

Edgar Filing: NEWGOLD INC - Form 8-K/A

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibits.

- 4.1 Convertible Debenture.
 - 4.2.1 Form of Warrant - \$.20 exercise price.
 - 4.2.2 Form of Warrant - \$.30 exercise price.
 - 10.1 Securities Purchase Agreement, dated January 27, 2006, by and among Newgold and the investor named therein.
 - 10.2 Registration Rights Agreement, dated January 27, 2006, by and among Newgold and the investor named therein
 - 10.3* Joint Venture Agreement dated January 25, 2006 between Newgold, Inc. and ASDi, LLC.
 - 10.4* Crescent Red Caps LLC - Operating Agreement dated February 9, 2006.
 - 99.1 Press Release dated January 25, 2006
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* Filed herewith

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 24, 2006

NEWGOLD, INC.

By: /s/ JAMES KLUBER

James Kluber
Chief Financial Officer
(Duly Authorized Officer)