

BC FORM 45-103F4
Report of Exempt Distribution

Issuer Information

1. State the full name, address and telephone number of the issuer of the security distributed. Include former name if name has changed since last report. If this report is filed by a vendor, other than the issuer, also state the full name and address of the vendor.

THELON VENTURES LTD., 609 – 475 Howe Street, Vancouver, B.C. V6C 2B3 (604) 682-1643

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

Reporting issuer - B.C. and Alberta

Details of Distribution

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

December 20, 2005

4. For each security distributed:
- (a) describe the type of security, and
 - (b) 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.

2,800,000 shares and 775,000 share purchase warrants, exercisable at a price of \$0.15 per share up to December 20, 2007

5. Provide details of the distribution by completing the attached schedule.
6. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 7.

Each jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	0.10	30,000.00
Ontario	0.10	250,000.00

Total dollar value of distribution in all jurisdictions (Canadian \$)		280,000.00
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Commissioners and finder's fee

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full name and address of person being compensated	Compensation paid in Canadian \$ and, if applicable, number and type of securities)	Exemption relied on and date of distribution (if applicable)	Price per share (Canadian \$)
MAK Allen & Day Capital Partners 42 Wellington Street East, 3 rd Flr. Toronto, Ontario M5E 1C7	\$25,000.00 and 250,000 Warrants	Section 89(e)	N/A

Certificate

On behalf of the issuer (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

DATED December 20, 2005

THELON VENTURES LTD.

Name of issuer or vendor (please print)

JASON WALSH – Director

Print name and position of person signing

Signature

Alberta Securities Commission

4th Floor, 300 – 5th Avenue SW

Calgary, AB T2P 3C4

Telephone: (403) 297-6454

Facsimile: (403) 297-6156

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, BC V7Y 1L2

Telephone: (604) 899-6854

Toll free in British Columbia and Alberta 1-800-373-6393

Facsimile: (604) 899-6506

The Manitoba Securities Commission

1130 – 405 Broadway Avenue

Winnipeg, MB R3C 3L6

Telephone: (204) 945-2548

Facsimile: (204) 945-0330

Securities Commission of Newfoundland

P.O. Box 8700

2nd Floor, West Block

Confederation Building

St. John's, NFLD A1B 4J6

Telephone: (709) 729-4189

Facsimile: (709) 729-6187

Government of the Northwest Territories

Department of Justice, Securities Registry

1st Floor Stuart M. Hodgson Building

5009 – 49th Street

Yellowknife, NT X1A 2L9

Telephone: (867) 920-3318

Facsimile: (867) 873-0243

Nova Scotia Securities Commission

2nd Floor, Joseph Howe Building

1690 Hollis Street

Halifax, NS B3J 3J9

Telephone: (902) 424-7768

Facsimile: (902) 424-4625

Government of Nunavut

Department of Justice

Legal Registries Division

P.O. Box 1000 – Station 570

1st Floor, Brown Building

Iqaluit NU X0A 0H0

Telephone: (867) 975-6190

Facsimile: (867) 975-6194

Prince Edward Island Securities Office

95 Rochford Street, P.O. Box 2000

Charlottetown, PE C1A 7N8

Telephone: (902) 368-4569

Facsimile: (902) 368-5283

Saskatchewan Financial Services Commission

6th Floor, 1919 Saskatchewan Drive

Regina, SK S4P 3V7

Telephone: (306) 787-5879

Facsimile: (306) 787-5899