

/NOT FOR DISSEMINATION, DISTRIBUTION, RELEASE, OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES/

VANCOUVER, July 6, 2015 /CNW/ - [Newmarket Gold Inc.](#) ("Newmarket" or the "Company") (TSX-V:NGN) is pleased to announce that at a special meeting (the "Meeting") of the shareholders of the Company (the "Shareholders") held on July 6, 2015, Shareholders approved the (i) continuance of the Company (the "Continuance") from the Province of British Columbia into the Province of Ontario in accordance with the Business Corporations Act (Ontario) (the "OBCA"); (ii) arrangement involving the Company and [Crocodile Gold Corp.](#) ("Crocodile Gold") under Sections 182 and 183 of the OBCA (the "Arrangement"); and (iii) adoption of a new incentive stock option plan and a new share unit plan (collectively, the "New Incentive Plans") of the amalgamated company following the completion of the Arrangement.

The Continuance was approved by the affirmative vote of 100% of the votes cast by Shareholders, present in person or represented by proxy at the Meeting. The Arrangement was approved by the affirmative vote of (i) 99.91% of the votes cast by Shareholders, present in person or represented by proxy at the Meeting; and (ii) 99.56% of the votes cast by Shareholders, excluding votes cast in respect of shares over which Douglas Forster, Blayne Johnson, Lukas Lundin, Randall Oliphant, Douglas Hurst and Edward Farrauto, and their affiliates and joint actors, exercise control or direction. The New Incentive Plans were approved by the affirmative vote of 97.55% of the votes cast by Shareholders, present in person or represented by proxy at the Meeting.

On June 2, 2015, the Company obtained an interim order of the Superior Court of Justice Ontario (Commercial List) (the "Court") under the OBCA in connection with the Arrangement. The Company is scheduled to return to the Court on July 8, 2015 to seek a final order to implement the Arrangement. The completion of the Arrangement remains subject to certain other conditions and is expected to be completed on or about July 10, 2015.

Further information about the Arrangement is set out in the Newmarket and Crocodile Gold joint management information circular dated June 2, 2015 which is available on SEDAR under Newmarket's issuer profile and Crocodile Gold's issuer profile at [www.sedar.com](http://www.sedar.com).

#### ON BEHALF OF THE BOARD

"Douglas Forster"

Douglas Forster, M.Sc., P.Geo.  
President & Chief Executive Officer

#### About Newmarket Gold Inc.

Newmarket is a Canadian gold company focused on creating shareholder value through the acquisition of quality gold production opportunities and outstanding development stage assets in mining friendly, politically stable jurisdictions world-wide. Newmarket was founded by an experienced group of dealmakers, mine developers, financiers and capital markets professionals and is focused on a disciplined approach to asset acquisition and growth.

#### About Crocodile Gold Corp.

Crocodile Gold is a Canadian-listed gold mining and exploration company with three operating mines in Australia. The objective of Crocodile Gold is to continue to focus on the safe and profitable operating performance from its three operating mines, Fosterville and Stawell Gold Mines in the state of Victoria and Cosmo Gold Mine in the Northern Territory. Crocodile Gold's primary goal of sustainable operating performance is achieved through building confidence in its mine plans, continuing with prudent cost management controls, and targeted exploration and resource development.

#### Cautionary Note Regarding Forward Looking Information

Certain information set forth in this news release contains "forward-looking statements", and "forward-looking information" under applicable securities laws. Except for statements of historical fact, certain information contained herein constitutes forward-looking statements, which include Newmarket's expectations about the completion and timing of the Arrangement, and are based on Newmarket's current internal expectations, estimates, projections, assumptions and beliefs, which may prove to be incorrect. Some of the forward-looking statements may be identified by words such as "will", "expects", "anticipates", "believes", "projects", "plans", and similar expressions. These statements are not guarantees of future performance or outcomes and undue reliance should not be placed on them. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Statements with

respect to the potential completion and timing of the Arrangement are subject to the risk of not obtaining all required approvals, including from the Court. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Company does not undertake to update any forward-looking statements or forward-looking information that are included in this press release or incorporated by reference herein, except in accordance with applicable securities laws.

Completion of the Arrangement is subject to a number of conditions, including approval from the TSX Venture Exchange. There can be no assurance that the Arrangement will be completed.

Investors are cautioned that, except as disclosed in the joint management information circular dated June 2, 2015 prepared in connection with the Arrangement, any information released or received with respect to the Arrangement may not be accurate or complete and should not be relied upon. Trading in the securities of Newmarket and [Crocodile Gold Corp.](#) should be considered highly speculative.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

SOURCE [Newmarket Gold Inc.](#)

Contact

[Newmarket Gold Inc.](#), Douglas Forster, President & Chief Executive Officer, 604-559-8040, [dforster@newmarketgoldinc.com](mailto:dforster@newmarketgoldinc.com), [www.newmarketgoldinc.com](http://www.newmarketgoldinc.com)