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(albert@naongashiing.ca)" <albert@naongashiing.ca>,
cc
bcc
Subject RRGP Newsletter

Good Afternoon;

Please find attached the Rainy River Resources Ltd. spring newsletter for 2013.
Thanks you for your interest in the Rainy River Gold Project.

Have a great summer!



RAINY RIVER

Andrea Curtis

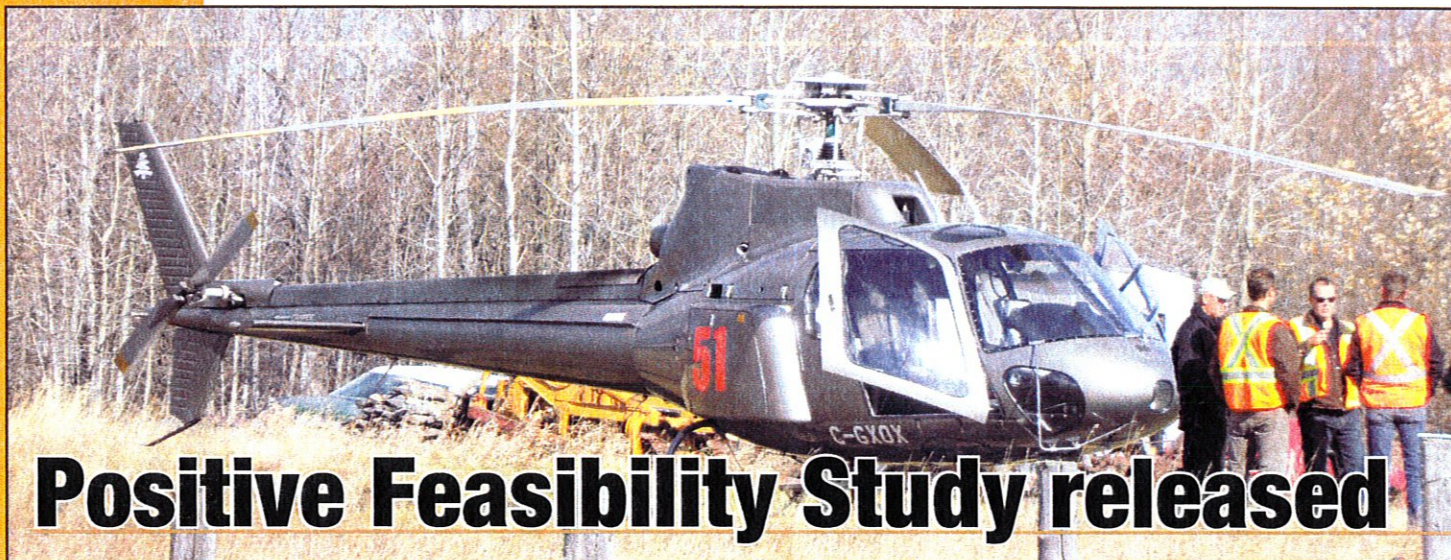
Office Manager

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Rainy River Resources Ltd, 5967 HWY 11/71, Emo, Ontario, Canada P0W 1E0



RRRSpring2013.pdf



Positive Feasibility Study released

Rainy River Resources is pleased to inform District residents about the positive Feasibility Study completed for the Rainy River Gold Project. A Feasibility Study contains the details for the development of a mining project, including operating and financial parameters.

"With the release of the Rainy River Gold Project Feasibility Study, we are transitioning to the mine development stage of Canada's newest gold district," said Raymond Threlkeld, Rainy River's President and CEO. "The Feasibility Study outlines an outstanding project, located in one of the best mining jurisdictions in the world, conveniently surrounded by infrastructure, and with tremendous exploration potential."

"Our planned mine production averages 326,000 ounces of gold and 494,000 ounces of silver annually in the first 10 years of the combined open pit and underground operation."

Here are some of the highlights of the proposed mine's possible production:

- 16-year life of operations
- Industry leading "all-in" costs of US\$771 per ounce gold, first 10 years.
- Average mill head grade of 1.46 grams per tonne ("g/t") of gold, first 10 years.
- Average underground grade of 5.07 g/t of gold, life-of-mine.
- Average annual production of 326,000 gold ounces and 494,000 silver ounces, first 10 years.

- Initial pre-production capital costs of \$713 million.
- Total open pit sustaining capital costs of \$322 million (tailings facilities, overburden, waste removal, and equipment).
- Underground development capital costs of \$68 million, commencing in 2016, funded by operating cash flows.
- Underground sustaining capital costs of \$95 million (development, infrastructure and equipment).

"This mine plan, combined with the exploration potential in our district, makes the Rainy River Gold Project stand out in Canada as a low risk, high return project," said Threlkeld.

Rainy River Resources is continuing to explore in the area, as well, with the discovery of a new area of gold mineralization near to the proposed mine location, which has been named the Intrepid Zone.

"A prime example of the district potential is our exciting Intrepid Zone, where we saw high grade intercepts of almost half an ounce of gold and almost 3 ounces of silver over 9 metres in drill hole NR 131523," said Threlkeld. "The Intrepid Zone, which is not included in the Feasibility Study, exemplifies the potential of the district and is expected to add high quality ounces to an already outstanding Rainy River Gold Project."

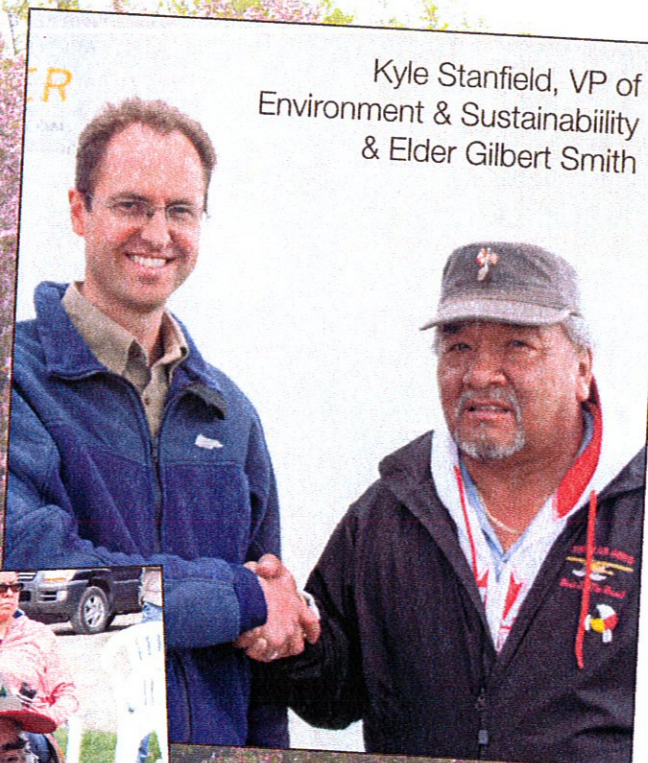
For more information about the Rainy River Gold Project, please check out our web site at www.rainyriverresources.com.

Spring Ceremony held at the Rainy River Gold Project site

GOLD Nuggets

The Greeks thought that gold was a dense combination of water and sunlight.

The San Francisco 49ers are named after the 1849 Gold Rush miners.



Kyle Stanfield, VP of Environment & Sustainability & Elder Gilbert Smith



Jane Tom & Frank Tom Sr. enjoying the day



Miigwetch and thanks to everyone who was able to attend our Spring Ceremony on June 4, 2013 at the project site. This year the ceremony was presided over by Elder Gilbert Smith. We are grateful for our strong relationships with the First Nations and Métis groups in the District.



Over 50 guests enjoyed lunch together following the ceremony



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 RRGP.
- 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.

For Further Information, please visit www.newgold.com

GOLD *Nuggets*

One cubic foot of gold weighs half a ton. The world's largest gold bar weighs 200 kg (440 lb).

Due to its high value, most gold discovered throughout history is still in circulation. However, it is thought that 80% of the world's gold is still in the ground.



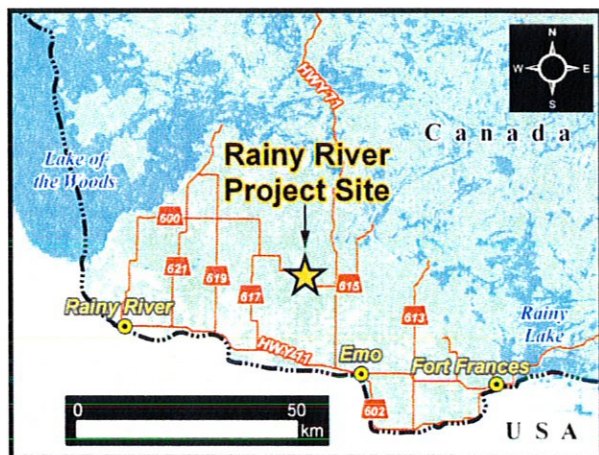
Notice of Commencement of Environmental Assessment

Rainy River Gold Project Rainy River Resources Ltd.

Rainy River Resources Ltd. has initiated an environmental assessment under the Ontario *Environmental Assessment Act* for the **Rainy River Gold Project**.

The **Rainy River Gold Project** is a proposed open pit and underground gold mine with related processing facilities and infrastructure, to be developed by Rainy River Resources Ltd. located in the Township of Chapple, approximately 65 kilometres (by road) northwest of Fort Frances, Ontario.

The Project is anticipated to be a significant contributor to the local economy and provide exceptional employment opportunities.



The Process

On May 15, 2013 the Provincial Minister of the Environment approved the amended terms of reference for the **Rainy River Gold Project**. A copy of the approved terms of reference is available at:

<http://www.rainyriverresources.com/Community-and-Environment/environmental-assessment-process>

The approved terms of reference is also available during business hours at the following Rainy River Resources offices:

1 Richmond Street W., Ste 701 Toronto, ON T. 416-645-7280	5967 Highway 11 / 71 Emo, ON T. 807-482-2501
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The study will be carried out according to the approved terms of reference and the requirements of the Ontario *Environmental Assessment Act*. Results from this study will be documented in an environmental assessment report, which will be submitted to the ministry for a review. At that time, the public and other interested persons will be informed when and where the environmental assessment report can be reviewed.

This Provincial Environmental Assessment process is one of two environmental assessment processes required for approval of the **Rainy River Gold Project**. A Federal environmental assessment is also required pursuant to the *Canadian Environmental Assessment Act, 2012*. Environmental Impact Statement Guidelines were issued on December 18, 2012 by the Canadian Environmental Assessment Agency, which provide the scope of the Federal Environmental Assessment.

Rainy River Resources Ltd. is working with the Ontario Ministry of the Environment and the Canadian Environmental Assessment Agency to develop a coordinated environmental assessment process, including coordinated public consultation opportunities wherever possible to reduce duplication of effort.

Consultation

Members of the public, agencies, Aboriginal communities and other interested persons are encouraged to actively participate in the environmental assessment process by attending consultation opportunities or contacting **Rainy River Resources Ltd.** directly with information, comments or questions. Upcoming consultation events will be advertised in local papers and also published at www.rainyriverresources.com.

If you would like to be added to our project mailing list or have project-related questions, please contact:

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T. 807-622-8111
E-mail. Comments@rainyriverresources.com

Under the *Freedom of Information and Protection of Privacy Act* and the *Environmental Assessment Act*, unless otherwise stated in the submission, any personal information such as name, address, telephone number and property location included in a submission will become part of the public record files for this matter and will be released, if requested, to any person.

For more information, please contact us:

Emo Community Office

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Emo, Ontario P0W 1E0
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