

THELON CAPITAL LTD.
609 - 475 Howe Street
Vancouver, British Columbia, V6C 2B3

INFORMATION CIRCULAR

INFORMATION PROVIDED AS AT AUGUST 19, 2013, EXCEPT AS INDICATED, FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 25, 2013 (THE “MEETING”).

This Information Circular (this “Circular”) is furnished in connection with the solicitation of proxies by management (“Management”) of Thelon Capital Ltd. (“Thelon”) for use at the Meeting (or any adjournment thereof), at the time and place and for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally or by telephone by directors, officers or arms-length third parties appointed by Thelon. Management is unable at this time to accurately estimate what the cost of such solicitation may be.

All costs of this solicitation will be borne by Thelon.

All dollar amounts in this Circular are in Canadian currency unless otherwise specified.

This document is available on SEDAR at www.sedar.com and, upon request, a copy of this document will be provided free of charge to any security holder of Thelon.

RECORD DATE

Management has set August 19, 2013 as the record date (the “**Record Date**”) for determining which shareholders shall be entitled to receive notice of the Meeting. Only the shareholders of record (“**Shareholders**”) at the close of business on the Record Date, who either attend the Meeting personally or complete and deliver the Form of Proxy (the “**Proxy**”) in the manner and subject to the provisions discussed below, will be entitled to vote or to have their shares voted at the Meeting.

APPOINTMENT OF PROXYHOLDERS AND REVOCATION OF PROXIES

The persons named in the Proxy as proxy holders are directors of Thelon. A Shareholder desiring to appoint some other person (who need not be a Shareholder) to represent him or her at the Meeting may do so, either by striking out the printed names and inserting the desired person’s name in the blank space provided in the Proxy or by completing another proper form of proxy. In either case, the completed Proxy must be delivered to Thelon’s registered and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 (the “**Transfer Agent**”), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed or any adjournment thereof at which the Proxy is to be used.

A Shareholder who has given a proxy may revoke it by an instrument in writing, duly executed by the Shareholder or where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation and delivered to our registered office, Suite 300 – 576 Seymour Street, Vancouver, British Columbia, V6B 3K1, at any time up to and including the last business day that precedes the day of the Meeting or, if adjourned, the day that precedes any reconvening thereof, or to the Chairman of the Meeting, on the day of the Meeting or, if adjourned, any reconvening thereof, or in any manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken before the revocation.

VOTING OF PROXIES

If the Proxy is completed, signed and delivered as prescribed above, the persons named as proxy holders in the Proxy will vote or withhold from voting the shares in respect of which they are appointed in accordance with the instructions of the Shareholder appointing them. The Proxy confers discretionary authority upon the proxy holders with respect to all other matters or variations to matters which may properly come before the Meeting or an adjournment thereof. As of the date of this Circular, Management knows of no such amendments, variations or other matters to come before the Meeting, other than matters referred to in the Notice of Meeting. If other matters should properly come before the Meeting, however, the Proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the Proxy.

If no choice is specified by a Shareholder in the Proxy with respect to a matter identified in the Proxy or any amendment or variations to such matters, it is intended that the person designated by Management in the Proxy will vote the shares therein represented in favour of each matter identified on the Proxy and for the nominees of Management for directors and auditors.

BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many shareholders as a substantial number of shareholders do not hold common shares in their own name. Shareholders who do not hold their shares in their own name (“**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of Thelon as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those common shares will not be registered in the Beneficial Shareholder’s name on the records of Thelon. Such common shares will more likely be registered under the name of the Beneficial Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholders. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.**

Applicable regulatory policies require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Proxy provided to registered shareholders by Thelon. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Services (“**Broadridge**”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of common shares must be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted.**

Thelon is not using the “notice-and-access” provisions of National Instrument 54-101 - Communication with Beneficial Owners of Securities of Reporting Issuers (“**NI 54-101**”) in connection with the delivery of the meeting materials in respect to the Meeting.

This Circular and accompanying materials are being sent to both Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own (“**OBOs**” for Objecting Beneficial Owners) and those who do not object to their identity being made known to the issuers of the securities they own (“**NOBOs**” for Non-Objecting Beneficial Owners). Subject to the provision of National Instrument 54-101 - Communication with Beneficial Owners of Securities of Reporting Issuers (“**NI 54-101**”) issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and Thelon or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

Thelon has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy related materials directly to its NOBOs. By choosing to send these materials to you directly, Thelon (and not the intermediary holding common shares on your behalf) has assumed responsibility for: (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, if you are a NOBO of Thelon, you can expect to receive a scannable Voting Instruction Form (“**VIF**”) from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. In addition, telephone voting and internet voting instructions can be found in the VIF. The Transfer Agent will tabulate the results of the VIFs received from Thelon’s NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

Thelon does not intend to pay for intermediaries such as stockbrokers, securities dealers, banks, trust companies, trustees and their agents and nominees (“**Intermediaries**”) to forward the proxy related materials to OBOs. Accordingly, OBOs will not receive such documents unless their respective Intermediaries assume the cost of forwarding such documents to them.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxy holder for the registered shareholder and vote the common shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxy holder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.**

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Thelon’s authorized capital consists of 100,000,000 common shares without par value, each share carrying the right to one vote, of which 42,840,431 common shares were outstanding as at the Record Date.

To the knowledge of Thelon’s directors and executive officers the only persons or companies who beneficially own, control or direct, directly or indirectly, voting shares carrying 10% or more of the voting rights attached to Thelon’s issued and outstanding common shares are as follows:

Name	No. of Common Shares Owned	Percent of Class ⁽¹⁾
William A. Cousins	6,040,333	14.10%

(1) The percentage is determined based on the number of outstanding common shares as at the Record Date.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed in this Circular, no director, executive officer, proposed Management nominee, or any associate or affiliate thereof has any material interest, direct or indirect, by way of beneficial ownership of shares of Thelon or otherwise in the matters to be acted upon at the Meeting, other than the election of directors or the appointment of auditors.

FIXING THE SIZE OF THE BOARD OF DIRECTORS

It is intended that the number of directors to be elected by the Shareholders be established at four (4). This requires the approval of the Shareholders by an ordinary resolution which approval will be sought at the Meeting.

ELECTION OF DIRECTORS

At the Meeting, Shareholders will be called upon to elect four (4) directors for the ensuing year or until their successors are duly elected or appointed, unless the director's office is earlier vacated in accordance with the Articles of Thelon, or unless he becomes disqualified to act as a director. While Management does not contemplate that any of its nominees will be unable to serve as a director, if any Management nominee should become unavailable, the Proxy will be voted for substitute nominees as may be nominated by Management. Set forth below is information regarding each Management nominee for election at the Meeting as a director of Thelon:

Name and Residence and Present Position with Thelon	Principal Occupation or Employment and, if not an Elected Director, Occupation During the Past Five Years	Director Since	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly, as of the Date Hereof ⁽⁵⁾
Jason Walsh ⁽²⁾⁽⁴⁾ North Vancouver, BC President, Chief Executive Officer and Director	President of Bua Capital Management Ltd., a private company that provides management services to private and public companies	April 15, 2003	2,300,600
John A. Roozendaal ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ North Vancouver, BC Director	President of VMS Ventures Ltd., a public company listed on the TSX Venture Exchange	October 11, 2005	280,500
Geoffrey R. Watson ⁽¹⁾⁽³⁾ North Vancouver, BC Chief Financial Officer and Director	Controller for Thelon, Principal of Complete Communications Inc. a private company that provides services relating to accounting and financial matters	October 28, 2010	Nil

Name and Residence and Present Position with Thelon	Principal Occupation or Employment and, if not an Elected Director, Occupation During the Past Five Years	Director Since	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly, as of the Date Hereof ⁽⁵⁾
Mark T. Tommasi ⁽⁶⁾ North Vancouver, BC <i>Nominee</i>	Director, President and CEO of Zadar Ventures Ltd., a public company listed on the TSX Venture Exchange; director, CFO and Secretary of Shoshoni Gold Ltd., a public company listed on the TSX Venture Exchange	N/A	Nil

- (1) Member of the Audit and Finance committee.
- (2) Member of the Nominating and Corporate Governance Committee.
- (3) Member of the Disclosure Committee.
- (4) Member of the Compensation Committee.
- (5) Based on information provided by the Directors.
- (6) Mr. Tommasi will replace Mr. William A. Cousins, who is not standing for re-election at the Meeting, on the following committees: Audit and Finance; Nominating and Corporate Governance; Disclosure and Compensation.

Thelon does not have an executive committee of the Board.

Corporate Cease Trade Order

Other than as disclosed below, as at the date of this Circular, no director of Thelon is, or within the ten years prior to the date of this Circular has been, a director, chief executive officer or chief financial officer of any company (including Thelon):

1. was the subject to an Order that was issued while the proposed director was acting the in the capacity as director, chief executive officer or chief financial officer; or,
2. was subject to an Order that was issued ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, save and except.

“**Order**” means: (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order); or (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation; that was in effect for a period of more than 30 consecutive days.

Jason Walsh is an officer of International Ranger Corp. which was cease traded by the B.C. Securities Commission on July 6, 2006 with respect to corporate disclosure concerns. The cease trade order was revoked on July 18, 2007. A second cease trader order was issued in 2009 and revoked. A third cease trade order was issued in August 2009 and is still in effect.

Jason Walsh and John A. Roozendaal are directors of Scout Exploration, Inc. which was cease traded by the B.C. Securities Commission on July 6, 2006 for failure to file financials. This was revoked. Scout Exploration, Inc. was cease traded on February 24, 2009. The order was revoked on February 25, 2009. It was cease traded on February 9, 2010. The order is still in effect.

Mr. Walsh is the subject to a cease trade order issued by the B.C. Securities Commission dated October 23, 2012, respecting his shareholdings of Thelon. The order is still in effect.

Bankruptcy

As at the date of this Circular, other than as disclosed below, no director or executive officer of Thelon is, or within the ten years prior to the date of this Circular has:

1. been a director, executive officer of any company (including Thelon), that while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
2. become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver manager or trustee appointed to hold the assets of the director.

Geoffrey R. Watson, a director of Thelon, filed for bankruptcy on May 12, 2009 and was discharged on February 13, 2010.

Penalties and Sanctions

No director, executive officer, or shareholder holding a sufficient number of securities of Thelon to affect materially the control of Thelon has been subject to:

1. any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
2. any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

STATEMENT OF CORPORATE GOVERNANCE

National Instrument 58-101, Disclosure of Corporate Governance Practices, requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by Thelon in adopting its corporate governance practices. Thelon’s approach to corporate governance is set out below.

Board of Directors

Our Board of Directors (the “**Board**”) currently consists of four (4) directors: Jason Walsh, John A. Roozendaal, Geoffrey R. Watson and William A. Cousins. Mr. Cousins is not standing for re-election at the Meeting.

The Guidelines suggest that the board of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under section 1.4 of NI 52-110. A director is independent if the individual has no direct or indirect material relationship with Thelon which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment whether on the Board or a committee of the Board. Notwithstanding the foregoing, an individual who is, or has been within the last three years, an employee or executive officer of Thelon or its subsidiary is considered to have a material relationship with Thelon.

Of the Board the following members are independent: John A. Roozendaal, and William A. Cousins. Jason Walsh is not independent as he is the Chief Executive Officer of Thelon. Geoffrey R. Watson is not independent as he is the Chief Financial Officer of Thelon. Mark T. Tommasi, a nominee director, will be an independent director.

Directorships

The following table sets forth the directors of Thelon who currently serve as directors of other reporting issuers:

Name of Director	Name of Reporting Issuer
Jason Walsh	Scout Exploration, Inc. International Ranger Corp.
John A. Roozendaal	Zadar Ventures Ltd. Scout Exploration, Inc. VMS Ventures Inc. Harvest Gold Corporation North American Nickel Inc.
Geoffrey R. Watson	Zadar Ventures Ltd.

Orientation

Thelon does not have a formal orientation and education program for new directors; however, any new directors will be given the opportunity to familiarize themselves with our operations and the current directors and members of Management. The current directors are all mining professionals, with prior public company experience. Directors are also encouraged and given the opportunity for continuing education.

Ethical Business Conduct

The Board conducts itself with high business and moral standards and follows all applicable legal and financial requirements. The Board has adopted a written code of ethics for its directors, officers, employees and consultants.

Nomination of Directors

The Nominating and Corporate Governance Committee is charged with the responsibility of identifying new candidates for Board nominations. The nominees are generally the result of recruitment efforts by Nominating and Corporate Governance Committee as well as other Board members.

Compensation

The Compensation Committee is responsible for determining compensation, including grants of stock options for the directors and officers. In considering the compensation of its officers, the Compensation Committee considers how it can best balance the interests of the Shareholders and provides competitive compensation to attract and retain officers who will contribute to the success of Thelon.

Other Board Committees

Thelon does not have any standing committees other than the Audit and Finance Committee, Nominating and Corporate Governance Committee, Disclosure Committee and Compensation Committee. For details on the

Audit and Finance Committee please refer to the “Audit Committee” section. The remaining standing committees are discussed below.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for the development and supervision of Thelon’s approach to corporate governance issues. The Corporate Governance Committee assists the Board in developing corporate governance guidelines, including the constitution and independence of the Board, and make recommendations to the Board with respect to corporate governance practices.

The Nominating and Corporate Governance Committee is currently comprised of three (3) directors, who are appointed annually by the Board. A majority of the members of the Corporate Governance Committee are to be independent directors. The Corporate Governance Committee is currently comprised of Jason Walsh, John A. Roozendaal and William A. Cousins.

Corporate Disclosure Committee

The Corporate Disclosure Committee is responsible for developing, implementing and monitoring the disclosure process for Thelon. The Corporate Disclosure Committee reviews all material non-public information for compliance, accuracy, completeness and currency and approves all public release of material information relating to Thelon prior to such information being disseminated to the public or filed with the applicable regulatory agencies.

The Corporate Disclosure Committee is currently comprised of three (3) directors: Geoffrey R. Watson, John A. Roozendaal and William A. Cousins.

Compensation Committee

The Compensation Committee is responsible for determining all forms of compensation, including long-term incentives in the form of stock options to be granted to directors, officers and consultants of Thelon. The Compensation Committee is also responsible for reviewing recommendations for compensation of the Chief Executive Officer and other officers of Thelon, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Compensation Committee considers: (i) recruiting and retaining officers critical to the success of Thelon; (ii) providing fair and competitive compensation; (iii) balancing the interests of Management and Thelon’s shareholders; and (iv) rewarding performance, both on an individual bases and with respect to operations in general.

The Compensation Committee is currently comprised of three (3) directors: Jason Walsh, John A. Roozendaal and William A. Cousins.

Assessments

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the size of Thelon, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The entire Board is responsible for selecting new directors and assessing current directors. A proposed director’s credentials are reviewed in advance of a Board meeting by one or more members of the Board prior to the proposed director’s nomination.

STATEMENT OF EXECUTIVE COMPENSATION

This disclosure is intended to communicate the compensation provided to Thelon’s President and Chief Executive Officer (the “CEO”), the Chief Financial Officer (the “CFO”) and the three other most highly compensated officers of Thelon (if they individually received more than \$150,000 of total compensation during the most recently completed financial year) during the year ended September 30, 2012 (collectively, the “Named Executive Officers” or “NEOs”) and the directors of Thelon. For the year ended September 30, 2012, Thelon’s NEOs were Jason Walsh, Thelon’s current CEO, Geoffrey R. Watson, Thelon’s current CFO, George W. Heard, Thelon’s former CEO, and Michelle Pillon, Thelon’s former CFO.

Compensation Discussion and Analysis

Thelon relies solely on Board discussion to determine compensation paid to executives and directors, without any formal objectives, criteria or analysis. As Thelon is still in the developmental stage as a junior mining company, Thelon’s compensation program consists primarily of stock options.

The long-term incentive program is intended to align the interests of the NEOs, directors, consultants and employees with those of Thelon’s shareholders over the longer term and to provide a retention incentive for each NEO. This component of the compensation package consists of grants of options to purchase common shares as permitted under the Stock Option Plan of Thelon and applicable stock exchange rules. Numerous factors are taken into consideration by the Board in determining grants of Options, including: a review of the previous grants (including value both at the current share prices and potential future prices), the remaining time to expiry, overall corporate performance, share price performance, the business environment and the role and performance of the individual in question.

During the year ended September 30, 2012, no stock options were granted to directors, officers, consultants and employees of Thelon.

Summary Compensation Table

The following table presents the summary of compensation paid during the financial years ended September 30, 2012 and September 30, 2011 and September 30, 2010 to Thelon’s NEOs:

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Jason Walsh ⁽²⁾ CEO	2012	12,000 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	140,560 ⁽⁴⁾	152,560
	2011	12,000 ⁽³⁾	Nil	146,000	Nil	Nil	Nil	119,804 ⁽⁴⁾	277,804
	2010	12,000 ⁽³⁾	Nil	37,500	Nil	Nil	Nil	102,469 ⁽⁴⁾	151,969
Geoffrey A. Watson ⁽⁵⁾ CFO	2012	12,000 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	37,000	49,000
	2011	11,000 ⁽³⁾	Nil	32,000	Nil	Nil	Nil	27,000 ⁽⁶⁾	70,000
George W. Heard ⁽⁷⁾ Former CEO	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	77,500	Nil	Nil	Nil	Nil	77,500

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Michelle Pillon ⁽⁸⁾ Former CFO	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) The option-based awards dollar value was calculated using a Black-Scholes model, which included assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of Thelon's common shares and the expected life of the options.
- (2) Mr. Walsh became the CEO of Thelon on June 6, 2012.
- (3) Director's fees of \$1,000 per month.
- (4) During each of the years ended September 30, 2011 and 2010, BUA Capital Management Ltd. ("**BUA Capital**"), a private company owned by Mr. Walsh, received consulting fees of \$4,500 per month. Effective January 2012, the fee was increased to \$7,500 per month. Also office and administration Service fees were paid to BUA Group Holdings Ltd. ("**BUA Group**"), a private company owned by Mr. Walsh, \$50,560, \$62,304 and \$60,469 in the years 2012, 2011 and 2010, respectively.
- (5) Mr. Watson was appointed CFO of Thelon on June 6, 2012.
- (6) Consulting fees of \$3,000 per month are paid to Complete Communications Inc., a company of which Mr. Watson is a principal, to provide services relating to accounting and financial matters, which Mr. Watson acted as the Controller of Thelon.
- (7) Mr. Heard ceased to be a director and CEO of Thelon on February 14, 2012.
- (8) Ms. Pillon ceased to be CFO of Thelon on June 6, 2012.

Incentive Plan Awards

The following table sets forth information in respect of all outstanding share-based awards and option-based awards outstanding to each of the NEOs at September 30, 2012.

Name	Option-based Awards				Share-based Awards	
	Number of Securities underlying unexercised options (#)	Option Exercise Price (\$)	Option Expiration Date (mm/dd/yy)	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Jason Walsh ⁽²⁾ CEO	200,000 ⁽³⁾	0.25	10/28/12	Nil	N/A	N/A
	300,000 ⁽³⁾	0.35	12/13/12	Nil	N/A	N/A
Geoffrey A. Watson ⁽⁴⁾ CFO	195,000	0.25	10/28/12	Nil	N/A	N/A
George W. Heard ⁽⁵⁾ former CEO	Nil	Nil	Nil	Nil	N/A	N/A
Michelle Pillon ⁽⁶⁾ former CFO	Nil	Nil	Nil	Nil	N/A	N/A

- (1) The "Value of unexercised in-the-money options" is calculated on the basis of the difference between the closing price of Thelon's common shares on the TSX Venture Exchange (the "**Exchange**") on September 30, 2012 and the Exercise Price

Directors of Thelon are reimbursed for any out-of-pocket expenses incurred, in the course of their duties as directors. Other than incentive stock options granted from time to time, no compensation has been paid, awarded or granted by Thelon to the directors for their services as directors, nor are there any arrangements for any such compensation to be paid. Directors and officers have been and may be granted stock options from time to time.

From time to time, directors may be retained as consultants or experts to provide specific services to Thelon and will be compensated on a normal commercial basis for such services.

Management functions are substantially performed by Thelon’s directors or senior officers (or private companies controlled by them, either directly or indirectly) and not by any other person with whom Thelon has contracted.

Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth for each of Thelon’s directors, other than directors who are also NEOs, all option-based and share-based awards outstanding at the end of the financial year ended September 30, 2012.

Name	Option-based Awards				Share-based Awards	
	Number of Securities underlying unexercised options (#)	Option Exercise Price (\$)	Option Expiration Date (m/d/y)	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
John A. Roozendaal	100,000	0.25	10/28/12	Nil	N/A	N/A
William A. Cousins ⁽²⁾	N/A	N/A	N/A	N/A	N/A	N/A

- (1) The “Value of unexercised in-the-money options” is calculated on the basis of the difference between the closing price of Thelon’s common shares on the Exchange on September 30, 2012 and the Exercise Price of the options. The closing price of Thelon’s common shares on the Exchange on September 26, 2012, the last day on which Thelon’s shares traded in September 2012, was \$0.05.
- (2) Mr. Cousins is not standing for re-election at the Meeting.

Incentive Plan Awards – value vested or earned during the year

The following table sets forth for each of the directors, other than directors who are also NEOs, the value of option-based awards and share-based awards which vested during the year ended September 30, 2012 and the value of non-equity incentive plan compensation earned during the year ended September 30, 2012.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
John A. Roozendaal	Nil	N/A	N/A
William A. Cousins ⁽²⁾	N/A	N/A	N/A

- (1) Calculated based on the difference between the market price of the common shares on the vesting date and the exercise price of the options on the vesting date. A nil amount indicates that no options held by the directors vested during the year ended September 30, 2012 at an “in the money” amount when the exercise price was compared to the closing price of Thelon’s common shares on the Exchange on the date of vesting.

- (2) Mr. Cousins is not standing for re-election at the Meeting.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as of the end of Thelon’s financial year ended September 30, 2012, all information required with respect to compensation plans under which equity securities of Thelon are authorized for issuance:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	2,540,000 ⁽¹⁾	\$0.35	1,744,043 ⁽²⁾
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	2,540,000	\$0.35	1,744,043

- (1) Options outstanding as at September 30, 2012, which have been granted pursuant to Thelon’s Stock Option Plan.
(2) Thelon has a rolling stock option plan. The aggregate number of common shares reserved for issuance is a maximum of 10% of the issued and outstanding capital of Thelon at the date of any stock option grant. As at September 30, 2012, a total of 1,744,043 options remained available for issuance.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Except as disclosed below, no person who is, or at any time during the most recently completed financial year was, a director or executive officer of Thelon, a proposed nominee for election as a director of Thelon, or an associate of any of the foregoing individuals, has been indebted to Thelon at any time since the commencement of Thelon’s last completed financial year.

As at September 30, 2012, Thelon had an accounts receivable of \$4,514 due from BUA Group. The receivable is set out as follows:

AGGREGATE INDEBTEDNESS (\$)		
Purpose (a)	To the Company or its Subsidiaries (b)	To Another Entity (c)
Share purchases	Nil	N/A
Other	4,514 ⁽¹⁾	N/A

- (1) As at the date of this Circular, the receivable is Nil.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein or in the Financial Statements, no informed person of Thelon, any proposed director of Thelon, or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of our most recently completed financial year or in any proposed transaction which has materially affected or would materially affect Thelon or our subsidiary. An “informed person” means a director or executive officer of a reporting issuer; a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; any person or company who beneficially owns, directly or indirectly, voting shares of a

reporting issuer or who exercises control or direction over shares of the reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer; and a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it hold any of its securities.

MANAGEMENT CONTRACTS

Management functions are substantially performed by Thelon’s directors or senior officers (or private companies controlled by them, either directly or indirectly) and not by any other person with whom Thelon has contracted.

APPOINTMENT OF AUDITORS

The persons named as proxy holders in the Proxy intend to vote for the continued appointment of MacKay LLP, Chartered Accountants, as our auditors until the next annual general meeting at remuneration to be fixed by the Board.

AUDIT COMMITTEE

Composition of the Audit Committee

The following are currently the members of the Committee:

	Independent ⁽¹⁾	Financially Literate ⁽¹⁾
John A. Roozendaal	Y	Y
Geoffrey R. Watson	N	Y
William A. Cousins ⁽²⁾	Y	Y

(1) As defined by National Instrument 52-110 (“NI 52-110”).

(2) If elected at the Meeting, Mark T. Tommasi will replace Mr. Cousins.

Thelon is relying on the exemption provided under Section 6.1 of NI 52–110 for venture issuers which exempts venture issuers from the requirements of Part 5 (Reporting Obligations) of NI 52-110. Part 5 requires that if management of an issuer solicits proxies from the shareholders for the purpose of electing directors, the issuer must include a cross-reference to the issuer’s AIF that contains additional information about the qualifications of its directors. Thelon has not filed an AIF.

Audit Committee Charter

A copy of Thelon’s Audit Committee Charter is attached as Schedule “B” to this Circular.

Relevant Education and Experience

Mr. Roozendaal has gained financial literacy through more than ten years of serving on boards of directors, as well as audit committees, of both public and private companies, during which time he has dealt with accounting and financial matters.

Mr. Watson has 31 year experience in the securities industry. He has previously been a trader/broker with, among others, Bolder Investment Partners and Northern Securities. His past experience provides him with knowledge of general business practices of public companies as he reviewed financial statements and due diligence results of numerous public companies when he worked with corporate finance and institutional

investors. Mr. Watson has also completed the TSX Internal control workshop in May 2011 and the TSX Venture Exchange filing fundamentals course in June 2011.

Mr. Cousin's has gained financial literacy through his experience of owning and operating his own businesses including an operating coal mine for the past several years.

Each audit committee member has had extensive experience reviewing financial statements. Each member has an understanding of Thelon's business and has an appreciation for the relevant accounting principles for that business.

Audit Committee Oversight

At no time since the commencement of Thelon's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of Thelon's most recently completed financial year has Thelon relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The audit committee is authorized by the Board to review the performance of Thelon's external auditors and approve in advance, provision of services other than auditing and to consider the independence of the external auditors.

External Auditor Service Fees

The aggregate fees billed by Thelon's external auditors in the last two fiscal years for audit service fees are as follows:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees	Tax Fees ⁽²⁾	All Other Fees
September 30, 2012	\$21,420	Nil	\$1,020	Nil
September 30, 2011	\$19,000	Nil	\$900	Nil

(1) The aggregate fees billed for audit services.

(2) The aggregate fees billed for tax compliance, tax advice, and tax planning services. These services involved the preparation of Canadian Corporation Income Tax Returns.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Confirmation of Stock Option Plan

Shareholder approval for Thelon's current stock option plan (the "**Stock Option Plan**") dated for reference June 6, 2012 was obtained at Thelon's annual general meeting held on June 6, 2012. The purpose of the Stock Option Plan is to encourage ownership of Thelon's common shares by persons ("**Eligible Persons**") who are directors, senior officers and key employees of, as well as consultants and employees of management companies providing services to, Thelon. It is these individuals who are primarily responsible for the management and growth of Thelon's business. Management hopes that the Stock Option Plan will advance the interests of Thelon by providing additional incentive for superior performance by all eligible recipients.

The aggregate number of common shares in the capital of Thelon reserved for issuance under the Stock Option Plan is a maximum of 10% of the issued and outstanding share capital of Thelon at the date of grant. If any options granted expire or terminate for any reason without having been exercised in full, the unpurchased shares will again be available under the Stock Option Plan. The Stock Option Plan is subject to approval of the Exchange.

Terms of the Stock Option Plan

The following summary is a brief description of the Stock Option Plan:

1. The maximum number of shares that may be issued upon the exercise of stock options previously granted and those granted under the Stock Option Plan will be a maximum of 10% of the issued and outstanding common shares at the time of the grant.
2. Stock options can be issued to persons who are directors, senior officers, employees, advisory board members and consultants of, or employees of management companies providing services to, Thelon or its subsidiaries, if any.
3. The option price of any common share in respect of which an option may be granted under the Stock Option Plan shall be fixed by the Board but shall be not less than the minimum price permitted by the Exchange.
4. The number of options granted to any one individual may not exceed 5% of the outstanding listed shares in any 12 month period unless Thelon has obtained disinterested shareholder approval to exceed such limit.
5. The number of options granted to any one consultant may not exceed 2% of Thelon's outstanding listed shares in any 12 month period.
6. All options granted under the Stock Option Plan may be exercisable for a maximum of ten years from the date they are granted.
7. If the optionee ceases to be (other than by reason of death) an eligible recipient of options, then the option granted shall expire within a reasonable period of time, as determined by the Board, following the date that the option holder ceases to be eligible, subject to the terms and conditions set out in the Stock Option Plan.
8. If an optionee ceases to be an eligible recipient of options by reason of death, an optionee's heirs or administrators shall have until the earlier of:
 - (a) one year from the death of the option holder; and
 - (b) the expiry date of the options,in which to exercise any portion of options outstanding at the time of death of the optionee.
9. The Stock Option Plan will be administered by Thelon's Board who will have the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves.
10. The options are not assignable or transferable by an optionee.
11. Thelon shall have the authority to deduct and withhold, or require the Optionee to remit to Thelon, the amount of any taxes or other required source deductions which Thelon is required by law or

regulation of any governmental authority whatsoever to remit in connection with any issuance of shares upon the exercise of options.

12. The Board may from time to time, subject to regulatory approval, amend or revise the terms of the Stock Option Plan.

Accordingly, Shareholders will be asked to consider, and if thought appropriate, to approve, with or without amendment, the Stock Option Plan Resolution set out in Schedule "A" to this Circular. The full text of the Stock Option Plan will be available for review at the Meeting.

Alteration of Authorized Share Structure

Thelon proposes to alter its Notice of Articles to increase Thelon's authorized capital from 100,000,000 common shares without par value to an unlimited number of common shares without par value.

Accordingly, Shareholders will be asked to consider and, if thought appropriate, to pass, with or without amendment, the Alteration of Authorized Share Structure Special Resolution set out in Schedule "A" to this Circular. The resolution relating to the proposed alteration of Thelon's authorized capital is a "Special Resolution" and, therefore, will require approval by two-thirds of the votes cast in person or by proxy at the Meeting.

Share Consolidation

The Board believes that it may be in the best interests of Thelon to consolidate the shares of Thelon in order to provide increased flexibility in seeking additional financing opportunities, pursuing strategic business acquisitions, and to improve the market's perception of Thelon. The directors also believe it is in the best interests of Thelon for the Board to have the flexibility in effecting such a consolidation on the basis of up to ten (10) pre-consolidation for one (1) post-consolidation common share without par value. The share consolidation ratio would be determined by the directors if and when they deem it appropriate, but on a basis not to exceed ten (10) pre-consolidation common shares for one (1) post-consolidation common share without par value. The authorization granted by Shareholders would be effective until Thelon's next annual general meeting.

As at August 19, 2013, a total of 42,840,431 common shares in the capital of Thelon were issued and outstanding. Accordingly, if put into effect, a total of 4,284,043 common shares in the capital of Thelon would be issued and outstanding following a consolidation at the maximum ratio of ten (10) pre-consolidation common shares for one (1) post-consolidation common share, assuming no other change in the issued capital.

In addition to the requisite shareholder approval being sought at the Meeting, any such consolidation also requires approval of all applicable regulatory authorities, including the Exchange. If the Alteration of Authorized Share Structure Special Resolution is passed, there will be no maximum number of authorized common shares and, upon effecting the consolidation there will continue to be no maximum number of authorized common shares. This will be a share consolidation only. Thelon does not intend to change its name in connection with the proposed consolidation of shares.

If the Board decides to proceed with a consolidation of Thelon's issued common shares, a letter of transmittal will be mailed to registered shareholders of Thelon, to be used by shareholders to exchange their current share certificates for certificates representing the consolidated number of common shares. No action is required by non-registered shareholders, who hold securities of Thelon through an intermediary, to effect consolidation of their beneficially held securities. A news release will also be issued announcing the effective date of the consolidation.

As set out in Section 83 of the *Business Corporations Act* (British Columbia), if any fractional shares are to be converted into whole common shares, each fractional common share remaining after consolidation that is less than one-half of a common share must be cancelled and each fractional common share that is at least one-half of a common share must be changed to one (1) whole common share.

Accordingly, Shareholders will be asked to consider, and if thought appropriate, approve, with or without amendment, the Share Consolidation Special Resolution set out in Schedule "A" to this Circular. The resolution relating to the proposed share consolidation is a "Special Resolution" and, therefore, will require approval by two-thirds of the votes cast in person or by proxy at the Meeting.

Name Change

Management of Thelon is seeking shareholder approval to change Thelon's name if it believes it is in the best interests of Thelon to do so in the next twelve months. Thelon proposes to authorize the Board to select such name as may be acceptable to the Board. Any new proposed name for Thelon must be acceptable to the TSX-V and Registrar of Companies.

Accordingly, Shareholders of Thelon will be asked to consider, and if thought appropriate, to pass, with or without amendment, the Name Change Special Resolution set out in Schedule "A" to this Circular. The resolution relating to the proposed name change is a "Special Resolution" and, therefore, will require approval by two-thirds of the votes cast in person or by proxy at the Meeting.

ADDITIONAL INFORMATION

Additional information concerning Thelon, including the audited consolidated financial statements, related notes thereto, and management's discussion and analysis for the year ended September 30, 2012, is available on SEDAR at www.sedar.com.

Shareholders who wish to obtain a copy of Thelon's financial statements and management's discussion and analysis may contact Thelon at 609 - 475 Howe Street, Vancouver, BC V6C 2B3, Tel: (604) 682-1643, Fax: (604) 682 1666, email: jwalsh@theloncapital.com.

MANAGEMENT KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OF SHAREHOLDERS OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING; HOWEVER, SHOULD ANY OTHER MATTERS WHICH ARE NOT KNOWN TO MANAGEMENT PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

THIS CIRCULAR HAS BEEN APPROVED BY THE BOARD OF DIRECTORS OF THELON.

BY ORDER OF THE BOARD OF DIRECTORS

"Geoffrey R. Watson"

Geoffrey R. Watson, Chief Finance Officer

SCHEDULE "A"

SHAREHOLDERS' RESOLUTIONS

STOCK OPTION PLAN RESOLUTION

"BE IT RESOLVED that:

1. the Stock Option Plan as set forth in this Circular dated August 19, 2013 be approved and that the Board be authorized in their absolute discretion to establish and administer the Stock Option Plan in accordance with its terms and conditions;
2. the Board be authorized on behalf of Thelon to make any amendments to the Stock Option Plan as may be required by regulatory authorities, without further approval of Thelon's Shareholders, in order to ensure regulatory approval and adoption of the Stock Option Plan; and
3. any one director of Thelon be and he is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution."

ALTERATION OF AUTHORIZED SHARE STRUCTURE SPECIAL RESOLUTION

"BE IT RESOLVED, as a special resolution, that:

1. The maximum number of common shares that Thelon is authorized to issue be increased from one hundred million (100,000,000) to an unlimited number of common shares without par value;
2. Any one director or officer of Thelon be and is hereby authorized and directed, for and on behalf and in the name of Thelon, to execute and deliver the Notice of Alteration and any supporting documentation required for the purpose of giving effect to these resolutions; and
3. All such alterations to the authorized share structure of Thelon shall not take effect until the Notice of Alteration is filed with the Registrar of Companies."

SHARE CONSOLIDATION SPECIAL RESOLUTION

"BE IT RESOLVED, as a special resolution, that:

1. subject to the Exchange approval, the issued and outstanding common shares without par value of Thelon be consolidated on the basis of up to ten (10) pre-consolidation to one (1) post-consolidation common share without par value or on such lesser ratio as the Board may determine appropriate, and as at an effective date to be determined by the Board;
2. the Board be and are hereby granted sole discretion to determine whether or not to proceed with the proposed share consolidation; the consolidation ratio; and, if applicable, the effective date of any such consolidation;
3. each fractional common share remaining after consolidation that is less than one-half of a common share be cancelled and each fractional common share that is at least one-half of a common share be changed to one (1) whole common share pursuant to Section 83 of the *Business Corporations Act* (British Columbia);

4. any one director or officer of Thelon be and is hereby authorized to do all such acts, execute and deliver such further documents, instruments and affirmations on behalf of Thelon and to affix the common seal thereto as may be required to give effect to any of the foregoing resolutions including, without limitation, do all such acts and execute and deliver such further documents, instruments requested or required by the Exchange; and
5. the Board be and are hereby authorized, at any time in their absolute discretion, to determine whether or not to proceed with the above resolutions without further approval, ratification or confirmation by the shareholders.

NAME CHANGE SPECIAL RESOLUTION

“BE IT RESOLVED, as a special resolution, that:

1. conditional upon receiving any required regulatory approvals Thelon be and is hereby authorized to change its name to a name selected by the Board;
2. the Notice of Articles of Thelon be altered accordingly;
3. the effective date of such name change shall be the date shown in the Notice of Alteration;
4. any officer or director of Thelon be and each of them is hereby authorized to execute and deliver all documents and to do all acts and things as he may determine to be necessary or desirable to give effect to this resolution, including, without limitation, the determination of the effective date of the name change and the delivery of articles of amendment in the prescribed form to the Registrar of Companies, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination;
5. subject to the deposit of this resolution at Thelon’s records office, the solicitors for Thelon be and hereby are authorized and directed to electronically file the Notice of Alteration with the Registrar of Companies; and
6. notwithstanding that this resolution has been duly passed by the shareholders, the Board be and is hereby authorized, without further approval of or notice to the shareholders of Thelon, to revoke this special resolution at any time before the Notice of Alteration has been filed with the Registrar of Companies.

SCHEDULE "B"

THELON CAPITAL LTD. (the "Company")

AUDIT COMMITTEE CHARTER

(Dated for Reference April 30, 2012)

MANDATE

The audit committee (the "**Committee**") will assist the Board of Directors (the "**Board**") in fulfilling its financial oversight responsibilities by reviewing the financial reporting process, the system of internal control and the audit process.

COMPOSITION

The Committee shall be comprised of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be officers or employees of the Company or of an affiliate of the Company. At least one member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee Charter, the term "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The members of the Committee shall be appointed by the Board at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate and an independent director as defined in Section 1.4 of National Instrument 52-110 - Audit Committees.

MEETINGS

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give Committee members 24 hours' advance notice of each meeting and the matters to be discussed at it. Notice may be given personally, by telephone, facsimile or e-mail.

The external auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at any other meeting. On request by the external auditor, the Chair shall call a meeting of the Committee to consider any matter that the external auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A member may participate in a meeting of the Committee by a communications medium other than telephone if all members participating in the meeting, whether in person or by telephone or other communications

medium, are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of Management and the external auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the external auditor and Management annually to review the Company's financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

RESPONSIBILITIES AND DUTIES

Financial Accounting and Reporting Process and Internal Controls

The Committee is responsible for reviewing the Company's financial accounting and reporting process and system of internal control. The Committee shall:

- (a) Review the annual audited financial statements to satisfy itself that they are presented in accordance with international financial reporting standards ("IFRS") and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements.
- (b) With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of Management with Management and the external auditor and have meetings with the Company's auditor without Management present, as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
- (c) Review any internal control reports prepared by Management and the evaluation of such report by the external auditor, together with Management's response.
- (d) Review the Company's financial statements, management's discussion and analysis and annual and interim profit or loss, and any press releases related thereto before the Company publicly discloses this information.
- (e) Review and satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in paragraph (d) above, and periodically assess the adequacy of those procedures.
- (f) Meet no less frequently than annually with the external auditor and the Chief Financial Officer to review accounting practices, internal controls and such other matters as the Committee or Chief Financial Officer deem appropriate.
- (g) Inquire of Management and the external auditor about significant financial risks or exposures, both internal and external, to which the Company may be subject, and assess the steps Management has taken to minimize such risks.

- (h) Review the post-audit or Management letter containing the recommendations of the external auditor and Management's response and subsequent follow-up to any identified weaknesses.
- (i) Establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Audit

External Auditor

The Committee has primary responsibility for the selection, appointment, dismissal and compensation and oversight of the external auditor, subject to the overall approval of the Board. In carrying out this duty, the Committee shall:

- (a) Require the external auditor to report directly to the Committee.
- (b) Recommend to the Board the external auditor to be nominated at the annual general meeting for appointment as the external auditor for the ensuing year for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company and the compensation for the external auditor, or, if applicable, the replacement of the external auditor.
- (c) Review, annually, the performance of the external auditor.
- (d) Review and confirm the independence of the external auditor.
- (e) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the external auditor and former independent external auditor of the Company.
- (f) Pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor.

Audit and Review Process and Results

The Committee is directly responsible for overseeing the work by the external auditor (including resolution of disagreements between Management and the external auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee shall:

- (a) Review the external auditor's audit plan, including the scope, procedures and timing of the audit.
- (b) Review the results of the annual audit with the external auditor, including matters related to the conduct of the audit.
- (c) Obtain timely reports from the external auditor describing critical accounting policies and practices, alternative treatments of information with IFRS that were discussed with Management, their ramifications, and the external auditor's preferred treatment.
- (d) Ensure that all material written communications between the Company and the external auditor are sent to the Committee.

- (e) Review fees paid by the Company to the external auditor and other professionals in respect of audit and non-audit services on an annual basis.
- (f) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

Other

- (a) Perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.
- (b) Report regularly and on a timely basis to the Board on matters coming before the Committee.
- (c) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

AUTHORITY

The Committee is authorized:

- (a) to seek any information it requires from any employee of the Company in order to perform its duties;
- (b) to engage, at the Company's expense, independent legal counsel or other professional advisors on any matter within the scope of the role and duties of the Committee under this Charter;
- (c) to set and pay the compensation for any advisors engaged by the Committee; and
- (d) to communicate directly with the internal and external auditor of the Company.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.