



To:

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

We have read the long form preliminary prospectus (the "Prospectus") of Rae-Wallace Mining Company (the "Company") dated February 24, 2012 qualifying the distribution of up to 13,333,333 Units of the Company; (i) each unit consisting of one common share and one-half of one common share purchase warrant; (ii) 1,200,000 common share broker warrants; and (iii) 80,000 corporate finance shares.

We consent to being named in the Prospectus and to the inclusion of our report (the "Report") dated February 2, 2012, to the stockholders of the Company on the following financial statements:

- Consolidated statement of financial position as at June 30, 2008, 2009 and 2010 and December 31, 2010;
- Consolidated statements of comprehensive loss, changes in equity and cash flows for the years ended June 30, 2008, 2009 and 2010 and the six-month year ended December 31, 2010.

We represent that we have read the Prospectus and all information specifically incorporated by reference therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the Report, the financial statements upon which we have reported or that are within our knowledge as a result of our preparation of the Report or 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.

Martinelli Mick PLLC

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Spokane, Washington
February 24, 2012