Request for Expression of Interest
To Provide Construction Work Force Accommodation Services For Rainy River Resources Ltd.’s Rainy River Project

Background
Rainy River Resources Ltd. ("Rainy River Resources") is planning to construct and operate an open pit mine located in the Township of Chapple, along Highway 600 near Roen Road. Construction of the mine is expected to commence in the first quarter of 2015 pending timely receipt of required regulatory approvals. Rainy River Resources anticipates a construction period of two years with the mine transitioning to operations by late 2016. The mine is expected to have a 16 year mine life. Housing for the construction work force of the mine or the operations staff will not be directly provided by Rainy River Resources. Rainy River Resources has been clear during the project assessment process that the company will look to private service firms to provide accommodation solutions for project some staff.

Statement of Purpose
Rainy River Resources is seeking expressions of interest for the provision of accommodation and related services for the construction work force of the Rainy River Project, as outlined in the Scope of Work below (the “Work”). Interested contractors may include but are not limited to housing developers and managers, modular home providers and hotel operators, etc. The objective of this Request for Expression of Interest (this “RFEI”) is to identify contractors who are interested in, and have the necessary qualifications and experience to, perform all or part of the Work. The successful contractor will be required to obtain any necessary approvals for construction and operation of the facility, finance, operate, maintain, manage and, where necessary, design and build all required facilities included in the Work.

Scope of Work
The Work will include, at a minimum, the following:

Facility:
The facility should accommodate a maximum of approximately 50 workers in private single occupancy accommodation units. Other alternatives may be considered;
Accommodation units should have access to a private or semi-private (Jack & Jill style) bathroom;
A dining facility should be provided to accommodate all occupants of the facility within an hour;
A recreation facility with pool tables, TV rooms, table tennis, weights and general fitness equipment of commercial quality should be provided to accommodate approximately 70% of all occupants;
Parking should be provided at a ratio of one space per bed;
The facility should include all utilities and infrastructure including sewerage, water, electricity, telephone etc.

Services:
Cable or satellite TV, high speed Wifi internet and telephone;
Daily meals including 2 hot and 1 packed;
Full laundry and janitorial services;
Formalized booking / tracking / accounting system for accommodations.

Response Requirements
Responses to this RFEI (“Responses”) must include:

• An estimated cost per day per person;
• Proposed site location and details, including size, ownership, lease terms etc. Preferred locations will be within a one hour drive of the mine site;
• An identification of approval requirements and expected time frame to obtain approvals;
• An estimated timeframe to deliver serviced accommodation units from the signing of an agreement;
• A preliminary site plan and an illustration with description of the accommodation proposed to be provided;
• In accordance with the First Nations or Métis objectives outlined in this document, Proponents are required to complete and submit the Local Labour and Materials document that will be provided separately;
• Details of the contractor and all parties involved including working relationships;
• A brief description of how the contractor fulfills the Scope of Work;
• Detailed description for each part of the Scope of Work and how the project will be funded;
• Details of previous experience in providing similar services, with references; and
• Other information as the contractor feels may be relevant to this RFEI.

Anticipated Terms of Contract

It is anticipated that the Work will be performed under a contract with Rainy River Resources having a term of two years from the date of delivery of accommodation and related services. This contract may be extended if required. The Delivery date of accommodation services may be phased in line with the construction work force.

First Nations or Métis

(a) It is an objective of Rainy River Resources for Rainy River Resources and the contractor to establish a cooperative and mutually beneficial working relationship with the local First Nations or Métis which provides economic opportunities and social and financial benefits for local First Nations or Métis, including employment, education, training and business opportunities.

(b) The contractor must, to the extent permitted under applicable collective agreements and to the extent qualified persons are available for performance of the Work, use all reasonable efforts to maximize employment, education and training opportunities for members of the local First Nations or Métis and reduce barriers for employment by members of the local First Nations or Métis.

(c) Aboriginal Definition - Rainy River Project
   • First Nations that are local to the Rainy River Project;
   • The Métis Nation of Ontario and its Community Councils that are local to the Rainy River Project;

In order to demonstrate there will be benefits to the Aboriginal communities, as defined above, verification will be required.

For the purposes of this RFEI, an Aboriginal Person is an individual who is a band member of a local First Nation or has citizenship within the Métis Nation of Ontario. Documentation of this shall be required.

For the purposes of this RFEI, a First Nation or Métis Business, Contractor or Joint Venture is an entity that is more than 50% owned by a local First Nation or the Métis Nation of Ontario or by a First Nation or Métis person as defined above. Verification documentation of this shall be required.

In addition to the ownership structure, the Company will evaluate overall benefits to Aboriginal people including employment, training, and procurement.
A complete list of Aboriginal communities that have been engaged by the Rainy River Project can be found in the Rainy River Project Environmental Assessment, Version 2 (January 2014).

**Review and Next Steps**

Responses will be reviewed by Rainy River Resources taking into consideration such criteria as may be important to Rainy River Resources, in its sole discretion, in identifying potential contractors for the Work, including without limitation the completeness of services provided, the level of services provided, cost and proximity to the mine site. Following review of the Responses, one or more contractors may be invited to further discuss with Rainy River Resources the possibility of performing the Work.

This RFEI is not a tender document or an offer or agreement to purchase any goods or services. No contract shall come into effect between any contractor submitting a Response and Rainy River Resources unless and until the parties have completed negotiations and have executed a contract. Rainy River Resources, at its sole discretion, may elect at any time to cancel, postpone or suspend the Work in whole or in part and to not enter into any contract for the Work. Rainy River Resources may award a contract for the Work to whomever Rainy River Resources at its sole discretion deems appropriate and in the best interests of Rainy River Resources, even if the award is to someone who did not submit a Response. Rainy River Resources and its affiliates shall not be liable for any costs, expenses, claims, losses, damages or liabilities whatsoever incurred or suffered by any contractor as a result of, arising out of, or related to any one or more of being invited to submit a Response or otherwise in connection with this RFEI.

**Milestones:**

Submission of questions in regards to this RFEI: 13 June, 2014

Submission of Responses: 20 June, 2014

Delivery of accommodations (Phase 1): 15 Jan, 2015

**Submission of Responses**

Please submit complete Responses in the form of bound printed 8x11” copies by **June 20th, 2014 at 4:30pm CDT** via courier to

Rainy River Resources Ltd.
Rainy River Project Accommodation Services
5967 Highway 11/71
PO Box 5
Emo, Ontario, Canada, P0W 1E0

Questions regarding this RFEI should be emailed to **Mitch.Lepage@newgold.com** before **June 13th, 2014 at 4:30pm CDT**.