



Board Shareholder Communication and Engagement Policy

The Board of Directors (the “**Board**”) of New Gold Inc. (“**New Gold**” or the “**Company**”) understands the importance of regular and constructive communication and engagement with shareholders as part of its oversight and direction of the Company. The purpose of this Board Shareholder Communication and Engagement Policy (the “**Policy**”) is to further the Board’s commitment to transparency and to facilitate communication and engagement with shareholders.

Shareholder Communication

The Board believes that communication with shareholders is key to transparency and facilitates informed dialogue. The Board encourages shareholder participation at the Company’s annual shareholders’ meetings. The Board will regularly communicate about Board structure and composition and the Board’s stewardship activities through the New Gold website and in the management information circular. New Gold’s corporate governance practices, discussion and analysis of executive and Board compensation, pay for performance philosophy and views on proposals submitted by shareholders for consideration will also be communicated annually in the management information circular.

Communications regarding New Gold’s business, operations, financial results and strategy are provided by senior management periodically throughout the year at various conferences, conference calls, webcasts and by news releases. In addition, New Gold’s news releases, annual and quarterly financial statements and management’s discussion and analyses, annual information forms and information circulars will be posted on the Company’s website promptly after filing.

Shareholder Engagement

In order to allow shareholders to provide timely and meaningful feedback to the Board on shareholder issues, members of the Board may, with approval from two spokespersons per the Company’s Disclosure, Confidentiality and Insider Trading Policy, meet with New Gold shareholders, shareholder organizations and governance groups. The intent of these discussions is for the Board to listen to New Gold shareholders and to explain publicly available material information. All discussions are subject to the obligation not to make selective disclosure of a material fact or material change. In addition to responding to inbound shareholder requests for meetings, the Company regularly engages in proactive shareholder engagement events with its major shareholders, including by way of roundtable discussions, investor days, roadshows, one-on-one in-person or telephone meetings, virtual meetings or via other forums.

Generally, appropriate topics for discussion between the Board and shareholders may include:

- Board and committee structure and composition (including diversity, tenure and independence);
- Board, committee or director performance;
- Board and executive succession planning;
- CEO performance;
- Corporate governance practices and disclosure;
- Oversight of the Company’s strategy, environmental, social and sustainability stewardship and risk management framework;
- General Board oversight (including auditing, audit quality and internal controls);

- Executive compensation; and
- Any shareholder proposals.

Topics that are operational in nature or relate generally to the Company's business, operations, financial results, strategy and similar matters are most appropriately addressed by management. The Board expects that management will regularly update investors regarding the Company's business strategy and performance.

The Board member(s) present will report to the Board on the outcome of the meeting.

Contacting the Board

The Board has designated the Corporate Secretary as its agent to receive and review communications and meeting requests addressed to the Board, any Board committee or any individual director. The Chair of the Board, together with the Corporate Secretary and the Chair of the appropriate Board committee, as applicable, will consider each appropriate request and determine how to proceed. Board members, at their discretion, will be supported as necessary by management or other New Gold employees when communicating with shareholders.

Any engagement with shareholders will be limited to an agenda and those shareholder representatives agreed to in advance and are subject to compliance with all applicable laws and the Company's Disclosure, Confidentiality and Insider Trading Policy, including restrictions regarding selective disclosure.

Shareholders may address communications to Board members as follows (marking the communication "Confidential – Board-Shareholder Engagement"):

c/o Corporate Secretary
New Gold Inc.
Brookfield Place
181 Bay Street, Suite 3320
Toronto, ON M5J 2T3

Email: general.counsel@newgold.com

Review

The Corporate Governance and Nominating Committee will periodically review this policy and recommend any changes to the Board for approval. The Corporate Governance and Nominating Committee and the Board will continue to consider emerging shareholder engagement practices among other issuers and in other jurisdictions as they develop, with a view to ensuring that New Gold's practices continue to be representative of sound corporate governance practices.

Last updated, reviewed and approved by the Board on November 25, 2020.