

RAE-WALLACE MINING COMPANY
Management's Discussion and Analysis
of Financial Condition and Results of Operation
September 30, 2013

Management's discussion and analysis (MD&A) is current to November 27, 2013 and is management's assessment of the operations and the financial results together with future prospects of Rae-Wallace Mining Company ("Rae-Wallace" or the "Company"). This MD&A should be read in conjunction with our unaudited interim consolidated financial statements and related notes for the three and nine month periods ended September 30, 2013 and 2012 and our audited consolidated financial statements and related notes for the years ended December 31, 2012 and 2011 prepared in accordance with International Financial Reporting Standards. All figures are in U.S. dollars unless stated otherwise. This discussion contains forward-looking statements that are not historical in nature and involves risks and uncertainties. Forward-looking statements are not guarantees as to Rae-Wallace's future results as there are inherent difficulties in predicting future results. Accordingly, actual results could differ materially from those expressed or implied in the forward looking statements. The Company has adopted National Instrument 51-102F1 as the guideline in presenting the MD&A. Additional information relevant to Rae-Wallace's activities, including Rae-Wallace's Press Releases can be found on SEDAR at www.sedar.com.

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1. Description of Business

Rae-Wallace Mining Company was incorporated under the laws of the State of Idaho in 1916. After several decades of dormancy, the Company reorganized in 1997 as an exploration stage company focused on evaluating, acquiring and exploring mineral prospects with potential for economic deposits of gold and silver.

In 1998, the investor group controlling Rae-Wallace sold their entire interest to Silver Trend Mining Company for 1,500,000 shares of Silver Trend common stock. In 1999, Silver Trend sold the Company to a private investment group, which subsequently conveyed proportional interests to individual investors. In January 2007, the Company underwent a change of control with a new management group joining the Company. On June 30, 2011, the Company's changed its fiscal year end to December 31 from June 30.

The profitability and operating cash flow of the Company is affected by various factors, including the market price of gold and silver and other commodities, operating costs, political risk, interest rates, regulatory and environmental compliance, general and administrative costs, the level of exploration and development expenditures and other discretionary costs. While Rae-Wallace seeks to manage the level of risk associated with its business, many of the factors affecting these risks are beyond the Company's control.

As at November 27, 2013, the directors and officers of the Company were:

George Cole	Chief Executive Officer, Director
Andres Tinajero	Chief Financial Officer
Chris Irwin	Corporate Secretary
Bryan Morris	Director
Randal Hardy	Director
Gary Nordin	Director
Greg Gibson	Director

2. Developments during and subsequent to September 30, 2013

Financing Developments

Effective April 3, 2013 Rae-Wallace Mining Company completed the sale of its wholly owned subsidiary, Rae Wallace Peru S.A.C. (the "Rae Peru"). The subsidiary was sold to an arm's length private company for the purchase price of USD\$700,000. The proceeds from the sale of Rae Peru will be used by the company to pay certain creditors and to settle outstanding debts of the Company, with the balance retained for future opportunities.

On January 17th, 2013, the Company received a USD \$10,000 loan from the arm's length private company who purchased Rae Peru which was repaid upon closing of the sale of Rae Peru.

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On June 7, 2011, the Company issued an aggregate of 289,300 common shares to the holders of the liquidity entitlements in accordance with the terms of the December 2010 private placement and the certificates evidencing the liquidity entitlements. The Company was to complete a "liquidity event" by June 7, 2011, pursuant to the liquidity entitlement attached to each unit on the December 2010 private placement with each liquidity entitlement entitling the holder to one additional common share for each 10 units purchased under the December 2010 private placement if, by June 7, 2011, the Company did not complete a Liquidity Event.

On June 3, 2011, the Company completed a private placement of 390,000 units at \$0.25 per unit for proceeds of \$92,500. Each unit consists of one common share and one full purchase warrant. Each warrant is exercisable into one common share of the Company at \$0.35 expiring in thirty six months after a going public transaction.

On May 20, 2011, the Company completed a private placement of 2,970,000 units at \$0.25 per unit for proceeds of \$742,500. Each unit consists of one common share and one full purchase warrant. Each warrant is exercisable into one common share of the Company at \$0.35 expiring in thirty six months after a going public transaction.

3. Overall Performance

For the nine month period ended September 30, 2013, the Company's cash position increased by \$186,090 to \$194,139 from \$8,049 at December 31, 2012. This increase is due to the sale of Rae Wallace Peru for USD\$700,000 as described above offset by exploration expenditures and general and administrative costs.

Results of Operations

Selected Annual Information

	Nine months Ended September 30, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
	\$	\$	\$
Income (Loss) before income taxes	618,684	(1,026,228)	(1,471,532)
Net Income (Loss)	618,684	(1,026,228)	(1,471,532)
Income (Loss) per weighted average share – basic and fully diluted	\$0.02	\$(0.04)	\$(0.07)
Total Assets	207,718	69,468	368,563

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Three months ended September 30, 2013 vs. September 30, 2012

The Company incurred a net loss of \$10,524 or \$0.00 a share for the three month period ended September 30, 2013, compared with a net loss of \$354,005 or \$0.01 a share for the same period ended September 30, 2012.

Total salaries and benefits remained the same in the three month period ended September 30, 2013 as compared to \$nil in 2012. The Company did not have any employees during each of the two comparable periods.

For the three month period ended September 30, 2013, consulting fees decreased by \$12,088 to \$3,000 from \$15,088 in the same period in 2012. Consulting fees decreased as the Company relied less on consultants after the sale of its Peruvian subsidiary that held the Company's property.

Total exploration and evaluation expenditures decreased in the three month period ended September 30, 2013, by \$208,510 to \$nil from \$208,510 in 2012. During Q3 of 2013 the Company did not incur any exploration expenditures as it sold its property during Q2 of 2013.

The Company incurred share based payments expense for the three month period ended September 30, 2013 of \$nil compared to \$7,000 for the same period in 2012. The decrease is due to the fact that graded vesting of stock options results in higher expense recorded in the earlier stages of the life of the options. No options were issued in fiscal 2013.

Total promotion and travel costs remained the same in the three month period ended September 30, 2013, of \$nil as compared to \$nil in 2012. The nil expenses are due to the fact that the Company has decreased its operations in an effort to conserve cash after the sale of its Peruvian subsidiary that held the Company's property.

Professional fees decreased by \$10,220 to \$8,586 during the three month period ended September 30, 2013 compared to \$18,806 in the same period in 2012. The decrease is mainly due to the fact that the Company has decreased its operations in an effort to conserve cash after the sale of its Peruvian subsidiary that held the Company's property.

Total office and general costs decreased in the three month period ended September 30, 2013, by \$18,673 to \$3,358 from \$8,783 in 2012. The decrease is mainly due to the fact that the Company has decreased its operations in an effort to conserve cash after the sale of its Peruvian subsidiary that held the Company's property.

Nine months ended September 30, 2013 vs. September 30, 2012

The Company incurred a net income of \$618,684 or \$0.02 a share for the nine month period ended September 30, 2013, compared with a net loss of \$931,319 or \$0.04 a share for the same period ended September 30, 2012.

Total salaries and benefits decreased in the nine month period ended September 30, 2013 by \$86,292 to \$nil from \$86,292 in 2012. Salaries and benefits decreased due to the fact that the CEO and the VP of Exploration no longer took a salary after Q2 2012.

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For the nine month period ended September 30, 2013, consulting fees decreased by \$53,075 to \$15,989 from \$69,064 in the same period in 2012. Consulting fees decreased as the Company relied less on consultants after the sale of its Peruvian subsidiary that held the Company's property.

Total exploration and evaluation expenditures decreased in the nine month period ended September 30, 2013, by \$263,010 to \$1,500 from \$264,510 in 2012. The decrease is due to the fact the Company did not conduct any work on its properties during 2013 as it looked to sell its subsidiary which contains the Company's properties. The sale closed in April 2013. In 2012, the Company issued shares valued at \$198,510 on an amending agreement to its former Peru property.

The Company incurred share based payments expense for the nine month period ended September 30, 2013 of \$nil compared to \$16,000 for the same period in 2012. The decrease is due to the fact that graded vesting of stock options results in higher expense recorded in the earlier stages of the life of the options. No options were issued in of fiscal 2013.

Total promotion and travel costs decreased in the nine month period ended September 30, 2013, by \$13,024 to \$nil from \$13,024 in 2012. The decrease is mainly due to the fact that the Company has decreased its operations in an effort to conserve cash after the sale of its Peruvian subsidiary that held the Company's property.

Professional fees decreased by \$36,769 to \$63,115 during the nine month period ended September 30, 2013 compared to \$99,884 in the same period in 2012. The decrease is mainly due to the fact that the Company has decreased its operations in an effort to conserve cash after the sale of its Peruvian subsidiary that held the Company's property.

Total office and general costs decreased in the nine month period ended September 30, 2013, by \$4,097 to \$39,355 from \$43,452 in 2012. The amount remained consistent and is mainly due to final administrative costs associated with closing down operations in Peru and selling the Peruvian subsidiary.

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4. Summary of Quarterly Results

Selected financial information for the eight quarters as follows:

	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2012
	\$	\$	\$	\$
Total revenue	-	-	-	-
Net income (loss)	(10,524)	693,938	(64,730)	(94,909)
Income (Loss) per share – basic and diluted	\$(0.00)	\$0.03	\$(0.00)	\$(0.00)

	September 30, 2012	June 30, 2012	March 31, 2012	December 31, 2011
	\$	\$	\$	\$
Total revenue	-	-	-	-
Net loss	(354,005)	(296,519)	(280,795)	(345,048)
Loss per share– basic and diluted	\$(0.02)	\$(0.01)	\$(0.01)	\$(0.02)

Working Capital

As at September 30, 2013, the Company had a net working capital of \$82,938 compared to a working capital deficiency of \$634,221 as at December 31, 2012.

A summary of the Company's cash position and changes in cash for the nine month periods ended September 30, 2013 and 2012 are provided below:

	Nine months ended September 30, 2013	Nine months ended September 30, 2012
Cash used in operating activities – net	\$ (397,645)	\$ (393,743)
Cash (used in) provided from financing activities	(124,321)	106,664
Cash provided by discontinued operations	708,056	11,777
Increase (Decrease) in cash	186,090	(275,302)
Cash, beginning of period	8,049	308,315
Cash, end of period	\$ 194,139	\$ 33,013

Liquidity Outlook

Rae-Wallace had cash of \$194,139 available at September 30, 2013, an increase of \$186,090 from the balance at December 31, 2012 of \$8,049. The increase in cash is mainly due to cash from the sale of its Peruvian subsidiary of USD\$700,000 offset by operating activities in the amount of \$397,645 during the period mainly spent on exploration and salaries and consulting fees as well as repayment of promissory notes of \$124,321.

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As noted above, the Company's working capital increased by \$717,159 to a working capital of \$82,938 as at September 30, 2013 from a working capital deficiency of \$634,221 at December 31, 2012.

The Company has a need for equity capital and financing for working capital and to explore future business opportunities. Because of continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and/or to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations.

5. Related-party Transactions

During the nine month period ended September 30, 2013, \$14,000 (2012 - \$45,000) was charged for services by the Chief Financial Officer.

These expenses have been measured at their exchange amount, being the amounts negotiated and agreed to by the parties to the transactions. As at September 30, 2013, \$3,000 (December 31, 2012 - \$108,414) of amounts due to related parties is included in accounts payable and accrued liabilities.

Management believes these transactions are in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Remuneration, other than consulting fees, of Directors and key management personnel of the Company was as follows:

<i>Nine months ended September 30,</i>	2013		2012	
	Salaries and benefits	Share based payments	Salaries and benefits	Share based payments
George Cole, CEO	-	-	42,000	-
Steve Friberg, VP Exploration	-	-	42,000	-
Total	-	-	84,000	-

As of September 30, 2013 the Company has received various installment loans totaling CDN\$105,185 through the issuance of a promissory note to Irwin Professional Corporation, a corporation controlled by the corporate secretary of the Company. The promissory note carries an interest rate of prime plus 6% calculated based on the Bank of Canada prime rate and is repayable on demand. As of September 30, 2013, the Company has repaid the principal portion of the loan in full and the outstanding principal balance of the promissory note is \$nil.

As of September 30, 2013, the Company received a loan totaling USD\$25,000 through the issuance of a promissory note to George Cole, the Company's CEO. The promissory note carries an interest rate 10% and is repayable on demand. As of September 30, 2013, the Company has repaid the principal portion of the loan in full and the outstanding principal balance of the promissory note is \$nil.

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As of September 30, 2013, \$5,612 in interest accrued on the above promissory notes is still outstanding to be paid.

Disclosure of Outstanding Share Data November 27, 2013

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited Common Shares	26,151,623 Common Shares
Securities convertible or exercisable into voting or equity shares		a) Options to acquire up to 2,460,000 common shares b) 4,360,000 Warrants exercisable to acquire common shares of the Company.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Dividends

The Corporation has neither declared nor paid any dividends on its Common Shares. The Corporation intends to retain its earnings, if any, to finance growth and expand its operation and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Assessment of Recoverability of Mineral Property Costs

The Company's recorded value of its exploration properties is based on historical costs that expect to be recovered in the future. The Company's recoverability evaluation is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale.

Assessment of Recoverability of Deferred Tax Assets

In preparing the consolidated financial statements, the Company is required to estimate its income tax obligations. This process involves estimating the actual tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. The Company assesses, based on all available evidence, the likelihood that the future income tax assets will be recovered from future taxable income and, to the extent that recovery cannot be considered "more likely than not," a valuation allowance is established. If the valuation allowance is changed in a period, an expense or benefit must be included within the tax provision on the consolidated income statement.

Estimate of Stock Based Compensation and Associated Assumptions

The Company recorded stock-based compensation based on an estimate of the fair value on the grant date of stock options issued. This accounting required estimates of interest rate, life of options, stock price volatility and the application of the Black-Scholes option pricing model. See note 6 of

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the September 30, 2013 and 2012 unaudited interim condensed consolidated financial statements for a full disclosure.

Assessment of Recoverability of Receivables

The carrying amount of accounts receivables, are considered representative of their respective values. The Company assesses the likelihood that these receivables will be recovered and, to the extent that recovery is considered doubtful a provision for doubtful accounts is recorded.

Critical Accounting Policies

Basis of consolidation

The unaudited interim consolidated financial statements include the financial statements of the Company and its 100% owned subsidiaries Rae Wallace Peru S.A.C. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All intra-Company transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Company's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling interests' share of changes in equity since the date of the combination. Losses applicable to the non-controlling interests in excess of their interest in the subsidiary's equity are allocated against the interests of the Company except to the extent that the non-controlling interests have a binding obligation and are able to make an additional investment to cover the losses.

Mineral properties

All acquisition and exploration costs, net of incidental revenues, are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized into property, plant and equipment ("PPE"). On the commencement of commercial production, depletion of each mining property will be provided on a unit-of-production basis using estimated resources as the depletion base.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of PPE consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

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Depreciation is provided at rates calculated to write-off the cost of PPE, less their estimated residual value, using the declining balance method or unit-of-production method over the useful life.

An item of PPE is derecognized upon disposal, when held for sale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the statement of comprehensive income.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for PPE and any changes arising from the assessment are applied by the Company prospectively.

Where an item of plant and equipment comprises major components with different useful lives, the components are accounted for as separate items of plant and equipment. Expenditures incurred to replace a component of an item of property, plant and equipment that is accounted for separately, including major inspection and overhaul expenditures are capitalized.

Decommissioning, restoration and similar liabilities (“Asset retirement obligation” or “ARO”)

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of mineral properties and PPE, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for an asset retirement obligation is recognized at its fair value in the period in which it is incurred. Upon initial recognition of the liability, the corresponding asset retirement obligation is added to the carrying amount of the related asset and the cost is amortized as an expense over the economic life of the asset using either the unit-of-production method or the straight-line method, as appropriate. Following the initial recognition of the asset retirement obligation, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. As at September 30, 2013, no liability for asset retirement obligation is present.

Share based payments

Share based payment transactions

Employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (“equity-settled transactions”).

In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share based payment.

Equity-settled transactions

The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

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The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the "vesting date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share option reserve.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

The dilutive effect of outstanding options is reflected as additional dilution in the computation of earnings per share.

Taxation

Income tax expense represents the sum of tax currently payable and deferred tax.

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the date of the statement of financial position.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position.

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of comprehensive income.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Loss per share

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The “treasury stock method” is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the year. During the three and nine months ended September 30, 2013 and 2012, all the outstanding stock options and warrants were antidilutive.

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Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans-and-receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company’s cash is classified as FVTPL.

Financial assets classified as loans-and-receivables and held-to-maturity are measured at amortized cost. The Company’s trade and other receivables are classified as loans-and-receivables.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary. The Company does not have any assets classified as available-for-sale.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the settlement date.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other-financial-liabilities.

Financial liabilities classified as other-financial-liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other-financial-liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company’s trade and other payables, promissory notes payable and current and long-term portions of long-term debt are classified as other-financial-liabilities.

Financial liabilities classified as FVTPL include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives, are also classified as held-for-trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of comprehensive income. At September 30, 2013 the Company has not classified any financial liabilities as FVTPL.

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Impairment of financial assets

The Company assesses at each date of the statement of financial position whether a financial asset is impaired.

Assets carried at amortized cost

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

Impairment of financial assets

In relation to trade receivables, a provision for impairment is made and an impairment loss is recognized in profit and loss when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are written off against the allowance account when they are assessed as uncollectible.

Available-for-sale

If an available-for-sale asset is impaired, an amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognized in profit or loss, is transferred from equity to profit or loss. Reversals in respect of equity instruments classified as available-for-sale are not recognized in profit or loss.

Impairment of non-financial assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of

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comprehensive income, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

Cash

Cash in the statement of financial position comprises cash at banks and on hand.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. The most significant estimates relate to asset retirement obligations; property, plant and equipment, recoverability of trade and other receivables, valuation of deferred income tax amounts, impairment testing and the calculation of share based payments. The most significant judgements relate to recognition of deferred tax assets and liabilities, determination of

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the commencement of commercial production and the determination of the economic viability of a project.

Foreign currency transactions

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The functional currency of the Company is the CDN Dollar ("CDN"), and the presentation of the subsidiaries in the Group is the Peruvian Nuevo Sole ("PER"). The consolidated financial statements are presented in U.S. Dollars which is the Group's presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognized as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognized in the income statement as part of the gain or loss on sale.

6. Financial Instruments and other Instruments

Net Fair Value of Financial Assets and Liabilities

The Company's financial instruments comprise cash, accounts receivable, accounts payable and accrued liabilities.

Cash has been designated as held-for-trading, which is measured at fair value. Accounts receivable is classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities and are classified as other financial liabilities, which are measured at

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amortized cost. The Company has no available for sale instruments.

Additional Capital

The exploration activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and development of any of the Company's properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favorable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing.

Environmental and Permitting

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and disposal of hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Acquisition

The Company uses its best judgment to acquire mining properties for exploration and development in pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and development, or integrate such opportunity and their personnel with the Company. The Company can not assure that it can complete any acquisition that it pursues or is currently pursuing, on favorable terms, or that any acquisition completed will ultimately benefit the Company.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospectus for mineral exploration in the future.

Financial Risk Factors

Fair Value

The carrying amount of cash, accounts payable and accrued liabilities approximate fair value due to the relatively short term maturity of these financial instruments. The fair value of loans receivable, contingent liabilities and due to related parties cannot be determined with sufficient reliability as there are no fixed terms of repayment. The carrying value of loans and interest payable approximate the fair value based on discounted cash flows. Fair value represents the amount that would be exchanged in the arm's length transaction between willing parties and is best evidenced by a quoted market price if one exist.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and loans payable. The Company has no significant concentration of credit risk arising from operations. Cash is held with

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reputable U.S. and Peruvian chartered banks which are closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash and loans receivable is minimal.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2013, the Company had current assets of \$207,718 (December 31, 2012 - \$69,468) and current liabilities of \$124,780 (December 31, 2012 - \$703,689). All of the Company's financial liabilities and receivables have contractual maturities of less than 90 days and are subject to normal trade terms. Current working capital of the Company is \$82,938 (December 31, 2012 - \$634,221 working capital deficiency).

Market Risks

a) Interest Rate Risk

The Company has cash balances and no variable interest bearing debt. The Company has fixed rates on its debt changes in interest rates could result in fair value risk on the Company's fixed rate debt.

b) Foreign Currency Risk

The Company's functional currency is the U.S. dollar. The Company operates in the United States and Peru, giving rise to market risks from changes in foreign exchange rates. The Company believes that the results of the operations and cash flows would be affected by a sudden change in foreign exchange rates, but would not impair or enhance its ability to pay its Peruvian soles denominated obligations.

Other Risk Factors

a) Property Risk

The Company's significant mineral properties are described in Note 5. Unless the Company acquires or develops additional material properties, the Company will be mainly dependent upon its existing property interests. If no additional major properties are acquired by the Company, any adverse development affecting the Company's properties would have a materially adverse effect on the Company's financial condition and results of operations.

b) Commodity Price Risk

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of precious metals. These metal prices have fluctuated significantly in recent years. There is no assurance that, even as commercial quantities of these metals may be produced in the future, a profitable market will exist for them. As of September 30, 2013, the Company was not a producing entity. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

c) Foreign Political Risk

The Company's material properties are currently located in Peru and, as such, are exposed to various degrees of political, economic and other risks and uncertainties. The Company's operations and investments may be affected by local political and economic developments, including expropriation, nationalization, invalidation of government orders, permits or

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agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitations on mineral exports, limitations on foreign ownership, inability to obtain or delays in obtaining necessary mining permits, opposition to mining from local, environmental or other non-governmental organizations, government participation, royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a twelve month period:

- (i) The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, accounts payable, due to related parties, and loans payable in Peruvian soles. As at September 30, 2013, had the U.S. dollar weakened/strengthened by 10% against the Peruvian Sole dollar with all other variables held constant, the Company's loss for the nine month period ended September 30, 2013 would have been less than \$1,000 higher/lower respectively as a result of foreign exchange losses/gains on translation of US dollar denominated financial instruments.

Internal Control over Financial Reporting

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

During the most recent year end there were no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Proposed Transactions

In the normal course of business, as an ongoing part of the exploration process, the Company investigates mineral properties which are submitted to the Board of Directors for consideration.

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Corporation's President and Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at the end of the year covered by this management's discussion and analysis, management of the Corporation, with the participation of the President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Corporation's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this management's discussion

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and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Corporation's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Corporation, including the President and Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

7. Cautionary Note Regarding Forward Looking Statements

This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of Rae-Wallace to fund the capital and operating expenses necessary to achieve the business objectives of Rae-Wallace, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this press release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

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8. Management's Responsibility for Financial Information

Management is responsible for all information contained in this report. The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the unaudited interim condensed consolidated financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the unaudited interim condensed consolidated financial statements with management. The Board of Directors has approved the unaudited interim condensed consolidated financial statements on the recommendation of the Audit Committee

November 27, 2013

George Cole
Chief Executive Officer