurances that the expectations of any forward-looking information will prove to be correct. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking information to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise. Neither Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accept responsibility for the adequacy or accuracy of this release).

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