

## NOTICE OF CHANGE IN CORPORATE STRUCTURE

### *National Instrument 51-102 – Section 4.9*

#### **Item 1 Names of the parties to the transaction**

Newlox Gold Ventures Corp. (“Newlox Gold Ventures Corp.”)  
Cdn MSolar Corp. (previously MN Ventures Ltd. or “MN”)  
360 Capital Financial Services Group Inc. (previously Carnelian Strategic Capital Corp. or “Carnelian”)  
Sor Baroot Resources Corp. (“Baroot”)

#### **Item 2 Description of the transaction**

Newlox has completed a plan of arrangement (the “Arrangement”) with its wholly owned subsidiaries, MN, Carnelian, and Baroot. Pursuant to the Arrangement, Newlox transferred all of its interest in and to: a Letter of Intent entered into with Cdn MSolar Corp., dated March 22, 2013 to MN, a letter of Intent entered into with Global MGA Financial Inc. on March 12, 2013 to Carnelian, and a Letter of Intent entered into with Chagai Mining Corp., dated April 19, 2013 as amended June 2, 2013 to Baroot.

In exchange, the number of shares issuable to Newlox shareholders will be equal to the number of Newlox shares held by the Newlox shareholder at the close of business on June 29, 2013 (the share distribution record date) multiplied by the conversion factor of 0.14973522 with respect to MN and Carnelian, and 0.06738085 with respect to Baroot. As a result of the Arrangement, Newlox shareholders will be entitled, on a pro rata basis, a total of approximately 2,000,000 shares of MN, 2,000,000 shares of Carnelian and 900,000 shares of Sor. No value is ascribed to the Letters of Intent and the subsidiaries are not operating until the effective date.

Also pursuant to the Arrangement MN has completed a statutory amalgamation (the “Amalgamation”) with an arms length party, Cdn MSolar Corp. (“MSolar”) pursuant to which the amalgamated company (“Amalco1”) continues the business and operations of MSolar under the name “Cdn MSolar Corp.” Under the amalgamation, each shareholder of record of Newlox as at June 29, 2013 entitled to receive shares of MN, will receive one (1) share of Amalco1 for each one (1) share they are entitled to receive of MN. Under the amalgamation, each shareholder of record of MSolar as at September 30, 2013 will receive one (1) share of Amalco1 for every one (1) common share of MSolar held by the shareholder.

Also pursuant to the arrangement Carnelian has completed a statutory amalgamation (the “Amalgamation”) with an arms length party, Global MGA Financial Inc., (“Global”) pursuant to which the amalgamated company (“Amalco2”) continues the business and operations of Global under the name “360 Capital Financial Services Group Inc.” Under the amalgamation, each shareholder of record of Newlox as at June 29, 2013 entitled to receive shares of Carnelian, will receive one (1) share of Amalco2 for each one (1) share they are entitled to receive of Carnelian. Under the amalgamation, each shareholder of record of Global as at September 30, 2013 will receive one (1) share of Amalco2 for every one (1) common share of Global held by the shareholder.

#### **Item 3 Effective date of the transaction**

The effective date of filing the Plan of Arrangement and the Amalgamation under the BC Company Act is September 30, 2013, court approval date of the Plan of Arrangement is August 6, 2013.

#### **Item 4 Names of each party, if any, that ceased to be a reporting issuer subsequent to the transaction and name of the continuing entities**

No party ceased to be a reporting issuer subsequent to the Arrangement.

As of the effective date of the Arrangement and the Amalgamation:

MN and MSolar amalgamated under the name Cdn MSolar Corp. to become a reporting issuer in the province of British Columbia and Alberta..

Carnelian and Global amalgamated under the name 360 Capital Financial Services Group Inc. to become a reporting issuer in the province of British Columbia and Alberta..

Also, as of the effective date of the Arrangement:  
Sor Baroot Resources Corp. became a reporting issuer in the province of British Columbia and Alberta

**Item 5 The date of the reporting issuer's first financial year-end after the Arrangement**

Cdn MSolar Corp – March 31, 2014  
360 Capital Financial Services Group Inc. – December 31, 2013  
Sor Baroot Resources Corp. – March 31, 2014

**Item 6 The periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuers' first financial year after the Arrangement**

Newlox prepared audited annual financial statements for the fiscal year ended March 31, 2013, which financial information was included in the information circular of Newlox dated July 25, 2013, and filed on SEDAR on July 2, 2013.

MN Ventures Ltd. prepared an unaudited pro forma consolidated balance sheet as at March 31, 2013, which financial information was included in the information circular of Newlox dated July 25, 2013, and filed on SEDAR on July 2, 2013.

As such, MN is required to file interim financial statements for the period from incorporation May 3, 2013 to the period ended June 30, 2013.

Cdn MSolar Corp (previously MN) prepared audited annual financial statements for the period from incorporation on March 13, 2013 to March 31, 2013, which financial information was included in the information circular of Newlox dated July 25, 2013, and filed on SEDAR on July 2, 2013.

As such, MSolar is required to file interim financial statements for the periods ended June 30, 2013, September 30, 2013, December 31, 2013 and annual financial statements for its first financial year ended March 31, 2014.

Carnelian Strategic Capital Corp. prepared an unaudited pro forma consolidated balance sheet as at March 31, 2013, which financial information was included in the information circular of Newlox dated July 25, 2013, and filed on SEDAR on July 2, 2013.

As such, Carnelian is required to file interim financial statements for the period from incorporation May 3, 2013 to the period ended June 30, 2013.

360 Capital Financial Services Group Inc. (previously Carnelian) prepared audited annual financial statements for the fiscal years ended December 31, 2012 and December 31, 2011 and unaudited financial statements for the three months ended March 31, 2013, which financial information was included in the information circular of Newlox dated July 25, 2013, and filed on SEDAR on July 2, 2013.

As such, 360 Capital Financial Services Group Inc. is required to file interim financial statements for the periods ended June 30, 2013, September 30, 2013, and annual financial statements for its first financial year ended December 31, 2013.

Sor Baroot Resources Corp. prepared an unaudited pro forma consolidated balance sheet as at March 31, 2013, which financial information was included in the information circular of Newlox dated July 25, 2013, and filed on SEDAR on July 2, 2013.

As such, Baroot is required to file interim financial statements for the period from incorporation May 3, 2013 to the period ended June 30, 2013, September 30, 2013, December 31, 2013, and annual financial statements for its first financial year ended March 31, 2014.

**Item 7 Documents filed under National Instrument 51-102 that describe the Arrangement and where those documents can be found in electronic format**

Please refer to the information circular of Newlox dated June 25, 2013, and filed on SEDAR on July 2, 2013. Please also refer to the Arrangement Agreement between Newlox, MN, Carnelian, and Baroot, which is attached as Schedule E to the information circular.

**DATED** at Vancouver, British Columbia as of this 30th day of September 2013.

**NEWLOX GOLD VENTURES CORP. .**

Per: \_\_\_\_\_ *“Donald Gordon”*  
Donald Gordon, CEO, CFO, Director