

**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, 2014

*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	<input type="checkbox"/>
(b) at the fiscal year end date, the issuer	<input checked="" type="checkbox"/>
(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.	

**Participation Fee** \$1,070\*  
 (From subsection 2.2(2) of the Rule)

*\*Note: The \$960 amount rises to \$1,070, effective April 7, 2014, and to \$1,195, effective April 6, 2015.*

**Late Fee, if applicable**  
 (As determined under section 2.5 of the Rule) \_\_\_\_\_