

FORM 13-502F2
CLASS 2 REPORTING ISSUERS – PARTICIPATION FEE

Reporting Issuer Name: SILVER PHOENIX RESOURCES 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 (1,224,826) (A)

Contributed surplus 106,124 (B)

Share capital or owners' equity, options, warrants and preferred shares (whether such shares are classified as debt or equity for financial reporting purposes) 1,024,029 (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 94,673
(Add items (A) through (H))

Participation Fee \$800.00
(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above)

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