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December 22, 2011

Ontario Securities Commission  
Suite 1903 – 20 Queen Street West  
Toronto, ON M5H 3S8

-and-

Alberta Securities Commission  
4<sup>th</sup> Floor, 300 – 5<sup>th</sup> Avenue S.W.  
Calgary, AB T2P 3C4

-and-

British Columbia Securities Commission  
701 West Georgia Street  
P.O. Box 10142, Pacific Centre  
Vancouver, BC V7Y 1L2

**Attention: Continuous Disclosure**

To whom it may concern:

**RE: Minerva Minerals Limited (the “Corporation”)  
Change of Auditors  
Notice Pursuant to Part 4.11 of National Instrument 51-102**

As required by Part 4.11 of National Instrument 51-102, we have reviewed the information contained in the Corporation’s Notice of Change of Auditor dated November 24, 2011, and do not disagree with the information contained in the notice, except that we have no specific knowledge of actions of the Board of Directors of the Corporation.

We understand that the Notice of Change of Auditor, along with this letter and a similar letter from Palmer Reed Chartered Accountants, will be filed with the securities regulatory authorities and provided to the Corporation’s registered shareholders with the meeting materials relating to the Corporation’s next meeting of shareholders.

Yours very truly,

KPMG LLP