

**FEE RULE**

**FORM 13-502F1**

**CLASS 1 REPORTING ISSUERS -- PARTICIPATION FEE**

**Reporting Issuer Name:**

***Talmora Diamond Inc.***

***Fiscal year end date used  
to calculate capitalization:***

***December 31, 2011***

**Market value of listed or quoted securities:**

Total number of securities of a class or series outstanding as at the issuer's most recent fiscal year end

(i)

**45,431,679**

Simple average of the closing price of that class or series as of the last trading day of each month of the fiscal year (See clauses 2.11(a)(ii)(A) and (B) of the Rule)

(ii)

**\$0.03**

Market value of class or series

(i) X (ii) =

(A)

**\$1,287,231**

(Repeat the above calculation for each class or series of securities of the reporting issuer that was listed or quoted on a marketplace in Canada or the United States of America at the end of the fiscal year)

(B)

**Market value of other securities:**

(See paragraph 2.11(b) of the Rule)

(Provide details of how value was determined)

(C)

(Repeat for each class or series of securities)

(D)

**Capitalization**

(Add market value of all classes and series of securities)

$$\begin{array}{r} (A) + (B) + \\ (C) + (D) = \end{array} \underline{\$1,287,231}$$
**Participation Fee**

(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above)

$$\underline{\$960}$$
**New reporting issuer's reduced participation fee, if applicable**

(See section 2.6 of the Rule)

Participation fee	X	Number of entire months remaining in the issuer's fiscal year	=
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$$\underline{\hspace{10em}} \\ 12$$
**Late Fee, if applicable**

(As determined under section 2.5 of the Rule)

\*Form 13-502F1 Appendix A for Class 1 Reporting Issuers:

Capitalization:

Under \$25M - \$960

\$25M to under \$50M - \$2,080

\$50M to under \$100M - \$5,125

\$100M to under \$250M - \$10,700

\$250M to under \$500M - \$23,540

\$500M to under \$1B - \$32,850

\$1B to under \$5B - \$47,600

\$5B to under \$10B - \$61,300

\$10B to under \$25B - \$71,600

Equal to or over \$25B - \$80,600