



# Grant Thornton

Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission  
Saskatchewan Financial Services Commission

July 13, 2012

Dear Sirs/Mesdames:

**Grant Thornton LLP**  
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833 - 4th Avenue SW  
Calgary, AB  
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**Re: CMX Gold & Silver Corp. (the “Corporation”)**

We refer to the amended and restated prospectus of the Corporation dated July 13, 2012, (the “Prospectus”) relating to the distribution of a minimum of 20,000,000 units and up to 28,000,000 units of the Corporation.

We consent to being named and the use, through inclusion in the above-mentioned Prospectus, of our independent auditor’s report dated April 30, 2012 to the shareholders of the Corporation on the following items:

- Statement of financial position as at December 31, 2011, December 31, 2010 and January 1, 2010;
- Statements of operations and comprehensive loss, changes in equity and cash flows for the years ended December 31, 2011 and 2010; and
- A summary of significant accounting policies and other explanatory information.

We report that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements.

This letter is provided solely for the purpose of assisting the securities regulatory authorities to which it is addressed in discharging their responsibilities and should not be used for any other purpose. Any use that a third party makes of this letter, or any reliance or decisions made based on it, are the responsibility of such third parties. We accept no responsibility for loss or damages, if any, suffered by any third party as a result of decisions made or actions taken based on this letter.

Yours sincerely,

Chartered Accountants