



NYSE MKT LLC Corporate Governance

The common shares of New Gold Inc. (“**Company**”) are listed on NYSE MKT LLC (“**MKT**”). Section 110 of the MKT LLC Company Guide permits MKT to consider the laws, customs and practices of foreign issuers in relaxing certain MKT listing criteria, and to grant exemptions from MKT listing criteria based on these considerations. Below is a description of the significant ways in which the Company's governance practices differ from those followed by U.S. domestic companies pursuant to MKT standards:

Quorum

Section 123 of the MKT LLC Company Guide recommends a quorum of not less than one-third of a listed company's shares issued and outstanding entitled to vote at a meeting of shareholders. New Gold's quorum requirement under its Articles is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

Solicitation of Proxies

MKT requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings, and requires that these proxies be solicited pursuant to a proxy statement that conforms to SEC proxy rules. As a foreign private issuer, the Company is not subject to SEC proxy rules and the Company solicits proxies and delivers proxy circulars in accordance with applicable rules and regulations in Canada.

In addition, the Company may from time-to-time seek exemption from MKT corporate governance requirements under Section 110 of the MKT LLC Company Guide, in which case the Company will make any required disclosures of such exemptions. The foregoing is consistent with the laws, customs and practices in Canada.

Last reviewed and approved by the Board on February 19, 2015.