

**FORM 13-502F2**  
**CLASS 1 REPORTING ISSUERS – PARTICIPATION FEE**

**Reporting Issuer Name:** Compel Capital Inc.

**End date of last completed fiscal year:** December 31, 2012

**End date of reference fiscal year:** December 31, 2011

*(A reporting issuer's reference fiscal year is the reporting issuer's last fiscal year ending before May 1, 2012, provided that it was a reporting issuer at the end of that fiscal year and, if it became a reporting issuer in that year as a consequence of a prospectus receipt, all or substantially all of its securities were listed or quoted on a marketplace at the end of that fiscal year. In any other case, it is the reporting issuer's last completed fiscal year.)*

**Financial Statement Values:**

(Use stated values from the audited financial statements of the reporting issuer as of the end of its reference fiscal year)

Retained earnings or deficit (\$339,187) (A)

Contributed surplus (B)

Share capital or owners' equity, options, warrants and preferred shares  
(whether such shares are classified as debt or equity for financial reporting purposes) \$308,165 (C)

Non-current borrowings (including the current portion) (D)

Finance leases (including the current portion) (E)

Non-controlling interest (F)

Items classified on the statement of financial position as non-current liabilities (and not otherwise listed above) (G)

Any other item forming part of equity and not set out specifically above (H)

**Capitalization for the reference fiscal year**  
(Add items (A) through (H)) (\$31,022)

**Participation Fee**  
(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above) \$800

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