



NYSE Corporate Governance

The common shares of Allied Gold Corporation ("Allied") are listed on the New York Stock Exchange (the "NYSE"). Below is a description of the significant ways in which Allied's governance practices differ from those followed by U.S. domestic companies pursuant to NYSE standards:

Shareholder Approval

The NYSE requires shareholder approval for equity compensation plans and material revisions thereto, private placements to related parties and issuances of common stock, or of securities convertible into or exercisable for common stock of 20% or more of the outstanding voting power. As a foreign private issuer, Allied approves such actions in accordance with applicable rules and regulations in Canada.

Corporate Governance and Nominating Committee Charter

Allied's Corporate Governance and Nominating Committee has a charter that substantially complies with applicable NYSE requirements. However, the function of evaluating management has not been specifically addressed in such charter; this function is performed by Allied's Compensation Committee as a matter of practice.

Solicitation of Proxies

The NYSE 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 meets the requirements of Regulation 14A under the U.S. Securities Exchange Act of 1934, as amended. As a foreign private issuer, Allied is not subject to Regulation 14A and Allied solicits proxies and delivers proxy circulars in accordance with applicable rules and regulations in Canada.