

**FORM 13-502F3A  
CLASS 3A REPORTING ISSUERS – PARTICIPATION FEE**

**Reporting Issuer Name:** Rae-Wallace Mining Company

(Class 3A reporting issuer cannot be incorporated or organized under the laws of Canada or a province or territory of Canada)

**Fiscal year end date:** December 31, 2011

Indicate, by checking the appropriate box, which of the following criteria the issuer meets:

- (a) At the fiscal year end date, the issuer has no securities listed or quoted on a marketplace located anywhere in the world; or
- (b) at the fiscal year end date, the issuer
- (i) has securities listed or quoted on a marketplace anywhere in the world,
  - (ii) has securities registered in the names of persons or companies resident in Ontario representing less than 1% of the market value of all outstanding securities of the issuer for which the issuer or its transfer agent or registrar maintains a list of registered owners,
  - (iii) reasonably believes that persons or companies who are resident in Ontario beneficially own less than 1% of the market value of all its outstanding securities,
  - (iv) reasonably believes that none of its securities traded on a marketplace in Canada during its previous fiscal year, and
  - (v) has not issued any of its securities in Ontario in the last 5 years, other than
    - (A) to its employees or to employees of its subsidiary entities, or
    - (B) pursuant to the exercise of a right previously granted by it or its affiliate to convert or exchange its previously issued securities without payment of any additional consideration.

**X**

**Participation**

**Fee**

(From subsection 2.2(2) of the Rule)

\$960

**Late Fee, if**

applicable (As determined under section 2.5 of the Rule)

Note on Form 13-502F3A: The reference to "\$700" is read as "\$820" from April 4, 2011 to April 1, 2012 and, after April 1, 2012, as "\$960".