Seaspan CORP
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SUMMARY OF FINAL TERMS

December 6, 2012

$67,500,000

SEASPAN CORPORATION

7.95% SERIES D CUMULATIVE REDEEMABLE PERPETUAL PREFERRED SHARES

This summary pricing sheet relates only to the securities described below and should only be read together with the Preliminary Prospectus Supplement, subject to completion, dated December 5, 2012, relating to these securities and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement. Except as set forth on the immediately preceding sentence, this summary pricing sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement. Capitalized terms not defined herein have the meanings assigned to them in the Preliminary Prospectus Supplement.

Issuer	**Seaspan Corporation**
Securities Offered	7.95% Series D Cumulative Redeemable Perpetual Preferred Shares, par value $0.01 per share, liquidation preference $25.00 per share (the Series D Preferred Shares).
Trade Date	December 6, 2012.
Settlement Date	December 13, 2012 (DTC).
Offering Size	2,700,000 Series D Preferred Shares ($67,500,000.00 aggregate liquidation preference).
Option to Purchase Additional Shares	The underwriters may also purchase an additional 405,000 Series D Preferred Shares at the Public Offering Price within 30 days of the date of the prospectus supplement.
Maturity	Perpetual.
Conversion; Exchange and Preemptive Rights	Will not have any conversion or exchange rights or be subject or entitled to preemptive rights.
Dividend Payment Dates	Quarterly on January 30, April 30, July 30 and October 30, commencing January 30, 2013 (each, a Dividend Payment Date).
Dividends	Shall accrue and be cumulative from the date the Series D Preferred Shares are originally issued and shall be payable on each Dividend Payment Date, when, as and if declared by the Issuer s board of directors.
Dividend Rate	7.95% per annum per $25.00 of liquidation preference per share (equal to $1.9875 per share per annum).
Optional Redemption	At the option of the Issuer anytime on or after January 30, 2018, in whole or in part, at a redemption price of $25.00 per share plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption.

Issue Price	$25.00 per share.
Day Count	30/360.
Net Proceeds to the Issuer	$65,373,750.00.

(before expenses)

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7.95% SERIES D CUMULATIVE REDEEMABLE PERPETUAL PREFERRED SHARES

Ratings	The Series D Preferred Shares will not be rated by any nationally recognized statistical rating organization.
Listing	The Issuer intends to file an application to list the Series D Preferred Shares on the New York Stock Exchange.
CUSIP/ISIN	175638 208 / MHY75682088.
Joint Book-Running Managers	Jefferies & Company, Inc., Incapital LLC and Credit Suisse Securities (USA) LLC.
Sole Structuring Agent	Incapital LLC.
Additional Information	The discussion in the Preliminary Prospectus Supplement under Summary Recent Developments Proposed Amended and Restated Employment Agreement with CEO Gerry Wang describes anticipated grants of SARs to Mr. Wang. The aggregate number of shares of our Class A common stock subject to SARs to be granted to Mr. Wang is contemplated to be up to 5.8 million, with the SARs divided into three tranches ranging in size from approximately 1.9 million to 2.0 million shares and with exercise prices of $21.50, $24.00 and $26.50 per share, respectively.

This communication is intended for the sole use of the person to whom it is provided by us. This communication does not constitute an offer to sell the Series D Preferred Shares and is not soliciting an offer to buy the Series D Preferred Shares in any jurisdiction where the offer or sale is not permitted.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting: Incapital LLC, Attn: DCM Prospectus Department, 200 S. Wacker Drive, Suite 3700, Chicago, Il 60606, 312-379-3700, email: prospectus_requests@incapital.com, Jefferies & Company, Inc., 520 Madison Ave, 12th Floor, New York, NY 10022, 877-547-6340, email: Prospectus_Department@Jefferies.com, or Credit Suisse Securities (USA) LLC, One Madison Avenue, Floor 1B, New York, NY 10010, 1-800-221-1037, email: newyork.prospectus@credit-suisse.com.

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Certain Relationships

There are no family relationships among or between any of our officers and directors.

Our proposed business raises potential conflicts of interests between certain of our officers and directors and us. Certain of our directors are directors of other mineral resource companies and, to the extent that such other companies may participate in ventures in which we may participate, our directors may have a conflict of interest in negotiating and concluding terms regarding the extent of such participation. In the event that such a conflict of interest arises at a meeting of our directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases, we will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, involvement in a greater number of programs and reduction of the financial exposure with respect to any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment.

In determining whether we will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to us, the degree of risk to which we may be exposed and its financial position at that time. Other than as indicated, we have no other procedures or mechanisms to deal with conflicts of interest. We are not aware of the existence of any conflict of interest as described herein.

Consideration of Director Nominees

Director Qualifications

We believe that our Board, to the extent that our limited resources permit, should encompass a diverse range of talent, skill and expertise sufficient to provide sound and prudent guidance with respect to the Company's operations and interests. Each director also is expected to: exhibit high standards of integrity, commitment and independence of thought and judgment; use his or her skills and experiences to provide independent oversight to our business; participate in a constructive and collegial manner; be willing to devote sufficient time to carrying out their duties and responsibilities effectively; devote the time and effort necessary to learn our business; and, represent the long-term interests of all shareholders.

The Board has determined that the Board of Directors as a whole must have the right diversity, mix of characteristics and skills for the optimal functioning of the Board in its oversight of our affairs. The Board believes it should be comprised of persons with skills in areas such as: finance; real estate; banking; strategic planning; human resources and diversity; leadership of business organizations; and legal matters. The Board may also consider in its assessment of the Board's diversity, in its broadest sense, reflecting, but not limited to, age, geography, gender and ethnicity.

In addition to the targeted skill areas, the Board looks for a strong record of achievement in key knowledge areas that it believes are critical for directors to add value to the Board, including:

- Strategy—knowledge of our business model, the formulation of corporate strategies, knowledge of key competitors and markets;
- Leadership—skills in coaching and working with senior executives and the ability to assist the Chief Executive Officer;
- Organizational Issues—understanding of strategy implementation, change management processes, group effectiveness and organizational design;
- Relationships—understanding how to interact with investors, accountants, attorneys, management companies, analysts, and communities in which we operate;
- Functional—understanding of finance matters, financial statements and auditing procedures, technical expertise, legal issues, information technology and marketing; and
- Ethics—the ability to identify and raise key ethical issues concerning our activities and those of senior management as they affect the business community and society.

The Board and Board Meetings

Our Board of directors consists of one member. Directors serve for a term of one year and stand for election at our annual meeting of stockholders. Pursuant to our Bylaws, any vacancy occurring in the Board of directors, including a vacancy created by an increase in the number of directors, may be filled by the stockholders or by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the stockholders. If there are no remaining directors, the vacancy shall be filled by the stockholders.

At a meeting of stockholders, any director or the entire Board of directors may be removed, with or without cause, provided the notice of the meeting states that one of the purposes of the meeting is the removal of the director. A director may be removed only if the number of votes cast to remove him exceeds the number of votes cast against removal.

Our Board of Directors and management are committed to responsible corporate governance to ensure that the Company is managed for the long-term benefit of its shareholders. To that end, the Board of Directors and management periodically review and update, as appropriate, our corporate governance policies and practices. In doing so, the Board and management review published guidelines and recommendations of institutional shareholder organizations and current best practices of similarly situated public companies. The Board of Directors and management also regularly evaluate and, when appropriate, will revise our corporate governance policies and practices in accordance with the requirements of the Sarbanes-Oxley Act of 2002 and the rules and listing standards issued by the SEC.

During the year ended December 31, 2012, the Board held a total of [four] ([4]) meetings. All members of the Board attended all meetings of the Board.

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Directors' and Officers' Liability Insurance

We do not currently maintain directors' and officers' liability insurance coverage. We are currently reviewing insurance policies and anticipate obtaining coverage for our board of directors and officers.

Board Committees and Corporate Governance

Audit Committee

The Board does not currently have a standing Audit Committee. The full Board performs the principal functions of the Audit Committee. The full Board monitors our financial reporting process and internal control system and appoints our independent registered public accounting firm.

Compensation Committee

The Board does not currently have a standing Compensation Committee. The full Board establishes overall compensation policies for us and reviews recommendations submitted by our management.

Nominating Committee

The Board does not currently have a standing Nominating Committee. All nominating functions are handled directly by the full Board of Directors, which the Board believes is the most effective and efficient approach, based on the size of the Board and our current and anticipated operations and needs. As outlined above in selecting a qualified nominee, the Board considers such factors as it deems appropriate which may include: the current composition of the Board; the range of talents of the nominee that would best complement those already represented on the Board; the extent to which the nominee would diversify the Board; the nominee's standards of integrity, commitment and independence of thought and judgment; and the need for specialized expertise.

Legal Proceedings

During the past ten years none of our directors, executive officers, promoters or control persons has been:

- the subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- convicted in a criminal proceeding or is subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;
- found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law;
- the subject of any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

(i) Any Federal or State securities or commodities law or regulation; or

(ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

(iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity.

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any federal or state judicial or administrative proceedings based on violations of federal or state securities, commodities, banking or insurance laws and regulations, or any settlement to such actions (excluding settlements between private parties); and

- any disciplinary sanctions or orders imposed by a stock, commodities or derivatives exchange or other self-regulatory organization.

Compliance with Section 16(a) of the Exchange Act

Pursuant to Section 16(a) of the Exchange Act of 1934, our executive officers and directors in addition to any person who owns more than 10% of our common stock are required to report their ownership of our common stock and changes to such ownership with the SEC. Based on a review of such reports and information provided to us, we believe that during the most recent fiscal year our executive officers and directors have complied with applicable filing requirements under Section 16(a), Based solely upon a review of the copies of the forms furnished to us, we believe that during fiscal 2012, the Section 16(a) filing requirements applicable to our directors and executive officers were satisfied.

Code of Ethics

We have adopted a Code of Ethics that applies to all of our officers, directors and employees, including our Chief Executive Officer and Chief Financial Officer, which complies with the requirements of the Sarbanes-Oxley Act of 2002 and applicable FINRA listing standards. Accordingly, the Code of Ethics is designed to deter wrongdoing, and to promote, among other things, honest and ethical conduct, full, timely, accurate and clear public disclosures, compliance with all applicable laws, rules and regulations, the prompt internal reporting of violations of the Code of Ethics, and accountability.

Corporate Governance

We have adopted Corporate Governance Guidelines applicable to our Board of Directors.

Board Leadership Structure

We currently have only two executive officers and one director. Our Board of Directors has reviewed the Company's current Board leadership structure — which consists of a President, Chief Executive Officer, a Chief Financial Officer and no Chairman of the Board — in light of the composition of the Board, the Company's size, the nature of the Company's business, the regulatory framework under which the Company operates, the Company's stockholder base, the Company's peer group and other relevant factors, and has determined that this structure is currently the most appropriate Board leadership structure for our company. Nevertheless, the Board intends to carefully evaluate from time to time whether our Chief Executive Officer and Chairman positions should be combined based on what the Board believes is best for us and our stockholders.

Board Role in Risk Oversight

Risk is inherent in every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including strategic risks, enterprise risks, financial risks, and regulatory risks. While our management is responsible for day to day management of various risks we face, the Board of Directors, as a whole, is responsible for evaluating our exposure to risk and to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed. The Board reviews and discusses policies with respect to risk assessment and risk management. The Board also has oversight responsibility with respect to the integrity of the Company's financial reporting process and systems of internal control regarding finance and accounting, as well as its financial statements.

Director Independence

Our securities are not listed on a U.S. securities exchange and, therefore, is not subject to the corporate governance requirements of any such exchange, including those related to the independence of directors. However, at this time, after considering all of the relevant facts and circumstances, our Board of Directors has determined that none of its directors are independent from the Company's management and qualify as "independent director" under the standards of independence under the applicable FINRA listing standards. Upon the Company's listing on any national securities exchange or any inter-dealer quotation system, it will elect such independent directors as is necessary under the rules of any such securities exchange.

Communications with the Board of Directors

Stockholders who wish to communicate with the Board of Directors may do so by addressing their correspondence to the Board of Directors at Janus Resource, Inc. 430 Park Avenue, Suite 702, New York, NY 10022.

The Board of Directors has approved a process pursuant to which the President reviews and forward correspondence to the appropriate director or group of directors for response.

Compensation of Directors

Our Board of Directors determines the non-employee directors' compensation for serving on the Board and its committees. In establishing director compensation, the Board is guided by the following goals:

- Compensation should consist of a combination of cash and equity awards that are designed to fairly pay the directors for work required for a company of our size and scope;
- Compensation should align the directors' interests with the long-term interests of stockholders; and
- Compensation should assist with attracting and retaining qualified directors.

We do not pay director compensation to directors who are also employees. All non-employee directors are paid a director's fee. Directors are entitled to participate in, and have been issued options under, our Stock Plan. We also reimburse directors for any actual expenses incurred to attend meetings of the Board.

We reimburse our directors for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of our board of directors. We do not pay director compensation to directors who are also employees. All non-employee directors are paid a director's fee. Our board of directors may award special remuneration to any director undertaking any special services on our behalf other than services ordinarily required of a director. Directors are entitled to participate in, and have been issued options under, our Stock Plan. We also reimburse directors for any actual expenses incurred to attend meetings of the Board.

On August 26, 2010, the Company appointed Messrs. David Jenkins and Joseph Sierchio to the Board of Directors in order to fill the vacancies created by the resignations of Messrs. Jeet Sidhu and Christian Hudson, at the time we agreed to pay Messrs. Jenkins and Sierchio a monthly fee of $2,000 each for their services.

The following table reports all compensation we paid to non-employee directors during the last three fiscal years.

Name		Fees earned or paid in cash (1)	Stock awards Aggregate Grant Date Fair Value	Option awards Aggregate Grant Date Fair Value	Non-equity incentive plan compensation	Nonqualified Deferred compensation earnings	All other compensation (2)	Total
David Jenkins	2012	Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil
	2011	24,000	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ 24,000
	2010	10,000	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ 10,000
Joseph Sierchio	2012	Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil
	2011	24,000	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ 24,000
	2010	10,000	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ 10,000
Jeet Sidhu	2012	Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil
	2011	Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil
	2010	Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ (12,045)	$ (12,045)
Christian Hudson	2012	Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil
	2011	Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil
	2010	Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ (12,044)	$ (12,044)

(1) The amounts in this column represent the monthly compensation. Mr. Sidhu resigned August 26, 2010 and Mr. Jenkins and Sierchio were appointed on August 26, 2010.

(2) The amounts in this column represent stock-based compensation expense granted to Mr. Sidhu and Mr. Hudson (50,000 stock options each) for stock options granted on September 12, 2008. The exercise price per share is $1.00; the options vest at the rate of 10,000 per annum in arrears commencing September 12, 2009. For the years ended December 31, 2010 and 2009, we recorded ($24,091) and $29,640, respectively, as stock compensation expense (benefit) related to options granted to these non-employee directors The options terminated upon Mr. Hudson's and Mr. Sidhu's resignation on August 26, 2010.

Item 11. Executive Compensation

The responsibility for establishing, administering and interpreting our policies governing the compensation and benefits for our executive officers lies with our Board of Directors. In administering their responsibilities for determining executive compensation, the Board has not retained the services of any compensation consultants.

The goals of our executive compensation program are to attract, motivate and retain individuals with the skills and qualities necessary to support and develop our business within the framework of our small size and available resources. In 2012, we designed our executive compensation program to achieve the following objectives:

- attract and retain executives experienced in developing and delivering products such as our own;
- motivate and reward executives whose experience and skills are critical to our success;
- reward performance; and
- align the interests of our executive officers and stockholders by motivating executive officers to increase stockholder value.

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The following table and descriptive materials set forth information concerning compensation earned for services rendered to the Company by: the President; the Chief Executive Officer ("CEO"); the Chief Financial Officer ("CFO"); and the three other most highly-compensated executive officers other than the CEO and CFO who were serving as executive officers of the Company during the last three fiscal years ("Named Executive Officers").

Name and principal position (a)	Year December 31, (b)	Salary/ consulting fee ($) (c)	Bonus ($) (d)	Stock awards ($) (e)	Option awards ($) (f)	Non-equity incentive plan compensation ($) (g)	Non-qualified deferred compensation earnings ($) (h)	All other compensation ($) (i)	Total ($) (j)
Antonino	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Cacace (1)	2011	94,000	Nil	Nil	Nil	Nil	Nil	Nil	94,000
President, CEO and Director	2010	15,000	Nil	Nil	Nil	Nil	Nil	Nil	15,000
Derek Cooper	2012	16,691	Nil	Nil	Nil	Nil	Nil	Nil	16,691
(2)	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
President, CEO and Director	2010	20,000	Nil	Nil	Nil	Nil	Nil	(12,047)	7,953
Joseph	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sierchio (3)	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Acting Interim President, Chief Executive Officer, and Director	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Management consulting fee represents fees we paid to our President, CEO, and CFO. Effective August 27, 2010, Mr. Cacace's annual salary to serve as a member of our Board of Directors and to serve as our President and CEO and CFO was $36,000 annually, payable in monthly installments of approximately $3,000. There was no written agreement between us and Mr. Cacace regarding this arrangement. On January 12, 2012, Mr. Cacace resigned from his positions with the Company. On January 12, 2012, Mr. Derek Cooper was appointed as our President, CEO, CFO and Director of the Company.

(2) On August 27, 2010, Mr. Cooper resigned from this positions with the Company. At the time of his separation, certain of Mr. Cooper's outstanding stock options were fully vested and exercisable. The unvested stock options were immediately cancelled and the stock compensation expense of $16,710 that we had recognized in relation to these unvested options was reversed to general and administrative expenses. For the years ended December 31, 2010 and 2009, we incurred ($12,047) and $14,474, respectively, as stock compensation expense (benefit) related to options granted to Mr. Cooper. On January 12, 2012, Mr. Cooper was appointed as our President, CEO, CFO and Director of the Company and on June 18, 2012, Mr. Cooper resigned from his positions with the Company.

(3) On June 19, 2012, Mr. Joseph Sierchio was appointed as our Acting Interim President and CEO; he has served as a Director of the Company since August 26, 2010. Mr. Sierchio is not compensated for his service to the Company, but

we retain Sierchio & Company, LLP, a law firm of which Mr. Sierchio is the managing partner, to provide us with legal services. For information regarding fees paid to Sierchio & Company, LLP, please refer to “Item 13. Certain Relationships and Related Transactions, and Director Independence,” below.

We maintain an “at-will” employment agreement with Ms. Bien, our CFO, pursuant to which she is paid a monthly salary of $2,400. Our entire Board of Directors sets the current year compensation levels of each of the above named Executive Officers.

Options/SAR Grants Table

During the years ended December 31, 2012 and 2011, stock-based compensation expense (benefit) of $0 was recognized as general and administrative expenses. As of December 31, 2012 and 2011, the Company had no unrecognized compensation cost related to unvested stock options as there were no stock options outstanding.

The Company does not repurchase shares to fulfill the requirements of options that are exercised. Further, the Company issues new shares when options are exercised

Aggregated Option/SAR Exercises and Fiscal Year-End Option/SAR Value Table

At December 31, 2012 we had 0 (2011 – 0) stock purchase options outstanding.

At no time during the last completed fiscal year did we, while a reporting company pursuant to Section 13(a) of 15(d) of the Exchange Act, adjust or amend the exercise price of the stock options or SARs previously awarded to any of the named executive officers, whether through amendment, cancellation or replacement grants, or any other means.

Long-Term Incentive Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers, except that our directors and executive officers may receive stock options at the discretion of our board of directors. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of our board of directors.

We have no plans or arrangements in respect of remuneration received or that may be received by our executive officers to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control, where the value of such compensation exceeds $60,000 per executive officer.

Employment Contracts

We maintain an “at-will” employment agreement with Ms. Bien, our CFO. Our entire Board of Directors sets the current year compensation levels of each of the above named Executive Officers.

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. Our directors and executive officers may receive stock options at the discretion of our board of directors. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of our board of directors.

We have no plans or arrangements in respect of remuneration received or that may be received by our executive officers to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control, where the value of such compensation exceeds $60,000 per executive officer.

Change of Control Agreements

There are no understandings or agreements known by management at this time which would result in a change in control.

We do not have any change-of-control or severance agreements with any of its executive officers or directors. In the event of the termination of employment of the Named Executive Officers any and all unexercised stock options shall expire and no longer be exercisable after a specified time following the date of the termination.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholders Matters

The following table sets forth information with respect to the beneficial ownership of our common stock as of March 25, 2013, by each person (or group of affiliated persons) who is known by us to beneficially own 5% or more of our common stock; our directors; our named executive officers; and our directors and executive officers as a group. As at March 25, 2013, 63,075,122 shares of our common stock were issued and outstanding.

The percentages of common stock beneficially owned are reported on the basis of regulations of the Securities and Exchange Commission governing the determination of beneficial ownership of securities. Under the rules of the Securities and Exchange Commission, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of the security, or investment power, which includes the power to dispose of or to direct the disposition of the security. Except as indicated in the footnotes to this table, each beneficial owner named in the table below has sole voting and sole investment power with respect to all shares beneficially owned and each person's address is c/o our principal office address (unless otherwise indicated) at 430 Park Avenue, Suite 702, New York, NY 10022.

Name of Beneficial Owner	Common Stock Beneficially Owned	Percentage of Common Stock	
Kalen Capital Corporation (1) 1628 West 1st Avenue, Suite 216 Vancouver, BC V6J 1G1	29,264,800	46.4	%
Joseph Sierchio	500,000	*	
Janet Bien	-Nil-	*	
All directors and executive officers as a group (two persons)	500,000	*	%

* Less than 1%.

(1) Kalen Capital Corporation is a private corporation, the sole shareholder of which is Harmel S. Rayat; Mr. Rayat was our former Chief Executive Officer, Chief Financial Officer, Secretary and director. Mr. Rayat resigned from his positions with us on September 12, 2008.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Our proposed business raises potential conflicts of interests between certain of our officers and directors and us. Certain of our directors are directors of other mineral resource companies and, to the extent that such other companies may participate in ventures in which we may participate, our directors may have a conflict of interest in negotiating and concluding terms regarding the extent of such participation. In the event that such a conflict of interest arises at a meeting of our directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases, we will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, involvement in a greater number of programs and reduction of the financial exposure with respect to any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment.

In determining whether we will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to us, the degree of risk to which we may be exposed and its financial position at that time. Other than as indicated, we have no other procedures or mechanisms to deal with conflicts of interest. We are not aware of the existence of any conflict of interest as described herein.

Transactions with Related Persons

Other than as disclosed below, during the fiscal years ended December 31, 2012 and 2011, none of our current directors, officers or principal shareholders, nor any family member of the foregoing, nor, to the best of our information and belief, any of our former directors, senior officers or principal shareholders, nor any family member of such former directors, officers or principal shareholders, has or had any material interest, direct or indirect, in any transaction, or in any proposed transaction which has materially affected or will materially affect us.

There have been no transactions or proposed transactions with officers and directors during the last two years to which we are a party except as follows:

During the year ended December 31, 2012, management consulting fees of $31,091 (2011 - $97,000) were paid or are due to officers of the Company. The transactions were recorded at the exchange amount, being the value established and agreed to by the related parties.

During the year ended December 31, 2012, directors fees of $nil (2011 - $48,000) were paid to non-officer directors of the Company. The transactions were recorded at the exchange amount, being the value established and agreed to by the related parties.

During the year ended December 31, 2012, legal fees of $67,090 (2011 - $47,312) were paid or are due to our attorney, Mr. Sierchio, who was appointed to our board effective August 26, 2010 and as our Acting Interim President and Chief Executive Officer on June 19, 2012.

Item 14. Principal Accounting Fees and Services

The firm of Peterson Sullivan, LLP currently serves as the Company's independent registered public accounting firm. The Board of Directors of the Company, in its discretion, may direct the appointment of different public accountants at any time during the year, if the Board believes that a change would be in the best interests of the stockholders. The Board of Directors has considered the audit fees, audit-related fees, tax fees and other fees paid to our accountants, as disclosed below, and had determined that the payment of such fees is compatible with maintaining the independence of the accountants.

Audit Fees:

The aggregate fees billed and expected to be billed for professional services by Peterson Sullivan LLP for the audit of our annual consolidated financial statements and review of consolidated financial statements included in our Form 10-Q (17 CFR 249.308b) or services that were normally provided by the accountant in connection with statutory and regulatory filings or engagements for the 2012 fiscal year are $26,171 (2011 - $26,247).

Audit-Related Fees:

The aggregate fees billed to us for assurance and related services by Peterson Sullivan LLP that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under audit fees for fiscal 2012 were $0 (2011 - $0).

Tax Fees:

The aggregate fees billed to us for professional services by Peterson Sullivan LLP for tax compliance for fiscal 2012 were $1,888 (2011 - $2,403).

All Other Fees:

The aggregate fees billed to us for products and services provided by Peterson Sullivan LLP, other than reported under Audit Fees, Audit-Related Fees and Tax Fees for fiscal 2012 were $0 (2011 - $0).

The Board of Directors feels that the services rendered by Peterson Sullivan LLP were compatible with maintaining the principal accountant's independence.

PART IV

Item 15. Exhibits, Financial Statement Schedules

The following documents are filed as a part of this Form 10-K:

1. Financial Statements

The following financial statements are included in Part II, Item 8 of this Form 10-K:

- Report of Independent Registered Public Accounting Firm
- Balance Sheets as of December 31, 2012 and 2011
- Statements of Operations for the years ended December 31, 2012 and 2011
- Statements of Stockholders’ Equity for the years ended December 31, 2012 and 2011
- Statements of Cash Flows for the years ended December 31, 2012 and 2011
- Notes to Financial Statements

2. Financial Statement Schedules

Financial statement schedules are omitted because they are not required or are not applicable, or the required information is provided in the consolidated financial statements or notes described in Item 15(a)(1) above.

3. Exhibits

The Exhibits listed in the Exhibit Index, which appears immediately following the signature page, are incorporated herein by reference, and are filed as part of this Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Janus Resources, Inc.

By:	/s/ Janet Bien
Name:	Janet Bien
Title	Chief Financial Officer, Principal Financial Officer, Principal Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in capacities and on the dates indicated.

Signature	Title	Date
/s/ Joseph Sierchio Joseph Sierchio	Acting Interim President, Chief Executive Officer, Principal Executive Officer and Director	April 1, 2013
/s/ Janet Bien Janet Bien	Chief Financial Officer, Principal Financial Officer, Principal Accounting Officer	April 1, 2013

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Exhibit Index

Exhibit No.	Description of Exhibit
3.1-1	Articles of Incorporation, as amended, of the Company, incorporated by reference and included in the Company's Registration Statement on Form 10-SB 12g file on May 11, 1999, SEC file number 000-30156-99616992.
3.1-2	Articles of Incorporation, as amended, of the Company incorporated by reference and included in the Company's Form 8-K file on January 10, 2011, SEC file number 000-30156-11520181.
3.2	By-laws of the Company incorporated by reference and included in the Company's Registration Statement on Form 10-SB 12g file on May 11, 1999, SEC file number 000-30156-99616992.
10.1	Subscription Agreement, Series A Warrant Agreement, Series B Warrant Agreement, and Registration Rights Agreement for 6,450,000 unit private placement on July 28, 2008, incorporated by reference and included in the Company's Form 8-K file on August 1, 2008, SEC file number 000-30156-08984771.
10.2	Participation Agreement dated September 9, 2008 with respect to the Stahl #1Well located Fayette County, Texas, incorporated by reference and included in the Company's Form 8-K file on October 24, 2008, SEC file number 000-30156-081140820.
10.3	Participation Agreement dated September 9, 2008 with respect to the Onnie Ray #1 Well located Lee County, Texas, incorporated by reference and included in the Company's Form 8-K file on October 24, 2008, SEC file number 000-30156-081140820.
10.4	Participation Agreement dated September 9, 2008 with respect to the Haile #1Well located Frio. County, Texas, incorporated by reference and included in the Company's Form 8-K file on October 24, 2008, SEC file number 000-30156-081140820.
10.5	At-Will Executive Services Agreement dated June 27, 2012 between Janet Bien and Janus Resources, Inc., SEC file number 000-30156-1294428.
14.1	Code of Ethics, incorporated by reference and included in the Company's Form 10-K file on April 15, 2009, SEC file number 000-30156-09750383.

31.1*	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a).*
32.1*	Certification by the Chief Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed here within.

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Janus Resources, Inc.

By:	/s/ Janet Bien
Name:	Janet Bien
Title	Chief Financial Officer, Principal Financial Officer, Principal Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in capacities and on the dates indicated.

Signature	Title	Date
/s/ Joseph Sierchio Joseph Sierchio	Acting Interim President, Chief Executive Officer, Principal Executive Officer and Director	April 1, 2013
/s/ Janet Bien Janet Bien	Chief Financial Officer, Principal Financial Officer, Principal Accounting Officer	April 1, 2013

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