

**Form 45-106F6**

***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

**Thelon Capital Ltd.**

609-475 Howe Street,

Vancouver, B.C.,

V6C 2B3

Phone: 604-608-6314

www.theloncapital.com

B. If an underwriter is completing this report, state the following:

N/A

**Item 2: Reporting issuer status**

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**Reporting**

British Columbia

Alberta

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

N/A

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box below.

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| <input type="checkbox"/> Financial Services             | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production                         |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas                        |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate                        |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                          |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> Other (describe)                   |
- 

**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

**Details of distribution****Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**September 27, 2013**

**Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

<b>Common Shares</b>	<b>50,500,000</b>	<b>NI 45-106 Section 2.3</b>
<b>Warrants</b>	<b>50,500,000</b>	<b>Exercise 12 months from close (\$0.05)</b>
		<b>Exercise 24 months from close (\$0.10)</b>
		<b>Exercise 36 months from close (\$0.10)</b>

**Item 7: Geographical information about purchasers**

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	19	\$0.005	\$237,500
Manitoba	1	\$0.005	\$10,000
International	1	\$0.005	\$5,000
Total number of Purchasers	19		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$252,500

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

## Item 8: Information about purchasers

### Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
0868143 BC Ltd. 1402-4425- Halifax St., Burnaby, BC, V5C 6P2 Phone: 604-307-2553		1,000,000 Common Shares	\$ 5,000	NI 45-106 Section 2.3(1)	2013-09-27
622738 BC Ltd. Suite 609-475 Howe St, Vancouver, BC, V6C 2B3 Phone: 604-318-1448	(I)	1,000,000 Common Shares	\$ 5,000	NI 45-106 Section 2.3(1)	2013-09-27
BUA Capital Management Ltd Suite 609-475 Howe St, Vancouver, BC, V6C 2B3 Phone: 604-682-1643	(I)	5,000,000 Common Shares	\$ 25,000	NI 45-106 Section 2.3(1)	2013-09-27

<b>Information about non-individual purchasers</b>					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Complete Communications Inc. 1074 Lillooe Rd, North Vancouver, BC, V7J 2H8 Phone: 604-682-1643	(I)	2,000,000 Common Shares	\$ 10,000	NI 45-106 Section 2.3(1)	2013-09-27
Darby Investments Inc. 300-576 Seymour St, Vancouver, BC, V6B 3K1 Phone: 604-688-6775		1,000,000 Common Shares	\$ 5,000	NI 45-106 Section 2.3(1)	2013-09-27
Fast Marine Group 1155 Kings Avenue, West Vancouver, BC, V7T 2C2 Phone: 604-220-0775		9,000,000 Common Shares	\$ 45,000	NI 45-106 Section 2.3(1)	2013-09-27
Firdaus Capital Corporation Suite 609-475 Howe St, Vancouver, BC, V6C 2B3 Phone: 604-533-4708		5,000,000 Common Shares	\$ 25,000	NI 45-106 Section 2.3(1)	2013-09-27
International Ranger Corp. Suite 609-475 Howe St, Vancouver, BC, V6C 2B3 Phone: 604-682-1643		1,500,000 Common Shares	\$ 7,500	NI 45-106 Section 2.3(1)	2013-09-27
Ladasa Investments Inc. 6857 Churchill St, Vancouver, BC, V6P 5B4 Phone: 604-657-6857		5,000,000 Common Shares	\$ 25,000	NI 45-106 Section 2.3(1)	2013-09-27
Sterling Grant Capital Corp. 4339 Morgan Crescent, West Vancouver, V7V 2P1 Phone: 604-649-0945		4,000,000 Common Shares	\$ 20,000	NI 45-106 Section 2.3(1)	2013-09-27
Third Millenium Capital Corp. 792 Seymor Blvd, North Vancouver, BC, V7J 2J6 Phone: 604-5866		3,000,000 Common Shares	\$ 15,000	NI 45-106 Section 2.3(1)	2013-09-27

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

#### Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
N/A						

## **Certificate**

On behalf of the [issuer], I certify that the statements made in this report are true.

Date: October 3, 2013\_\_\_\_\_

Thelon Capital Ltd.

Name of [issuer/underwriter] (please print)

Jason Walsh/ President and CEO/ 604-682-1643

Print name, title and telephone number of person signing

Jason Walsh

Signature

### *Instruction*

*The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.*

### **Item 10: Contact information**

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

**Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581

**Alberta Securities Commission**

Suite 600, 250-5<sup>th</sup> Street SW,  
Calgary, Alberta, T2P 0R4  
Telephone: (403) 297-6454  
Facsimile: (403) 297-6156