



APPENDIX D-7
POSTER BOARDS

Note: The November 7 and 8, 2012 poster boards were also used at the November 13 and 20, 2012 open houses.



RAINY RIVER

November 7 and 8, 2012

RAINY RIVER GOLD PROJECT
OPEN HOUSES

Forward Looking Information

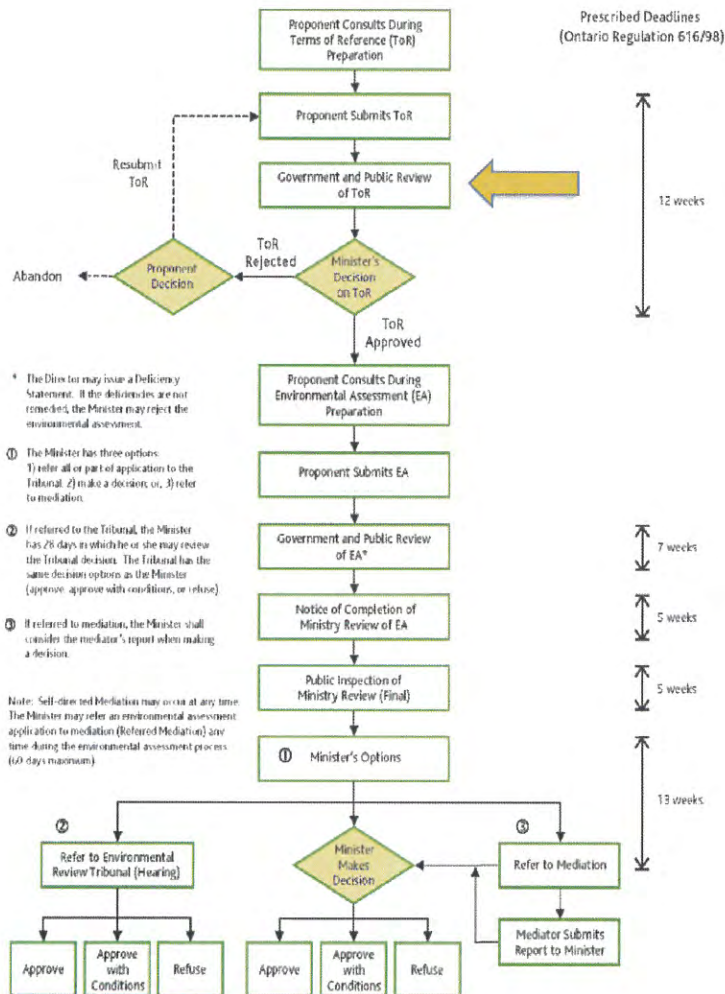
This presentation contains “forward-looking information” as defined in applicable securities laws (referred to herein as “forward-looking statements”). Forward looking statements include, but are not limited to, statements with respect to the cost and timing of the development of the Rainy River project, the other economic parameters of the project, as set out in its preliminary economic assessment; the success and continuation of exploration activities; estimates of mineral resources; acquisitions of additional mineral properties; the future price of gold; government regulations and permitting timelines; estimates of reclamation obligations that may be assumed; requirements for additional capital; environmental risks; and general business and economic conditions. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, the assumptions underlying the preliminary economic assessment not being realized, decrease of future gold prices, cost of labour, supplies, fuel and equipment rising, changes in equity markets, actual results of current exploration, changes in project parameters, exchange rate fluctuations, delays and costs inherent to consulting and accommodating rights of First Nations, title risks, regulatory risks and uncertainties with respect to obtaining necessary surface rights and permits or delays in obtaining same, and other risks involved in the gold exploration and development industry, as well as those risk factors discussed in the section entitled “Description of Business-Risk Factors in Rainy River’s 2011 Annual Information Form and its other SEDAR filings from time to time. Forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, the availability of financing for the Company’s exploration and development activities; the timelines for the Company’s exploration and development activities on the Rainy River Property; the availability of certain consumables and services; assumptions made in mineral resource estimates, including geological interpretation grade, recovery rates, and operational costs; and general business and economic conditions. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law.

This presentation uses the terms “measured resources”, “indicated resources” and “inferred resources”. The Company advises readers that although these terms are recognized and required by Canadian regulations (under National Instrument 43-101 Standards of Disclosure for Mineral Projects (“NI 43-101”)), the United States Securities and Exchange Commission does not recognize them. Readers are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted in to reserves. In addition, “inferred resources” have a great amount of uncertainty as to their existence, and economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, or economic studies, except for a Preliminary Assessment as defined under NI 43-101. Investors are cautioned not to assume that part or all of an inferred resource exists, or is economically or legally mineable.

For additional information with respect to the key assumptions, parameters, risks and other technical information underlying to the mineral resource estimates and the preliminary economic assessment discussed in this presentation, refer to: (i) the press release dated October 10, 2012 with respect to the mineral resource estimates, available at www.sedar.com; (ii) the press release dated August 29, 2012, with respect to the preliminary economic assessment, available at www.sedar.com; and (iii) the technical report entitled “Preliminary Economic Assessment Update of the Rainy River Gold Property, Ontario, Canada”, with respect to the preliminary economic assessment, available at www.sedar.com.

EA Processes

Provincial

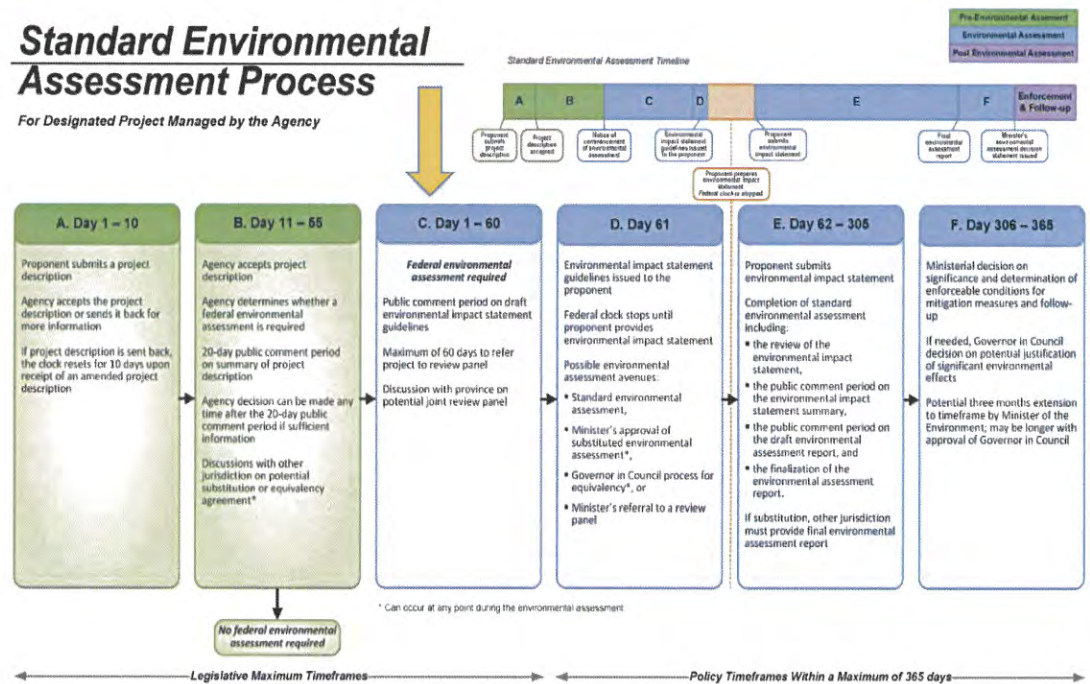


Federal

Canadian Environmental Assessment Act / Loi canadienne d'évaluation environnementale

Standard Environmental Assessment Process

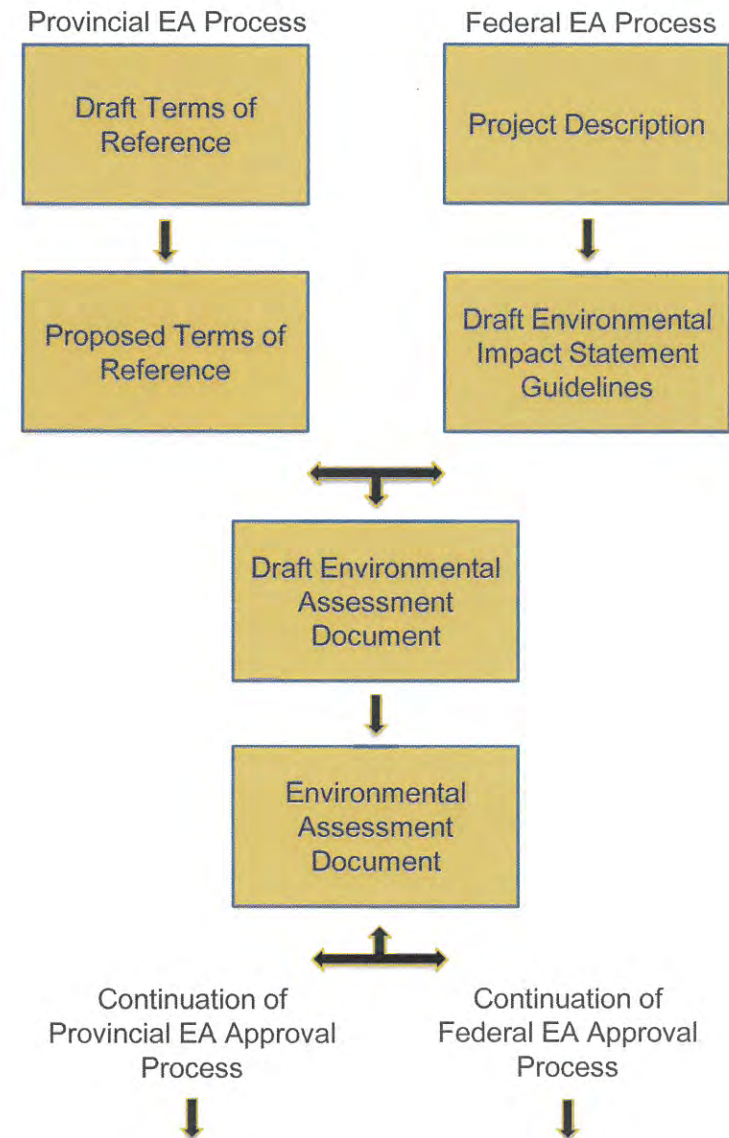
For Designated Project Managed by the Agency



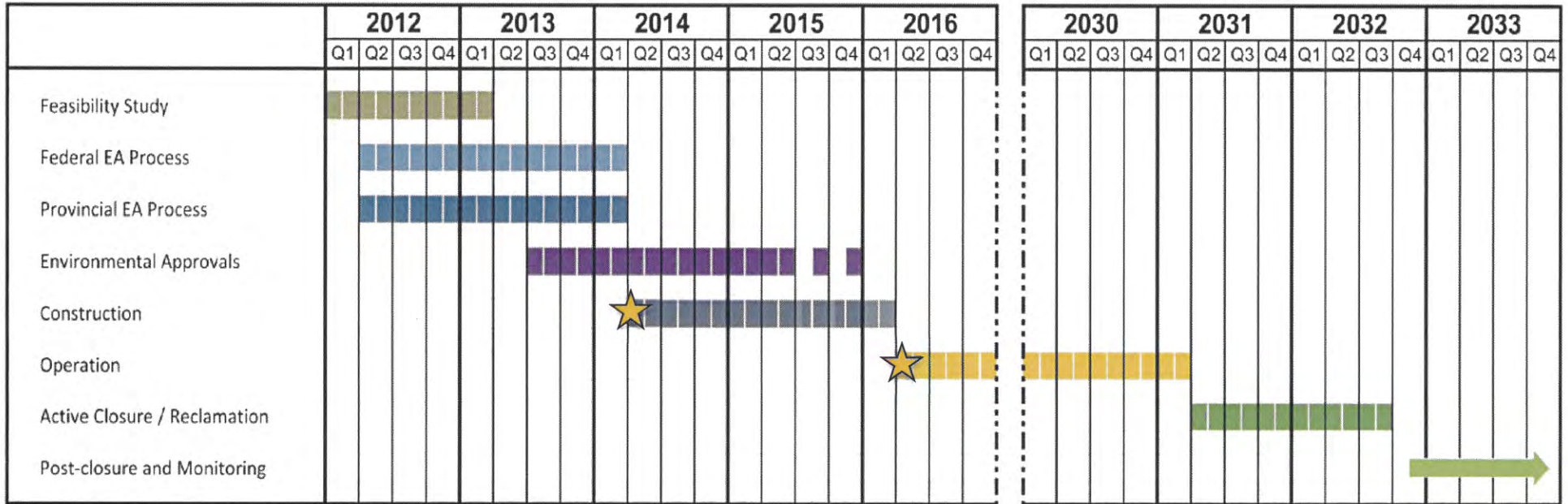
➔ Where we are in the process

Environmental Assessment (EA)

- The EA is required so that environmental approvals can be issued:
 - **Individual Environmental Assessment:** Rainy River Resources has entered into a Voluntary Agreement with the Ontario Ministry of the Environment to conduct an EA for the Project in accordance with the requirements of the Ontario *Environmental Assessment Act*
 - **Federal Environmental Assessment:** Under the *Canadian Environmental Assessment Act, 2012*, a Standard Level EA is expected to be required
- The EA will be coordinated, so that only one EA document will be prepared to meet the requirements



Project Schedule



Climate, Air Quality and Noise – Key Findings

- Climate station at site has operated since 2010
- Air quality is influenced primarily by natural sources, rather than urban / industrial
- Site meets ambient particulate matter requirements
- Sound baseline studies from 2009 to 2012 (partially with Trent University)
- Most sound stations influenced by traffic or the natural environment (RRGP station influenced by exploration drilling)



Surface and Groundwater – Key Findings

- Flows in the Pinewood River and local creeks can be quite low at some times of the year, generally late / summer early fall or late winter
- Water quality generally meets Provincial and Federal criteria for protection of aquatic life (excluding aluminum, iron and phosphorus)
- Groundwater model being prepared based on extensive field data (geology, local water well levels, specific site investigations) to be able to assess potential environmental impacts
- Groundwater quality is generally good, although a few metals were found elevated (consistent with a mineralized area)



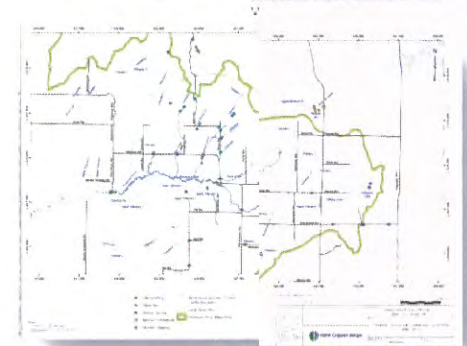
Terrestrial Resources – Key Findings

- Wildlife (mammals, amphibian, reptiles, invertebrates, birds), plants and Species at Risk surveys conducted
- 22 mammal species have been identified (with other small mammals likely to be present)
- Relatively high bird species diversity present, including, forest birds, breeding birds, owls, marsh birds and waterfowl, and nocturnal avian species
- 8 frog and 3 reptile species identified
- RRR is currently funding a 2-year study coordinated with the MNR and Trent University to study Whip-poor-will in the RRGP area in support of both species conservation and mine approval requirements. Aerial surveys conducted by AMEC have determined that Whip-poor-will habitat is prevalent and expansive immediately adjacent to the mine footprint (to the north and northeast) and elsewhere in the region.



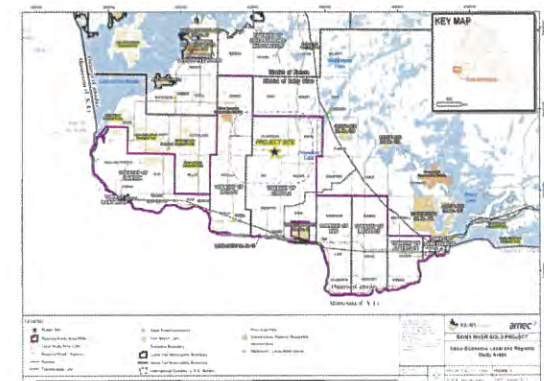
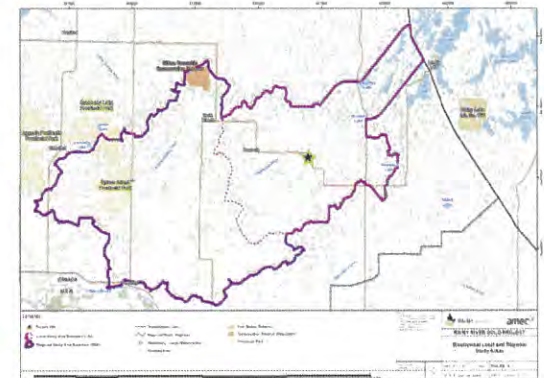
Aquatic Resources – Key Findings

- Pinewood River has a coolwater / warmwater fish community habitat
 - The only sport fish species captured is Northern Pike
 - Non-sport Fish Species captured included Brown Bullhead, Mimic Shiner, Common Shiner and Brook Stickleback (minnows)
- Local creeks represent warmwater fish community habitat (no sport fish captured)
 - non-sport fish species captured included Shiners, Darter, Dace and Minnows
- There is localized ponding from beaver activity
- No aquatic Species at Risk are present locally

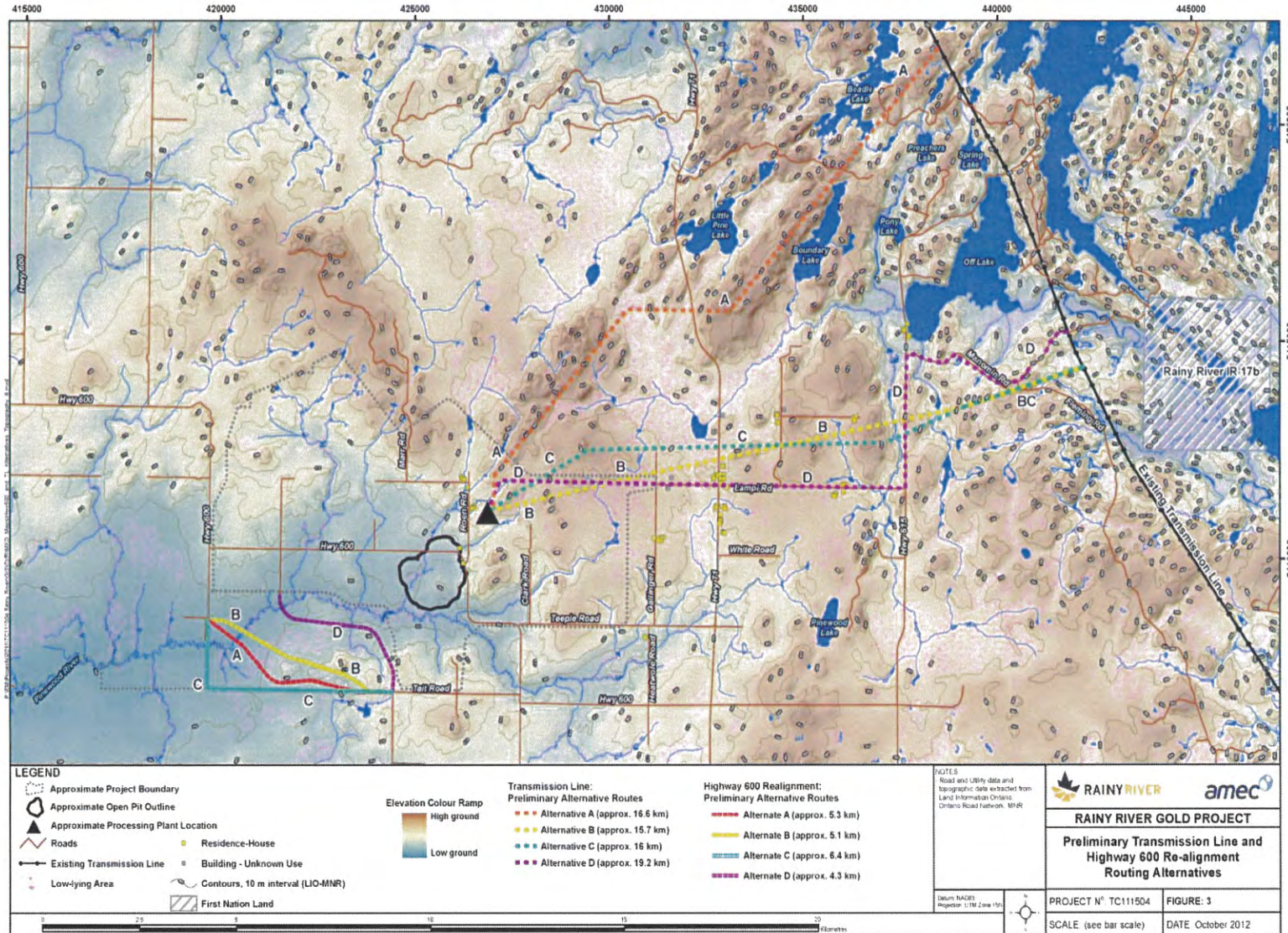


Environmental Baseline Studies

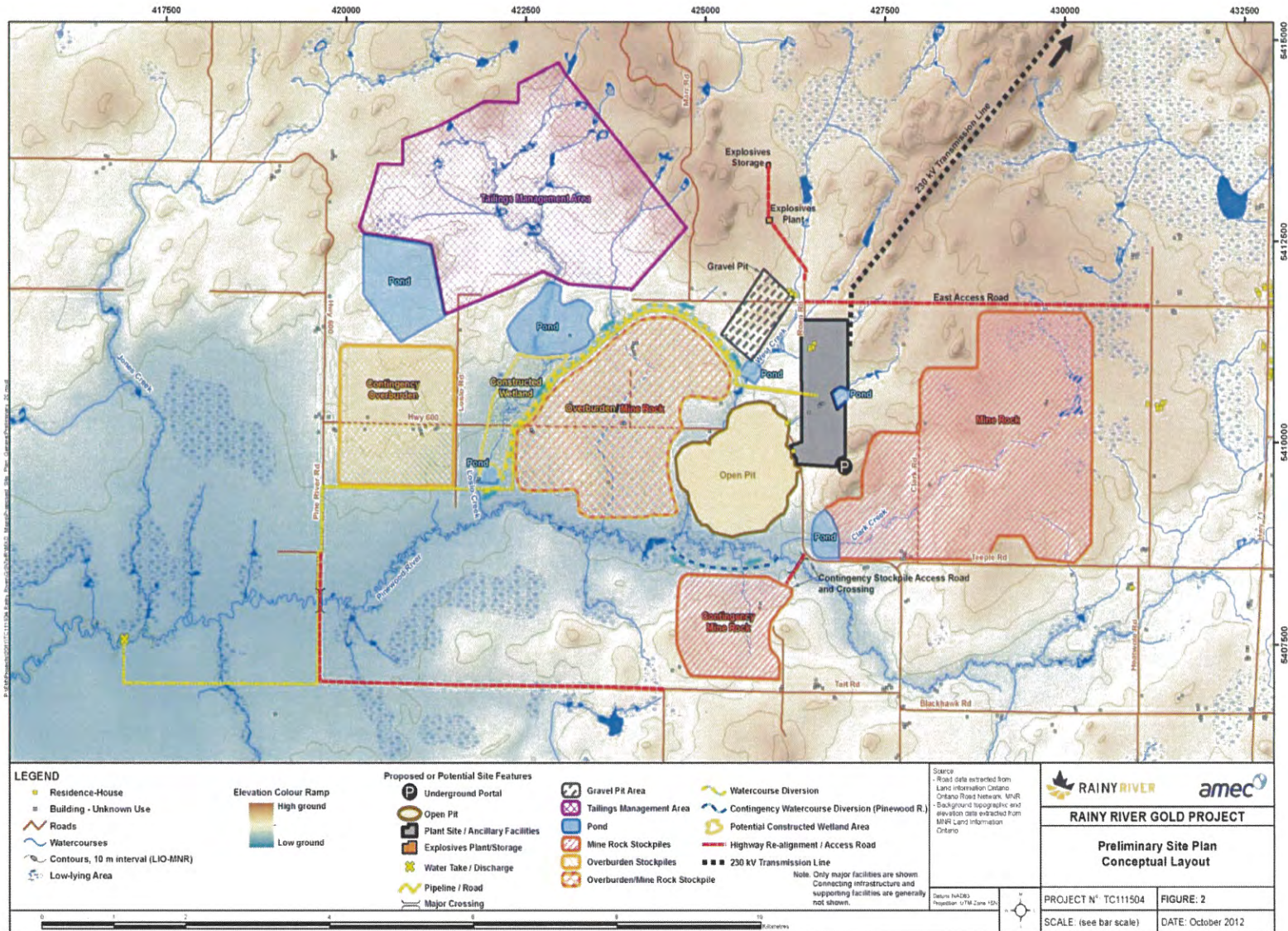
- Baseline studies are completed prior to development to understand the current conditions of the surrounding environment. The proposed Project activities after mitigation will be compared to the baseline conditions to determine the changes that may occur from the Project
- Five years of studies (for certain aspects over several years) are available to assist with Project design
- Field investigations laboratory studies have completed for:
 - Aquatic resources including fish and fish habitat, benthos (water bugs), and sediment and water quality
 - Terrestrial resources including plants, animals and birds, and Species at Risk (SAR)
 - Surface waterbodies and groundwater
 - Overburden and rock geochemistry
 - Climate and sound
 - Aboriginal traditional knowledge / traditional land uses
 - Socio-economic
 - Archaeology



Alternative Highway and Power Connections

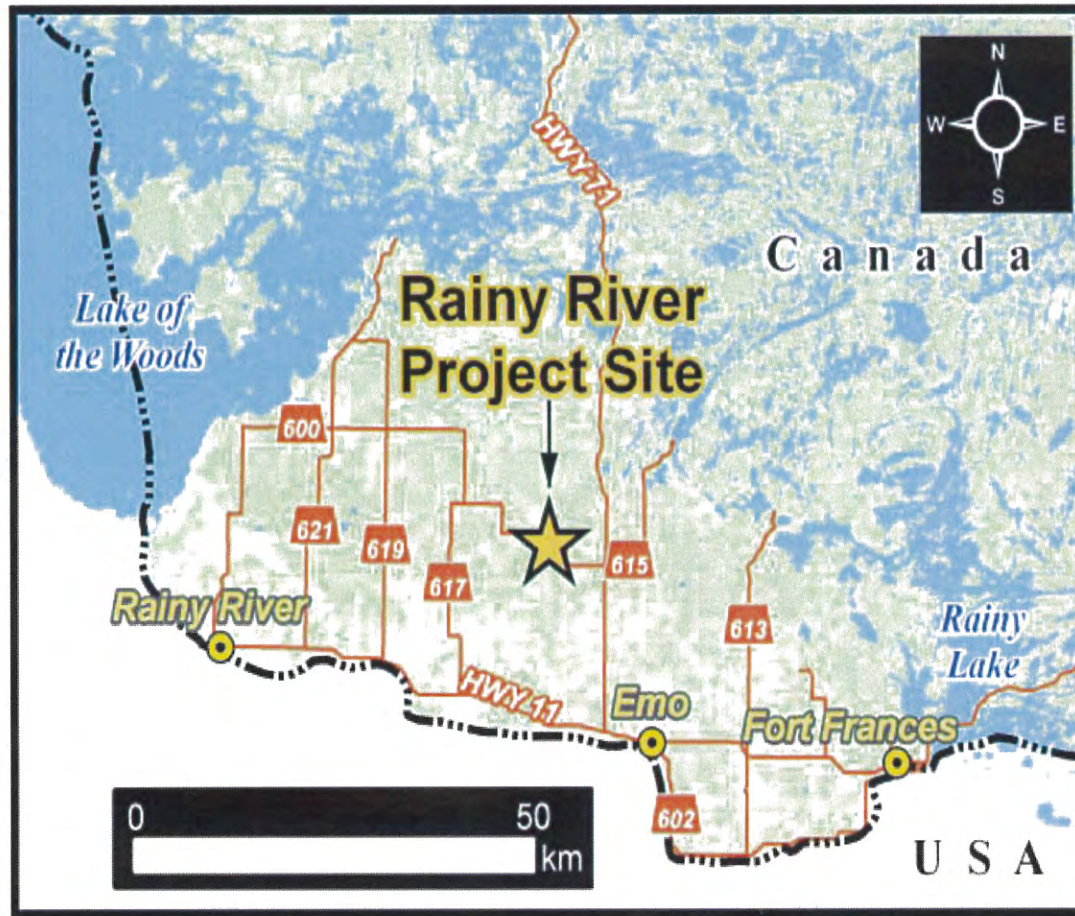


Updated Site Plan



Location

- Located in the Township of Chapple, 65 km (by road) northwest of Fort Frances, Ontario



Proposed Open Pit Location



Pinewood River (upstream)



Clark Creek

Rainy River Gold Project



- Project will be designed to modern environmental management standards, including water management, fuel storage, chemical handling and storage etc.
- Requires re-routing a section of the gravel-surfaced Highway 600
- Access will be maintained for all residents, at all times
- Requires a connection (a 230 kV transmission line) to the existing Provincial electrical grid
- Preferred transmission line route is longer but avoids residences
- Requires environmental approvals from the Provincial and Federal government prior to construction (after EA process is complete)



Rainy River Gold Project



- Proposed open pit and underground gold mine
- Processing facilities and infrastructure to be located at the mine site
- Will contribute significantly to the local and regional economies
- Will provide approximately 600 job opportunities (construction and peak production)
- Requires EA and environmental approvals from the Provincial and Federal governments



About Rainy River Resources



- Rainy River Resources Ltd. is advancing its flagship asset, the Rainy River Gold Project toward development
- Offices in Toronto, Thunder Bay and Emo, Ontario
- Publicly traded company listed on the Toronto Stock Exchange
- Rainy River Resources is committed to sustainable development of the Rainy River region
- Consultation initiated by Rainy River Resources Ltd. in 2010
- Visit us at: www.rainyriverresources.com



Traditional Land Use / Traditional Knowledge

- RRR are in the process of collecting information on traditional knowledge and traditional activities that may be affected by the project.
- The information collected will be used to inform the EA and to help determine mitigation measures needed, but will remain confidential
- Rainy River Resources welcomes your input - for example are plants or animals harvested from the project area? or, was the area used for other activities?
- Please contact: **Lincoln Dunn** (First Nation Engagement Specialist) or **Stacey Jack** (Community Coordinator) at 807-482-2501



2013 POSTER BOARDS

Note: The poster boards used at the Barwick open house contained two additional posters which were not included during the Fort Frances open house (We plan to mine gold lots of it! and Community & Environment).

ENVIRONMENTAL BASELINE STUDIES



Prior to project development, baseline studies are carried out to assess and understand the existing environment.



Rainy River Resources has undertaken an extensive baseline program which includes 4+ years of data collection on both the natural and human environment. The information collected in the baseline program has assisted Rainy River Resources in making informed decisions on project design, environmental protection, mitigation measures, monitoring programs and closure planning.

NATURAL ENVIRONMENT BASELINE STUDIES

- Aquatic Resources - water quality, fish and fish habitat, benthic invertebrates and sediment
- Terrestrial Resources - vegetation and wildlife including birds
- Water flow patterns
- Surface and Groundwater Quality
- Rock Geochemistry
- Climate and Air Quality
- Sound

Rainy River Resources has also been working closely with the Ministry of Natural Resources, as well as our consultants, to understand provincially sensitive species.

HUMAN ENVIRONMENT BASELINE STUDIES

- Aboriginal Traditional Knowledge & Traditional Land Uses
- Socio-economics
- Archaeology



Rainy River Resources is very thankful to all of our neighbors and partners who have provided assistance with various aspects of baseline data collection.

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EMPLOYMENT WORKING AT A GOLD MINE



CONSTRUCTION

Human resources will play a key role in the success of the Rainy River Gold Project, from construction through to mine operations.

For the construction phase of the project, we anticipate 400 jobs. Some of the construction jobs will include;

- heavy equipment operators
- general labourers
- trades, including electricians and welders
- human resources
- trainers coordinator
- engineers
- maintenance personnel



MINE OPERATIONS

We anticipate closer to 600 jobs during peak operations, which comes around year 7 of the projected 16 year mine life. Operations jobs will vary greatly.

Some of these jobs will include;

- drillers
- miners
- dispatchers
- assay lab technicians
- heavy equipment operators
- mechanics
- pipefitters
- health and safety personnel
- electricians
- clerks
- engineers
- geologists
- millwrights



With so many human resources available within the region, our commitment is to hire as many local people as possible.

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ENVIRONMENTAL ASSESSMENT



An environmental assessment helps support sustainable development through a process of defining and reducing the potential effects of a project prior to implementation. The environmental assessment is a planning and decision making tool that considers relevant environmental, economic, social and cultural issues. The environmental assessment allows a project proponent and various government ministries to make informed decisions on how projects should proceed within defined policies, frameworks, aboriginal and public interest.



Rainy River Resources is currently engaged in a combined provincial and federal environmental assessment. To provide comments on the Rainy River Gold Project draft Environmental Assessment, please fill out one of the forms we have provided you today or visit;

Ontario Ministry of Environment
Environmental Assessment Projects



www.ene.gov.on.ca/environment/en/industry/assessment_and_approvals/environmental_assessments/projects/index.htm

Canadian Environmental Assessment Agency



Rainy River Gold Project
www.ceaa-acee.gc.ca/050/details-eng.cfm?evaluation=80007



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ABORIGINAL PARTNERSHIPS



For the past several years, Rainy River Resources has been meeting with and listening to First Nations and Métis groups in the surrounding region. Through various leadership and community meetings, site tours, open houses and Elders' forums we have been endeavoring to understand sensitivities, concerns and ideas to ensure that the mine design and associated Environmental Assessment are mindful of what we have been told.



We are proud of the partnership and opportunities we have been able to develop with communities and community members. Rainy River Resources will continue to ensure that Aboriginal people remain active participants in the Rainy River Gold Project.

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TRADITIONAL KNOWLEDGE & TRADITIONAL LAND USE



First Nation and Métis people have unique ecological relationships and knowledge of the local environment which can provide valuable information for planning, resource management and the environmental assessment.



While the Rainy River Gold Project will be situated on primarily private lands, Rainy River Resources has been and will continue to work with the First Nations and Métis to ensure protection of Aboriginal and treaty rights. With assistance from community members, Rainy River Resources has been collecting information on traditional knowledge & traditional land use activities that may be affected by the Rainy River Gold Project.

Some of the topics that have been discussed as part of the traditional knowledge and traditional land use studies include;

- Plant and animal harvesting
- Occupancy
- Culturally sensitive areas

All information collected remains confidential and property of the informant. No traditional activities have as of yet been identified within the Rainy River Gold Project area by communities that have participated in the studies.

We always want to hear from you. If there is information you would like to share in order to have it considered in the Environmental Assessment or for Rainy River Gold Project planning or consideration, please speak with one of our Emo community office team members to set up a confidential meeting.



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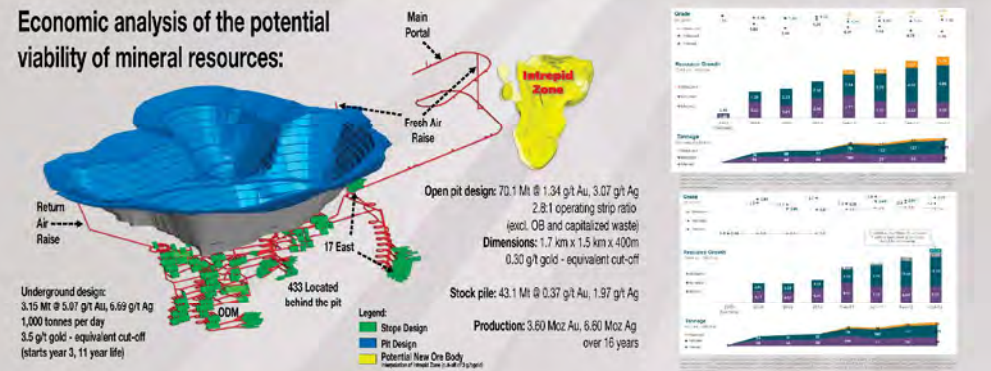
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PRODUCTION WHAT ARE WE MINING FOR?



GOLD SILVER

Economic analysis of the potential viability of mineral resources:

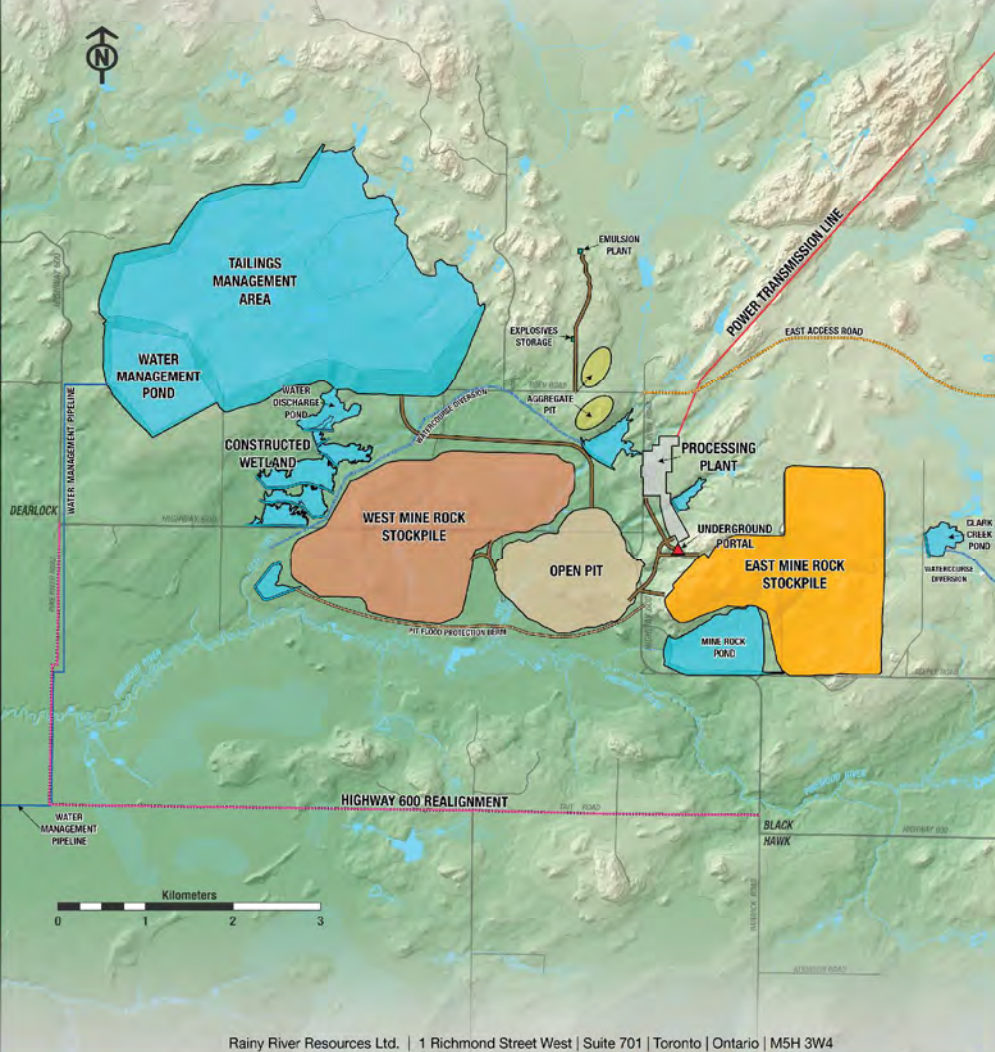


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SITE PLAN



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MINE CLOSURE



Rainy River Resources cannot commence mining operations until a Closure Plan and associated financial assurance are in place with the Ministry of Northern Development and Mines.



A Closure Plan describes how a mining company will rehabilitate a mine during the entire mine life. It outlines how all soil cover materials, vegetation and surface water features will be restored to a quality, quantity and appearance that is as close as possible to pre-development or the baseline environmental conditions.



A financial assurance or financial guarantee from Rainy River Resources, equal to the estimated cost of the rehabilitation work is held in trust by the Ministry of Northern Development and Mines. This financial assurance ensures that the rehabilitation work outlined in the closure plan is successfully performed.

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HIGHWAY & POWER CONNECTIONS



Rainy River Resources is proposing to realign a portion of Highway 600 in the Blackhawk and Dearlock area. The realignment runs east/west on Tait Road, onto unopened road allowance, and then north/south on Pine River Road to the existing highway 600.

Rainy River Resources will require power from a 230kV transmission line. The line will be 17 km long and run from the project area to an existing north south 230kV transmission line.



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ABOUT RAINY RIVER RESOURCES



- Rainy River Resources' key asset is the Rainy River Gold Project which is located in Richardson Township, approximately 30km north of Barwick, Ontario.
 - Offices in Toronto, Thunder Bay and Emo
 - Publicly traded company listed on the Toronto Stock Exchange
 - Committed to sustainable development that supports the local economy
 - Proven management team who are committed to industry excellence



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FAST FACTS ABOUT THE RAINY RIVER GOLD PROJECT



- 
- Proposed open pit and underground gold mine
 - Currently undergoing a combined Federal and Provincial Environmental Assessment
 - Located primarily on private, patented lands
 - Processing facilities and other infrastructure, such as a truck shop and administration building, will be located on the mine site
 - Projected 400+ jobs to be created for construction and 600+ jobs at peak operations
 - Construction crews will be housed within local communities – no construction camp required
 - Requires re-routing an 11km section of the gravel surfaced Highway 600
 - A 17 km 230kV transmission line will be connected to the existing Provincial electrical grid
 - The project is being designed to modern environmental management standards
 - Positive and progressive partnerships and initiatives with local Aboriginal communities

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WATER “Nibi”



Question: How will the Rainy River Gold Project affect water quality?

Answer: Rainy River Resources must demonstrate through the Environmental Assessment and associated permitting, that the Project will not have a negative impact on water quality.

As responsible neighbors, we will ensure that conservation, protection and management measures remain in place and satisfy all regulations.



- ☉ Rainy River Resources has undertaken an extensive ground and surface water sampling program. We currently sample at numerous locations within the project footprint, downstream from the project and on the Rainy River. This expanded monitoring program has been in place for several years.
- ☉ Water was a large focus of the Aboriginal Traditional Knowledge & Land Use studies.
- ☉ As a response to comments received from landowners and communities, one of the mitigation measures for the Rainy River Gold Project includes engaging existing community organizations to support and enhance existing water quality programs.



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OPERATIONS ENVIRONMENTAL MANAGEMENT



Site specific environmental management systems are being developed for the Rainy River Gold Project. These systems will provide best-practice, structured approaches to fulfilling Rainy River Resources' environmental commitments through a system of on-going planning, implementation, monitoring and management review. These environmental management systems will be considerate of ecological and human health. Some of the policies and procedures we will employ include;

- ☉ Secondary containment of all controlled substances
- ☉ Ensuring all suppliers of fuel and process reagents are authorized
- ☉ On site medical and emergency response staff



One of the systems to be developed is chemical management. Like other industries, a range of chemicals are used at mining facilities. Examples of chemicals that may be used include;

- ☉ fuels
- ☉ lubricants
- ☉ cleaning products
- ☉ explosives
- ☉ cyanide



To ensure that these and other chemicals are managed safely, Rainy River Resources will carefully plan the transportation, storage, usage and disposal of these products.

As part of our overall environmental program, Rainy River Resources will have an ongoing environmental evaluation program. This program will consider new technologies, processes, procedures, and employee training programs to ensure that Rainy River Resources' standards reflect our environmental commitment throughout the entire life of the mine.

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WELCOME Boozhoo!



Thank-you for attending the Rainy River Gold Project Environmental Assessment Open House.

We're pleased to answer any questions you may have about the Rainy River Gold Project.

Please fill out one of our comment forms and provide it to one of our team members.

The Rainy River Gold Project Environmental Assessment is available for download from www.rainyriverresources.com or can be viewed at various public locations including the libraries in Fort Frances, Rainy River and Thunder Bay and at the Township of Chapple Municipal Office in Barwick and the Rainy River Offices in Emo or Toronto.

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1-807-622-8111



comments@rainyriverresources.com

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PERMITS & APPROVALS



Once the environmental assessment is approved, Rainy River Resources will be required to obtain a broad range of permits and approvals. Some of the permits and approvals required for mine development would include:

- Construction (building the plant or truck shop)
- Water (water discharge and water taking)
- Air emissions
- Wildlife (potential effects related to Species at Risk)



EXAMPLES OF PERMITS THAT MAY BE REQUIRED

Permit/License	Responsible Agency	Description
Permits to Take Water <i>Ontario Water Resources Act</i>	Ministry of the Environment	Taking of water of greater than 50,000 litres per day, such as potable water wells and mine dewatering.
Closure Plan <i>Ontario Mining Act</i>	Ministry of Northern Development and Mines	For mine construction/production including that related to the eventual RRGP decommissioning at mine closure.
Species at Risk Net Benefit Permit <i>Endangered Species Act</i>	Ministry of Natural Resources	Management of activities related to Species at Risk.
Leave to Construct <i>Ontario Energy Board Act</i>	Ontario Energy Board	Approval to construct a transmission line.
Manufacturing, storage and transportation of explosives <i>Explosives Regulations, Explosives Act</i>	Natural Resources Canada	Any explosives magazine, manufacturing facilities and transportation of explosives require a Federal permit.
Review of Works in Navigable Waters <i>Navigable Waters protection Act</i>	Transport Canada	For alteration of navigable waters, such as the establishment of a crossing over the Pinewood River.
Schedule 2 Listing <i>Metal Mining Effluent Regulations, Fisheries Act</i>	Environment Canada	It is expected that the overprinting of waters frequented by fish may be necessary and will require a listing under Schedule 2 of the Federal Mining Effluent Regulations, pursuant to the <i>Fisheries Act</i> .



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SPECIES AT RISK



A "species at risk" is any naturally-occurring plant or animal in danger of extinction or of disappearing from the province. Once classified as "at risk," they are added to the Species at Risk in Ontario (SARO) List.



Whip-Poor-Will (Threatened)

The Whip-poor-will is a medium-sized bird 22 to 26 cm long with mottled brown and grey feathers that help it blend in with its surroundings. Since it becomes active at dusk and rests during the day, it is more commonly heard than seen. Whip-poor-wills are most vocal during bright, moonlit nights when they can be heard singing their name "Whip-poor-will" often in long, seemingly endless series.

The Whip-poor-will is very difficult to survey and monitor. Most bird surveys are completed during the day and Whip-poor-wills only call at dusk and on cloudless nights. As a result, this species requires special surveying efforts.

Bobolink (Threatened)



The Bobolink is a medium sized songbird found in grasslands and hayfields. In their summer breeding season, male Bobolinks are black with a white back and yellow collar. By late summer, males lose their breeding plumage to resemble the female's tan colour with black stripes. Bobolinks spend much of their time out of sight on the ground feeding on insects and seeds. They seem to appear out of nowhere and can be spotted flying in the sky or over the tops of vegetation singing a bubbling musical song.

Barn Swallow (Threatened)



The Barn Swallow is the most widespread species of swallow in the world. It is a distinctive passerine bird with blue upperparts, a long, deeply forked tail and curved, pointed wings. It is found in Europe, Asia, Africa and the Americas. The Barn Swallow is a bird of open country which normally uses man-made structures to breed and consequently has spread with human expansion. The song of the Barn Swallow often ending with higher than the first but falling in pitch.

Ontario Species at Risk Glossary

Code	Category	Description
SC	Special Concern	A species that is not currently at risk but at a higher risk of becoming so.
TR	Threatened	A species that is at risk of becoming extinct in Ontario.
EN	Endangered	A species that is at risk of becoming extinct in Ontario.
CR	Critically Endangered	A species that is at risk of becoming extinct in Ontario.
EX	Extinct	A species that is no longer known to exist in Ontario.

In the province of Ontario, Species at Risk are regulated by the Federal Species at Risk Act (SARA) on Federal lands and the Provincial Endangered Species Act (ESA) on private lands.

As part of the baseline studies related to the RRG, Rainy River Resources has completed three years of targeted studies on Species at Risk. One of the Species at Risk identified by Rainy River Resources biologists within the project footprint is the Whip-poor-will.

Rainy River Resources is proud to have been part of a two-year collaborative research study on Whip-poor-will in the area, along with the Ministry of Natural Resources and Trent University. The study, partly funded by Rainy River Resources, was intended to gather more information on this relatively unstudied bird species. This study has helped to gain valuable knowledge on Whip-poor-will, including information on migration patterns, home range size and habitat requirements.



None provincially and/or federally listed (SARA) species (including five provincially listed species at Special Concern, and four provincially listed Threatened Species) were observed in the Local Study Area during the 2017 surveys. These nine species were also observed within the Local Study Area during the 2008 to 2010 surveys and all but the Canada Warbler and Golden-winged Warbler were recorded in 2011. Only one species, the Red-necked Woodpecker, previously recorded was not seen in 2012.

Species	Conservation Status	SARA	ESA	PF
American White Pelican	TR	NAR	Lakes/Waterways	
Least Egret	SC	NAR	Wetland	
Great Blue Heron	TR	NAR	Open Country	
Black-crowned Night Heron	TR	TR	Open Country	
Common Nighthawk	SC	TR	Open Country	
Canada Warbler	SC	TR	Open Country	
Golden-winged Warbler	SC	TR	Forest	
Olive-backed Flycatcher	SC	TR	Forest	
Whip-poor-will	TR	TR	Forest	

Due to the status of these species, authorization under the Endangered Species Act will be required for the Rainy River Gold Project to proceed.

As part of mine operations and closure, some habitat will be unavoidably impacted. Mitigation measures and strategies will be in place for the protection of Species at Risk and their habitat. Some examples may include minimization of the project footprint, noise abatement, traffic control, ensuring protection of similar and suitable extent of habitat outside the project footprint, and restoration of habitat during operations and at closure. Rainy River Resources has been, and will continue to work with Ministry of Natural Resources to ensure the mitigation measures represent the best available science and create an overall benefit (improve the circumstances of the identified species) to the Species at Risk and their habitat.

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For more information please visit www.rainyriverresources.com

TIMELINES & MILESTONES



Rainy River Gold Project Timeline



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WE PLAN TO MINE GOLD LOTS OF IT!



Check out the RAINY RIVER GOLD PROJECT highlights below:

308,000 ounces
of gold produced
per year (estimated)

478,000 ounces
of silver produced
per year (estimated)

16+
year
mine life

400 estimated
jobs during
construction
(2014 - 2016)

600 estimated
jobs during peak
gold production
(2017-20XX)

We look forward to bringing the Rainy River Gold Project into operation in the next few years. Our focus will be to source our employees and suppliers from local communities.

A mining project requires a diverse safety conscious workforce. Over the next few years, the Company will look to hire people from various disciplines, with distinct skills and backgrounds. Perhaps you might want to consider a career in mining!

POTENTIAL CAREER PATHS

IF YOU LIKE, AND HAVE SKILLS RELATED TO:	YOU MIGHT WANT TO BE A(n)...	TO REVIEW EDUCATION, SKILLS & JOB DUTIES*
Working with equipment Working outdoors	Heavy Equipment Operator	See National Occupational Classification (NOC) code 7421
Working with equipment Working outdoors	Diesel Mechanic	See NOC 7312
Working with equipment	Welder	See NOC 7265
Working with equipment Attention to details	Electrician	See NOC 7242
Working with equipment Working outdoors	Surveyor	See NOC 2154
Analytical work, science Math and Problem Solving	Engineer – mining, process, environmental Technologist – mining, process, environment	See NOC 2131, 2143 See NOC 2212
Analytical work, problem- solving, staying calm under pressure	Control Room Operator	See NOC 7352
Attention to detail / Analysis	Assay Lab Technician	See NOC 2211
Communicating / Training / Organizing Attention to safety, details	Health & Safety First Aid	See NOC 2263 See NOC 3234
Leading people Organizing, Planning	Supervisor / Trainer	See NOC 4131
Planning, Testing	Maintenance Planner/Technician	See NOC 2241
Organizing, Budgeting	Purchasing Officer	See NOC 0113

Gold production is planned to start in 2016, after the 20-month construction period, scheduled to begin by mid-2014.

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For more information please visit www.rainyriverresources.com

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NEW GOLD INC. TO ACQUIRE RAINY RIVER RESOURCES LTD.

New Gold Inc. ("New Gold") (TSX and NYSE MKT:NGD) and Rainy River Resources Ltd. ("Rainy River") (TSX: RR) have jointly announced that they have entered into a definitive acquisition agreement, whereby New Gold will offer to acquire all of the outstanding common shares of Rainy River through a friendly take-over bid.

WHY SHOULD RAINY RIVER COMBINE WITH NEW GOLD?

- The combination offers a compelling value of \$3.83 per Rainy River share, in shares and cash.
- The offer represents a 42% premium to the May 30th share price.
- The combination enables shareholders to participate in New Gold share upside.
- Financial risk is reduced for the Rainy River Gold Project.
- Operational risk is reduced with greater financial and technical resources to develop RRGF.
- And, greater certainty is provided to Rainy River stakeholders, including our local communities and shareholders, as the Project can continue to move forward.

WHAT'S NEXT?

- Bid circular mailed to Rainy River shareholders: Mid-June 2013.
- Tender deadline: July 2013 (details to be confirmed).
- Transaction close: Late July - Early August 2013.

ABOUT NEW GOLD INC.

- New Gold is an intermediate mining company with a portfolio of four producing assets, two significant development projects and positive cash flow.
- The company holds cash and equivalents of \$672 million at March 31, 2013.
- Listed on the Toronto Stock Exchange (TSE) and the New York Stock Exchange (NYSE) under the symbol NGD.

New Gold Inc. (Toronto Office) | Royal Bank Plaza, South Tower, 200 Bay Street | Suite 3120 | Toronto | Ontario | M5J 2J4

For more information please visit www.newgold.com

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COMMUNITY & ENVIRONMENT

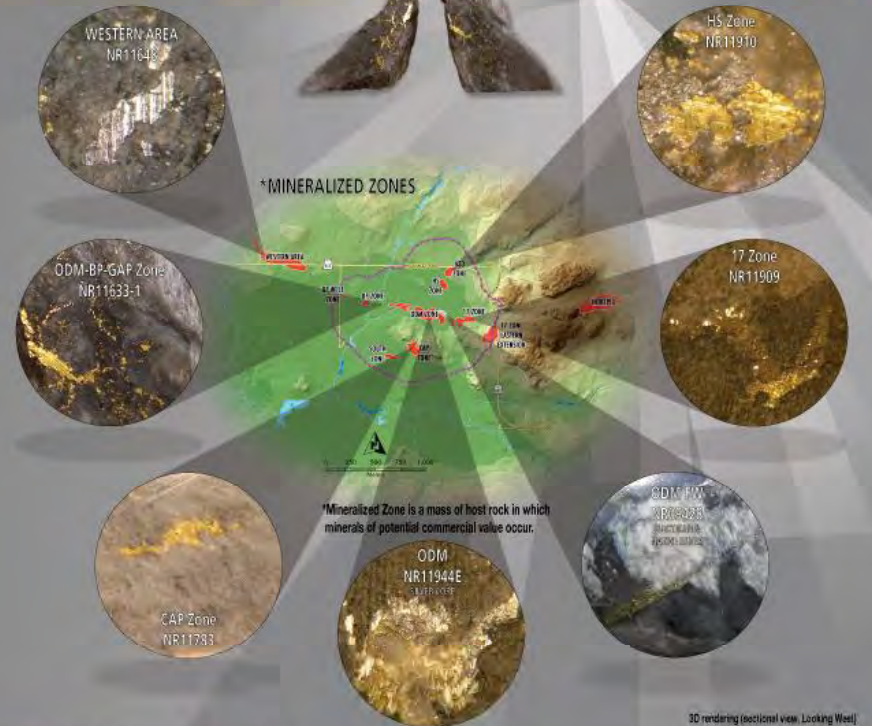


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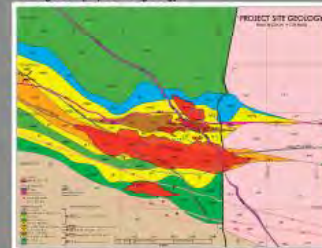
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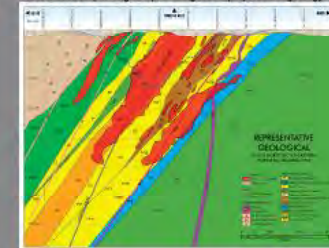
GEOLOGY



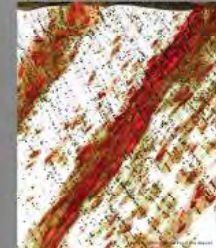
Plan view section at 100m ASL (approximately 250m below surface) showing local "project site" geology.



Vertical section (looking east) showing local "project site" geology.



3D rendering (sectional view, Looking West) of the deposit showing drillhole traces, high grade intersections and an interpolation of the depth of mineralization at 300, 500 and 1000 PPB.



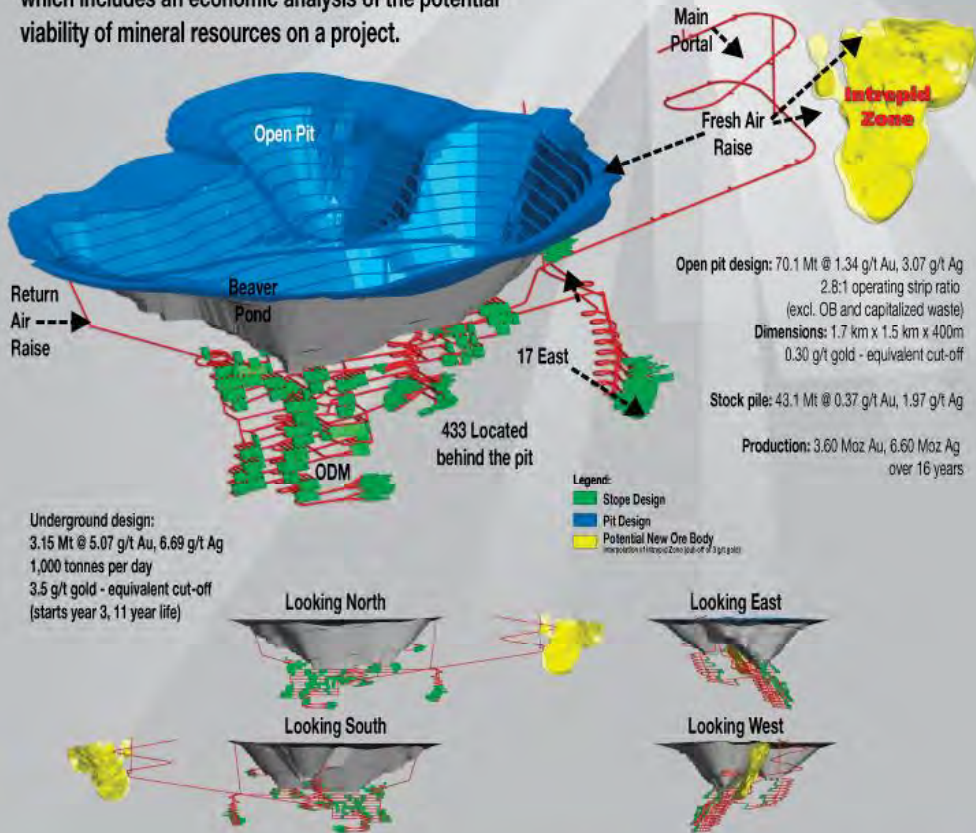
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PRELIMINARY ECONOMIC ASSESSMENT – 2012

The Preliminary Economic Assessment (PEA) is a study, other than a pre-feasibility study or feasibility study, which includes an economic analysis of the potential viability of mineral resources on a project.



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