

**Form 45-106F1**  
***Report of Exempt Distribution***

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

**Issuer information**

**Item 1:** State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

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

**Item 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**

**Item 3:** Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ Production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

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**Details of distribution**

**Item 4:** Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

**Item 5:** State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates. May 16, 2008

**Item 6:** For each security distributed:

- (a) describe the type of security, Common shares and warrants
- (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; and 9,295,507 shares and 9,295,507 warrants exercisable up to May 16, 2010 at a price of \$0.15 per share.
- (c) state the exemption(s) relied on. NI 45-106, Section 2.3 and 2.5.

**Item 7:** Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of Purchaser	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	35	0.07	293,487
Alberta	7	0.07	57,750
Ontario	2	0.07	24,500
Vermont	2	0.07	17,500
California	3	0.07	19,000.10
Panama	1	0.07	10,500
Nevis	1	0.07	21,000
Virgin Islands	1	0.07	10,500
New Zealand	1	0.07	21,000
New Mexico	1	0.07	10,500
Illinois	1	0.07	10,500
South Dakota	1	0.07	7,000
Virginia	1	0.07	10,500

Each jurisdiction where purchasers reside	Number of Purchaser	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Dominican Republic	1	0.07	10,500
Mexico	2	0.07	8,500.03
Switzerland	2	0.07	70,000
Washington	1	0.07	2,800
Arizona	1	0.07	10,150
Manitoba	1	0.07	7,000
Georgia	2	0.07	23,999.50
Connecticut	1	0.07	3,999
<b>Total number of Purchasers</b>	<b>68</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>650,683.63</b>

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

### Commissions and finder's fees

**Item 8:** 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please 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.

N/A

Full name and address of the person being compensated	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	Exemption relied on and date of distribution	
Blackmon Capital 500 – 550 Burrard Street Vancouver, BC	1,225	--	--	--	1,225
Sama Enterprises 609 – 475 Howe Street Vancouver, BC	3,430	--	--	--	3,430

**Item 9:** If a distribution is made in Ontario, please include the attached “Authorization of Indirect Collection of Personal Information for Distributions in Ontario”. The “Authorization of Indirect Collection of Personal Information for Distributions in Ontario” is only required to be filed with the Ontario Securities Commission.

**Item 10:** 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.

### Certificate

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

Date: May 16, 2008

### THELON VENTURES LTD.

\_\_\_\_\_  
Name of issuer (please print)

JASON WALSH, Director (604) 682-1643

Print name, title and telephone number of person signing

“Jason Walsh”

Signature

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

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

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

## **Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule I of this report

- (a) has been notified by the issuer
  - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
  - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
  - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
  - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.

**Instructions:**

1. File this report and the applicable fee in each jurisdiction in which a distribution is made at the addresses listed at the end of this report. If the distribution is made in more than one jurisdiction, the issuer may complete a single report identifying all purchasers and file that report in each of the jurisdictions in which the distribution is made. Filing fees associated with the filing of the report are not affected by identifying all purchasers in a single report.
2. If the space provided for any answer is insufficient, additional sheets may be used and must be cross-referenced to the relevant part and properly identified and signed by the person whose signature appears on the report.
3. One report may be used for multiple distributions occurring within 10 days of each other provided that the report is filed on or before the 10<sup>th</sup> day following the first of such distributions.
4. In order to determine the applicable fee, consult the securities legislation of each jurisdiction in which a distribution is made.

## **Securities Regulatory Authorities and Regulators**

### **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 in British Columbia and Alberta 1-800-373-6393  
Facsimile: (604) 899-6506

### **Alberta Securities Commission**

4th Floor, 300 – 5th Avenue SW  
Calgary, Alberta T2P 3C4  
Telephone: (403) 297-6454  
Facsimile: (403) 297-6156

### **Saskatchewan Financial Services Commission**

6th Floor, 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 3V7  
Telephone: (306) 787-5879  
Facsimile: (306) 787-5899

### **The Manitoba Securities Commission**

1130 – 405 Broadway Avenue  
Winnipeg, Manitoba R3C 3L6  
Telephone: (204) 945-2548  
Facsimile: (204) 945-0330

### **Ontario Securities Commission**

Suite 1903, Box 5520 Queen Street West  
Toronto, Ontario M5H 3S8  
Telephone: (416) 593-3682  
Facsimile: (416) 593-8252  
Public official contact regarding indirect collection of information:  
Administrative Assistant to the Director of Corporate Finance  
Telephone (416) 593-8086

### **Autorité des marchés financiers**

800, Square Victoria, 22e étage  
C.P. 246, Tour de la Bourse  
Montréal, Québec H4Z 1G3  
Telephone: (514) 395-0337  
Or 1 877 525-0337  
Facsimile: (514) 864-3681

### **New Brunswick Securities Commission**

133 Prince William Street, Suite 606  
Saint John, New Brunswick E2L 2B5  
Telephone: (506) 658-3060  
Facsimile: (506) 658-3059

**Nova Scotia Securities Commission**

2nd Floor, Joseph Howe Building  
1690 Hollis Street  
Halifax, Nova Scotia B3J 3J9  
Telephone: (902) 424-7768  
Facsimile: (902) 424-4625

**Prince Edward Island Securities Office**

95 Rochford Street, P.O. Box 2000  
Charlottetown, Prince Edward Island C1A 7N8  
Telephone: (902) 368-4569  
Facsimile: (902) 368-5283

**Securities Commission of Newfoundland and Labrador**

P.O. Box 8700 2nd Floor, West Block Confederation Building  
St. John's, Newfoundland and Labrador A1B 4J6  
Telephone: (709) 729-4189  
Facsimile: (709) 729-6187

**Government of Yukon**

Department of Community Services, Law Centre,  
3rd Floor, 2130 Second Avenue  
Whitehorse, YT Y1A 5H6  
Telephone: (867) 667-5314  
Facsimile: (867) 393-6251

**Government of Northwest Territories**

Department of Justice  
Securities Registry  
1st Floor Stuart M. Hodgson Building  
5009 – 49th Street  
Yellowknife, Northwest Territories X1A 2L9  
Telephone: (867) 920-3318  
Facsimile: (867) 873-0243

**Government of Nunavut**

Department of Justice  
Legal Registries Division  
P.O. Box 1000 – Station 570  
1st Floor, Brown Building  
Iqaluit, Nunavut X0A 0H0  
Telephone: (867) 975-6190  
Facsimile: (867) 975-6194