

**APPENDIX B TO NATIONAL INSTRUMENT 41-101  
GENERAL PROSPECTUS REQUIREMENTS**

**ISSUER FORM OF SUBMISSION TO JURISDICTION AND APPOINTMENT OF  
AGENT FOR SERVICE OF PROCESS**

1. Name of Issuer (the “Issuer”)

RAE-WALLACE MINING COMPANY

2. Jurisdiction of incorporation, or equivalent, of Issuer:

Cayman Islands, British West Indies

3. Address of principal place of business of Issuer:

610 South Rock Boulevard, Suite 205, Reno, Nevada 89509 USA

4. Description of securities (the “Securities”):

Units, with each Unit consisting of one ordinary share in the capital of the Issuer and one-half of one ordinary share purchase warrant.

5. Date of the prospects (the “Prospectus”) under which the Securities are offered:

February 24, 2012

6. Name of agent for service of process (the “Agent”)

IRWIN LOWY LLP

7. Address for service of process of Agent in Canada (the address may be anywhere in Canada):

130 Adelaide Street West, Suite 1010, Toronto, Ontario M5H 3P5

8. The Issuer designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus or the obligations of the Issuer as a reporting issuer, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring such Proceeding.

9. The Issuer irrevocably and unconditionally submits to the non-exclusive jurisdiction of :
- (a) The judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and
  - (b) Any administrative proceeding in any such provinces,

in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus or the obligations of the issuer as a reporting issuer.

10. Until six years after it has ceased to be a reporting issuer in any Canadian province or territory, the Issuer shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
11. Until six years after it has ceased to be a reporting issuer in any Canadian province or territory, the Issuer shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before any change in the name or above address of the Agent.
12. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Ontario.

Dated: February 24, 2012.

**RAE-WALLACE MINING COMPANY**

Per: “George Cole” (Signed)  
George Cole  
President, Chief Executive Officer and  
Director

**AGENT**

The undersigned accepts the appointment as agent for service of process of Rae-Wallace Mining Company under the terms and conditions of the appointment of agent for service of process stated above.

Dated: February 24, 2012.

**IRWIN LOWY LLP**

Per: “Chris Irwin” (Signed)  
Chris Irwin  
Partner