

FORM 14

**INFORMATION REQUIRED IN PROSPECTUS OF
A NATURAL RESOURCE ISSUER**

(incorporating amendments of September 30, 2003¹)

ITEM 1 - Distribution Spread:

The information called for by the following Table shall be given, in substantially the tabular form indicated, on the cover page of the prospectus as to all securities being offered for cash.

TABLE

	Price to Public	Underwriting discounts, commissions, or mark-ups	Proceeds to issuer or selling security holder
Per unit			
Total			

INSTRUCTIONS:

1 Only commissions paid or payable in cash or discounts granted by the issuer or selling security holder and mark-ups by whomever paid are to be included in the Table. Commissions or other consideration paid or payable in cash or otherwise by other persons or companies and consideration other than discounts granted and other than cash paid or payable by the issuer or selling security holder, except mark-ups, shall be set out following the Table with a reference thereto in the second column of the Table. Any finder's fee or similar payments shall be appropriately disclosed.

2 If debt securities are offered, the price per unit to the public, the underwriting discounts and commissions and the proceeds to the natural resource issuer shall, except with the consent of the Executive Director, be expressed as a percentage.

3 The Table should set out separately those securities that are underwritten, those under option and those to be sold on a "best efforts" basis.

¹ See "Amendment to ASC Form 14" made effective September 30, 2003.

4 *If the presentation of information in the Table results in unnecessary complication, the tabular form may, with the consent of the Executive Director, be varied.*

5 *If it is impracticable to state the offering price, the method by which it is to be determined shall be explained. In addition, if the securities are to be offered at the market, indicate the market involved and the market price as of the latest practicable date.*

6 *If any of the securities offered are to be offered for the account of existing security holders, refer on the cover page of the prospectus to the information called by Instruction 4 to Item 26. State the portion of the expenses of distribution to be borne by the selling security holder. State that the securities of the selling security holder will not be sold until distribution of the issuer's securities is completed.*

7 *If debt securities are to be offered at a premium or a discount, state in bold face type the effective yield if held to maturity.*

8 *Disclosure in a prospectus must be consistent with National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities if the issuer is engaged in oil and gas activities (as defined in National Instrument 51-101) and:*

- (a) *has filed or is required to have filed (or has included or is required to have included in another filed document) audited annual financial statements for a financial year that ends on or after December 31, 2003;*
- (b) *has, prior to the date on which it is required to have filed audited financial statements for a financial year that ends on or after December 31, 2003, filed or is required to have filed (or has included or is required to have included in another filed document) the statement referred to in Item 1 of section 2.1 of National Instrument 51-101;*
- (c) *is filing a preliminary prospectus or prospectus:*
 - (i) *that includes or is required to include audited financial statements for a financial year ended on or after December 31, 2003;*
 - (ii) *after March 30, 2004 for an initial public offering of securities, and the prospectus includes financial statements for a financial year or interim period that ends on or after December 31, 2003; or*
 - (iii) *after December 31, 2003 and during the issuer's first financial year, and the prospectus includes financial statements for an interim period that ends on or after December 31, 2003; or*
- (d) *indicates in the prospectus that information disclosed therein is presented in accordance with National Instrument 51-101.*

as amended Sept. 30, 2003

ITEM 2 - Plan of Distribution:

- (1) If the securities being offered are to be sold through underwriters,
 - (a) give the names in full and addresses in full of the underwriters,
 - (b) state briefly the nature of the underwriters' obligation to take up and pay for the securities, and
 - (c) indicate the date by which the underwriters are to purchase the securities.
- (2) Furnish the following information, if possible in tabular form:
 - (a) rights under option and underwriting agreements to purchase securities from the issuer or any of its subsidiaries that
 - (i) are outstanding as of a specified date within 30 days prior to the date of the preliminary prospectus or pro forma prospectus, or
 - (ii) are proposed to be given;
 - (b) particulars of sub-option and sub-underwriting agreements outstanding or proposed to be given;
 - (c) particulars of any assignments or proposed assignments of any of the agreements referred to in this subsection.
- (3) State briefly the discounts, commissions and mark-ups to be allowed or paid to registrants, if not disclosed in Item 1, including all cash, securities, contracts or other consideration to be received by any registrant in connection with the sale of the securities.
- (4) Outline briefly the plan of distribution of any securities being offered that are to be offered otherwise than through underwriters and if there is a “best efforts” offering, indicate, where practicable, on the cover page
 - (a) the minimum amount, if any, required to be raised,
 - (b) the maximum amount that could be raised, and
 - (c) the latest date that the offering is to remain open.

INSTRUCTIONS:

1 All that is required as to the nature of the underwriters' obligation is whether the underwriters are or will be committed to take up and pay for all of the securities if any are taken up, or whether the offering is merely an agency or “best efforts” arrangement under which the underwriters are required to take up and pay for only those securities as they may sell.

2 Describe the options, stating the material provisions including:

- (a) the designation and number of the securities called for by the options,
- (b) the purchase prices of the securities called for and the expiration dates of the options, and
- (c) the market value of the securities called for by the options as of the latest practicable date.

3 If an underwriting is subject to a “market out” clause, a statement in the prospectus under Plan of Distribution should be made with respect to the “market out” clause.

A sample paragraph is as follows:

Plan of Distribution

“Under an agreement dated _____ 20____ between the company and _____ as underwriter, the company has agreed to sell and the underwriter has agreed to purchase on _____ 20_____ the _____ at a price of \$_____ payable in cash to the company against delivery. The obligations of the underwriter under the agreement may be terminated at its discretion on the basis of its assessment of the state of the financial markets and may also be terminated on the occurrence of certain stated events. The underwriter is, however, obligated to take up and pay for all of the _____ if any of the _____ are purchased under the agreement.”

ITEM 3 - Market for Securities:

(1) If no bona fide market exists or will exist after the distribution, state in bold face type on the cover page:

There is no market through which these securities may be sold.

(2) Disclose how the offering price to the public was established, whether by negotiation with the underwriter, arbitrarily by the issuer or otherwise.

ITEM 4 - Summary of Prospectus:

Give a synopsis near the beginning of the prospectus of that information in the body of the prospectus that would be most likely to influence an investor's decision to purchase the security.

INSTRUCTIONS:

1 This summary should highlight in condensed form the information, both favourable and adverse, including risk factors in Item 10, particularly pertinent to a decision to purchase the securities offered, including information about the issuer and the securities.

2 Appropriate cross references may be made to items in the prospectus if information is difficult to summarize accurately, but this shall not detract from the necessity to have the salient points summarized in the summary.

ITEM 5 - Use of Proceeds to Issuer:

(1) State

- (a) the estimated net proceeds to be derived by the issuer from the sale of the securities to be offered,
- (b) the principal purposes for which the net proceeds are intended to be used, and
- (c) the approximate amount intended to be used for each purpose.

(2) State the particulars of any provisions or arrangements made for holding any part of the net proceeds of the issue in trust or subject to the fulfilment of any conditions.

INSTRUCTIONS:

1 Statements as to the principal purposes to which the proceeds are to be applied are to be reasonably specific although details of the particulars of proposed expenditures are not to be given except as otherwise required hereunder. The phrase “for general corporate purposes” is, in most cases, not sufficient. Specify whether unallocated funds will be placed in a trust or escrow account, invested or added to the working capital of the issuer. Give details of the arrangements made for, and the persons responsible for the supervision of the trust or escrow account or the investments of unallocated funds and the investment policy to be followed. If unallocated funds are to be added to working capital, indicate the reason for doing so.

2 Include a statement regarding the proposed use of the actual proceeds if they should prove insufficient to accomplish all of the purposes set out and the order of priority in which they will be applied. However, the statement need not be made if the underwriting arrangements are such that, if any securities are sold, it can be reasonably expected that the actual proceeds of the issue will not be substantially less than the estimated aggregate proceeds to the issuer as shown under Item 1.

3 If any material amounts of other funds are to be used in conjunction with the proceeds, state the amounts and sources of the other funds. If any material part of the proceeds is to be used to reduce or retire indebtedness, disclose how the proceeds from that indebtedness, were expended if the indebtedness was incurred within the 2 preceding years.

4 If any material amount of the proceeds is to be used directly or indirectly to acquire assets, otherwise than in the ordinary course of business, briefly describe the assets and, if known, the particulars of the purchase price paid for the respective categories of assets (including intangible assets) being acquired and, where practicable and meaningful, give the name of the person or company from whom the assets are to be acquired. State the cost of the assets to the issuer and the principle followed in determining the cost. State briefly the nature of the title to or interest in the assets to be acquired by the issuer. If any part of the consideration for the acquisition of any of the assets consists of securities of the issuer, give brief particulars of the designation, number or amount, voting rights, if any, and other appropriate information relating to the class of securities, including particulars of any allotment or issuance of any of those securities within the 2 preceding years.

ITEM 6 - Sales Otherwise than for Cash:

If any of the securities being offered are to be offered otherwise than for cash, state briefly

- (a) the general purposes of the issue,
- (b) the basis on which the securities are to be offered,
- (c) the amount of compensation paid or payable to any person or company, and
- (d) any other expenses of distribution, and by whom they are to be borne.

INSTRUCTION:

If the offer is to be made pursuant to a plan of acquisition, describe briefly the general effect of the plan and state when it became or is to become operative.

ITEM 7 - Share and Loan Capital Structure:

Furnish in substantially the tabular form indicated or, if appropriate, in notes thereto,

- (a) particulars of the share and loan capital of the issuer,
- (b) particulars of the loan capital of each subsidiary of the issuer (other than loan capital owned by the issuer or its wholly-owned subsidiaries) whose financial statements are contained in the prospectus on either a consolidated or individual basis,
- (c) the aggregate amount of the minority interest in the preference shares, if any, and the aggregate amount of the minority interest in the common shares and surplus of all subsidiaries whose financial statements are contained in the prospectus on a consolidated basis, and

- (d) the aggregate amount of the minority interest in the preference shares, if any, and the aggregate amount of the minority interest in the common shares and surplus of all subsidiaries whose financial statements are contained in the prospectus on an individual basis and not included in the consolidated financial statements.

TABLE

Column 1	Column 2	Column 3	Column 4	Column 5
Designation of Security	Amount authorized or to be authorized	Amount outstanding as of the date of the most recent balance sheet contained in the prospectus	Amount outstanding as of a specific date within 30 days	Amount to be outstanding if all securities being issued are sold

INSTRUCTIONS:

- 1 *Include all indebtedness for borrowed money as to which a written understanding exists that the indebtedness may extend beyond 1 year. Do not include indebtedness classified as current liabilities unless secured.*
- 2 *Include in the table the amount of obligations under financial leases capitalized in accordance with generally accepted accounting principles. Set out in a note to the table a cross reference to any note in the financial statements containing information concerning the extent of obligations arising by virtue of other leases on real property.*
- 3 *Individual items of indebtedness that are not in excess of 3% of total assets as shown in the balance sheet referred to in Column 3 of the Table may be set out in a single aggregate amount under an appropriate caption such as "Sundry Indebtedness".*
- 4 *Where practicable, state in general terms the respective priorities of the indebtedness shown in the Table.*
- 5 *Give particulars of the amount, general description of, and security for, any substantial indebtedness proposed to be created or assumed by the issuer or its subsidiaries, other than indebtedness offered by the prospectus.*
- 6 *Set out in a note the amount of contributed surplus and retained earnings or deficit as of the date of the most recent balance sheet contained in the prospectus.*
- 7 *Set out in a note the number of shares subject to rights, options and warrants.*
- 8 *No information need be given under Column 2 of the Table with respect to the common and preference shares of subsidiaries.*

9 For the purposes of Column 3 of the Table, in computing the amount of the minority interest in the subsidiaries whose financial statements are contained in the prospectus on an individual basis, and not included in the consolidated financial statements, the computation may be based on the financial statements of each subsidiary contained in the prospectus.

10 In computing the minority interest in the subsidiaries for the purposes of Column 4 of the Table, the amount set out in Column 3 of the Table may be used provided that appropriate adjustment is made to the amount to reflect any change in the percentage of ownership in the capital and surplus of any subsidiary by the minority interest.

11 The 30-day period referred to in Column 4 of the Table is to be calculated within 30 days of the date of the preliminary prospectus or pro forma prospectus. Where more than 30 days have elapsed from the date of the preliminary or pro forma prospectus, the information included in the prospectus shall, if feasible, be updated to a date within 30 days of the prospectus.

12 The information to be set out in Column 5 of the Table may be based on the information contained in Column 4 of the Table, adjusted to take into account any amounts set out in that Column 4 to be retired out of the proceeds of the issue.

ITEM 8 - Name and Incorporation of Issuer:

- (1) State the full name of the issuer and the address of its head office and principal office.
- (2) State the laws under which the issuer was formed and whether incorporated by articles of association or otherwise and the date the issuer came into existence.
- (3) If material, state whether the articles of incorporation or other documents have been amended.

INSTRUCTIONS:

1 Particulars of the documents need be set out only if material to the securities offered by the prospectus. See Item 17.

2 If the issuer is not a company, give material details of its form of organization and structure.

ITEM 9 - Description of Business and Property of Issuer:

- (1) Briefly describe the business carried on and intended to be carried on by the issuer and its subsidiaries and the general development of the business within the 5 preceding years.
- (2) In the case of an issuer, other than an oil and gas issuer, furnish the following information as to each of the properties, mines, and plants presently owned, leased, held under option or operated, or presently intended to be owned, leased, held under option or operated by the issuer or its subsidiaries:

- (a) the location of, size of and means of access to the property;
- (b) a brief description of the title, claim or lease under which the issuer or subsidiary has or will have the right to hold or operate the property, indicating any conditions which the issuer or subsidiary must meet in order to obtain or retain the property;
- (c) the names and addresses
 - (i) of all vendors of property purchased within the 3 years immediately preceding the date of the preliminary prospectus or the date of the pro forma prospectus, or intended to be purchased, by the issuer or subsidiary, showing
 - (A) the consideration paid or intended to be paid to each vendor,
 - (B) a description of the property acquired or to be acquired from each vendor,
 - (C) if any of those vendors is or was an insider or promoter of the issuer or an associate or affiliate of any insider or promoter of the issuer, so indicate,

and

 - (ii) in full of every person or company who has received within the 3 years immediately preceding the date of the preliminary prospectus, or pro forma prospectus, or is to receive from any vendor a greater than 5% interest in the shares or other consideration received or to be received by the vendor;
- (d) a brief history of previous prospecting, exploration, development and operations, including the names of previous operators, insofar as known;
- (e) a brief description of the character, extent and condition
 - (i) of any underground exploration and development and any underground plant and equipment, and, if none, so state, and
 - (ii) of any surface exploration and development and any surface plant and equipment, and, if none, so state.
- (f) a brief description of the mineral deposits on the property and their dimensions, including the identity of their principal metallic or other constituents, insofar as known and if the work done has established the existence of reserves of proven, probable or possible ore, state
 - (i) the estimated tonnage and grade of each class of ore reserves, and

- (ii) the name of the person making the estimates and the nature of his relationship to the issuer.
- (g) describe
 - (i) the work already done by the issuer under its present management on the property, and
 - (ii) the issuer's or subsidiary's proposed programme of exploration or development of the property,

and if the property is without a known body of commercial ore and the proposed programme is an exploratory search for ore, a statement to that effect shall be made.

(3) In the case of an oil or gas issuer, unless subclause (4) applies, furnish the following information as to the important oil and gas properties, plants, facilities and installations and other important properties presently owned, leased or held under option, or presently intended to be owned, leased or held under option by the issuer or its subsidiaries: as amended Sept. 30, 2003

- (a) the location, by fields, if possible, of all producing wells and all non-unitized wells capable of producing in which the issuer or its subsidiaries have an interest, indicating
 - (i) the total number of wells in each field or other area, and
 - (ii) the interest of the issuer and its subsidiaries therein expressed in terms of net wells, distinguishing separately oil wells and gas wells;
- (b) with respect to interests in properties on which no producing wells have been drilled,
 - (i) the gross acreage in which the issuer or its subsidiaries have an interest,
 - (ii) the interest of the issuer and its subsidiaries therein expressed in terms of net leasable acreage, and
 - (iii) the location of the acreage by geographical area;
- (c) if exploration or development work is contemplated to be carried out so state and give the general nature and the proposed extent thereof;
- (d) to the extent that properties are not unitized and are capable of but are not producing, indicate the proximity of the properties to pipe lines or other means of transportation;
- (e) the quantity and type of proved reserves, proved producing reserves, proved non-producing reserves and probable additional reserves, of crude oil, natural gas and

natural gas liquids of the issuer and its subsidiaries together with particulars as to the accessibility of those reserves to gathering systems;

- (f) the net crude oil, natural gas liquids and natural gas production of the issuer and its subsidiaries, including the interest of the issuer and its subsidiaries in the crude oil, natural gas liquids and natural gas production of any other person or company,
 - (i) for each of the last 5 completed financial years preceding the date of the preliminary prospectus or pro forma prospectus, and
 - (ii) for the current year as at a date not more than 4 months prior to the date of the preliminary prospectus or pro forma prospectus;
- (g) the number of wells the issuer or its subsidiaries have drilled or have participated in the drilling of
 - (i) for each of the last 5 completed financial years preceding the date of the preliminary prospectus or pro forma prospectus, and
 - (ii) for the current year as at a date not more than 4 months prior to the date of the preliminary prospectus or pro forma prospectus;
- (h) the number of wells referred to in clause (g) completed as oil producing wells, gas producing wells and as dry holes;
- (i) the amount expended by the issuer and its subsidiaries on drilling and exploration activities during the 5 completed financial years and that portion of the current year referred to in clause (g);
- (j) if any properties of the issuer or its subsidiaries were acquired within the 3 years immediately preceding the date of the preliminary prospectus or pro forma prospectus or are intended to be acquired by the issuer or a subsidiary from an insider or promoter of the issuer or an associate or affiliate of any insider or promoter,
 - (i) state the name and address of each transferor, the relationship of each transferor to the issuer or its subsidiaries and the consideration paid or intended to be paid to each transferor, and
 - (ii) state the names and addresses of every person or company who has received or is to receive greater than 5% interest in the consideration received or to be received by any transferor referred to in subclause (i).

(4) This subclause applies if the issuer is engaged in oil and gas activities (as defined in National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*) and:

- (a) has filed or is required to have filed (or has included or is required to have included in another filed document) audited annual financial statements for a financial year that ends on or after December 31, 2003;
- (b) has, prior to the date on which it is required to file audited financial statements for a financial year that ends on or after December 31, 2003, filed (or included in another filed document) the statement referred to in Item 1 of section 2.1 of National Instrument 51-101;
- (c) is filing the prospectus :
 - (i) including audited financial statements for a financial year ended on or after December 31, 2003;
 - (ii) after March 30, 2004 for an initial public offering of securities, and the prospectus includes financial statements for a financial year or interim period that ends on or after December 31, 2003; or
 - (iii) after December 31, 2003 and during the issuer's first financial year, and the prospectus includes financial statements for an interim period that ends on or after December 31, 2003; or
- (d) indicates in the prospectus that information disclosed therein is presented in accordance with National Instrument 51-101.

1. Reserves Data and Other Information

- (a) Disclose the information prescribed by Form 51-101F1 *Statement of Reserves Data and Other Oil and Gas Information*:
 - (i) as at the end of, and for, the most recent financial year for which the prospectus includes an audited balance sheet of the issuer; or
 - (ii) in the absence of a completed financial year referred to in clause (i), as at the most recent date for which the prospectus includes an audited balance sheet of the issuer, and for the greatest portion of the financial year that includes the date of that balance sheet and for which the prospectus includes an audited income statement of the issuer.
- (b) To the extent not reflected in the information disclosed in response to paragraph (a), disclose the information contemplated by Part 6 of National Instrument 51-101, in respect of material changes that occurred after the applicable balance sheet date referred to in paragraph (a).

- 2. Report of Qualified Reserves Evaluator or Auditor** – Include with the information disclosed under section 1 the report of one or more qualified reserves evaluators or qualified reserves auditors, referred to in Item 2 of section 2.1 of

National Instrument 51-101, on the reserves data included in the disclosure provided under paragraph 1(a).

- 3. Report of Management and Directors** – Include with the information disclosed under section 1 the report of management and directors, referred to in Item 3 of section 2.1 of National Instrument 51-101 relating to that information.

as amended Sept. 30, 2003

INSTRUCTIONS:

1 The description called for by subclause (1) of this Item shall not relate to the powers and objects specified in the incorporating instruments, but to the actual business carried on and intended to be carried on. Include the business of subsidiaries of the issuer only insofar as is necessary to understand the character and development of the business conducted by the combined enterprise.

2 In describing developments, information shall be given as to matters such as the following:

- (a) the nature and results of any bankruptcy, receivership or similar proceedings with respect to the issuer or any of its subsidiaries;*
- (b) the nature and results of any other material reorganization of the issuer or any of its subsidiaries;*
- (c) the acquisition or disposition of any material amount of assets otherwise than in the ordinary course of business;*
- (d) any material changes in the types of products produced or services rendered by the issuer or its subsidiaries;*
- (e) any material changes in the mode of conducting the business of the issuer or its subsidiaries.*

3 The information called for by subsection (2) of this Item shall be given only with respect to

- (a) major producing properties, and*
- (b) properties on which the proceeds of the issue are to be expended in whole or in part.*

Information with respect to other properties of the issuer and its subsidiaries shall be given in summary form.

4 The information required by subsection (2)(f) and (3)(e) of this Item may be given in reliance on the report relating to the property required to be filed with the Commission pursuant to section 90 of the Alberta Securities Commission Rules if a statement to such effect is made in the prospectus.

5 In giving the information required by subsection (3)(a) and (b) of this Item include the ownership interests as fee interests, leasehold interests, royalty interests, interests in reservations and all other types of ownership interests and variations thereof.

6 In giving the information required by subsection (3)(g) to (i) of this Item, do not include the amounts expended for payments made for and under leases or other similar interests, but state separately for the years and period referred to in subsection (3)(g) to (i) the amounts paid or payable for and under the leases or other similar interests.

7 The issuer may require the written consent of a qualified reserves evaluator or qualified reserves auditor to disclose information in this Form, pursuant to section 5.7 of National Instrument 51-101.

as amended Sept. 30, 2003

ITEM 10 - Risk Factors:

(1) If appropriate to a clear understanding by purchasers of the risk factors and speculative nature of the enterprise or the securities being offered, an introductory statement shall be made on the cover page or in the summary of the prospectus,

- (a) summarizing the factors that make the purchase of securities a risk or speculation, and
- (b) including such matters as the following:
 - (i) the pro forma dilution of the investment based on net tangible assets;
 - (ii) a comparison, in percentages of the securities being offered for cash and those issued or to be issued to promoters, directors, officers, substantial security holders as defined in section 184(1)(c) of the *Securities Act* and underwriters for cash, property and services;
 - (iii) whether there is little probability of profit on, and little or no probability of resale of, securities being offered;
 - (iv) whether or not the underwriter is obligated to buy back securities except to the extent that he may have oversold the offering and the buy-back price may be significantly lower than the original selling price.

(2) The information may be given in the body of the prospectus if an appropriate reference is made on the cover page or in the summary of the prospectus to the risks and the speculative or promotional nature of the enterprise and a cross reference is made to the place in the prospectus where the information is contained.

(3) If there is a risk that purchasers of the securities being offered may become liable to make an additional contribution beyond the price of the security, disclose any information or facts that may bear on the security holder's assessment of the risk associated with the investment.

ITEM 11 - Incorporation Within 1 Year - Preliminary Expenses:

If the issuer has not been formed for more than 1 year prior to the date of the most recent balance sheet contained in the prospectus, state the amount or estimated amount of preliminary expenses, showing administrative and development expenses separately, including the amount already expended and the estimated future expenditures in each case.

ITEM 12 - Acquisitions:

Briefly describe all material acquisitions and dispositions whether of shares or assets by the issuer and its subsidiaries during the past 2 years and, to the extent reasonably practicable, the impact of these acquisitions or dispositions on the operating results and financial position of the issuer.

ITEM 13 - Variations in Operating Results:

(1) Explain to the extent reasonably practicable the reasons for any substantial variations, both favourable and adverse, in the operating results of the issuer over the last 3 years.

(2) Notwithstanding subsection (1), the Executive Director may permit or require an explanation of these substantial variations over a longer period not to exceed 5 years.

INSTRUCTION:

The explanation should be in narrative form. However, if ratios are used to illustrate variations, a table may be used to supplement the narrative.

ITEM 14 - Asset and Earnings Coverage:

Disclose asset and earnings coverage in an appropriate and reasonable form if required by section 111 of the *Alberta Securities Commission Rules*.

ITEM 15 - Promoters:

If any person or company is or has been a promoter of the issuer or any of its subsidiaries within the 5 years immediately preceding the date of the preliminary prospectus or pro forma prospectus, furnish the following information:

- (a) state

- (i) the names of the promoters,
 - (ii) the nature and amount of anything of value (including money, property, contracts, options or rights of any kind) received or to be received by each promoter directly or indirectly from the issuer or from any of its subsidiaries, and
 - (iii) the nature and amount of any assets, services or other consideration therefor received or to be received by the issuer or any of its subsidiaries;
- (b) as to any assets acquired within the past 2 years or to be acquired by the issuer or by any of its subsidiaries from a promoter,
- (i) state the amount at which acquired or to be acquired and the principle followed or to be followed in determining the amount,
 - (ii) identify the person making the determination and state his relationship, if any, with the issuer, any subsidiary, or any promoter, and
 - (iii) state the date that the assets were acquired by the promoter and the cost thereof to the promoter.

ITEM 16 - Legal Proceedings:

Briefly

- (a) describe any legal proceedings material to the issuer to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject, and
- (b) make a similar statement as to any of those proceedings known to be contemplated.

INSTRUCTION:

Include the name of the court or agency, the date instituted, the principal parties thereto, the nature of the claim, the amount claimed, if any, whether the proceedings are being contested, and the present status of the proceedings.

ITEM 17 - Issuance of Shares:

(1) If shares are being offered, state the description or the designation of the class of shares offered and furnish all material attributes and characteristics including, without limiting the generality of the foregoing, the following information:

- (a) dividend rights;

- (b) voting rights;
- (c) liquidation or distribution rights;
- (d) pre-emptive rights;
- (e) conversion rights;
- (f) redemption, purchase for cancellation or surrender provisions;
- (g) sinking or purchase fund provisions;
- (h) liability to further calls or to assessment by the issuer;
- (i) provisions as to modifications, amendment or variation of any such rights or provisions.

(2) If the rights of holders of the shares may be modified otherwise than in accordance with the provisions attaching to the shares or the provisions of the governing Act relating thereto, so state and explain briefly.

INSTRUCTIONS:

1 This Item requires only a brief summary of the provisions that are material from an investment standpoint. Do not set out verbatim the provisions attaching to the shares, only a succinct resume is required.

2 If the rights attaching to the shares being offered are materially limited or qualified by the rights of any other class of securities, or if any other class of securities (other than obligations covered in Item 18) ranks ahead of or equally with the shares being offered, include information regarding the other securities that will enable purchasers to understand the rights attaching to the shares being offered. If any shares being offered are to be offered in exchange for other securities, an appropriate description of the other securities shall be given. No information need be given, however, as to any class of securities that is to be redeemed or otherwise retired, provided appropriate steps to assure redemption or retirement have been or will be taken prior to or contemporaneously with the delivery of the shares being offered.

3 In addition to the summary referred to in Instruction 1, the issuer may set out verbatim in a schedule to the prospectus the provisions attaching to the shares being offered.

ITEM 18 - Issuance of Obligations:

If obligations are being offered, give a brief summary of the material attributes and characteristics of the indebtedness and the security therefor including, without limiting the generality of the foregoing:

- (a) provisions with respect to interest rate, maturity, redemption or other retirement, sinking fund and conversion rights;
- (b) the nature and priority of any security for the obligations, briefly identifying the principal properties subject to lien or charge;
- (c) provisions
 - (i) permitting or restricting the issuance of additional securities, the incurring of additional indebtedness and other material negative covenants (including restrictions against payment of dividends, restrictions against giving security on the assets of the issuer or its subsidiaries and the like),

and
 - (ii) as to the release or substitution of assets securing the obligations, the modification of the terms of the security and similar matters;
- (d) the name of the trustee under any indenture relating to the obligations and the nature of any material relationship between the trustee and the issuer or any of its affiliates;
- (e) any financial arrangements between the issuer and any of its affiliates or among its affiliates that could affect the security for the indebtedness.

INSTRUCTION:

The instructions to Item 17 apply to this item with due alteration for points of detail.

ITEM 19 - Issuance of Other Securities:

- (1) If securities other than shares or obligations are being offered, outline briefly the rights evidenced thereby.
- (2) If subscription warrants or rights are being offered or issued, state
 - (a) the description and amount of securities covered thereby,
 - (b) the period during which, and the price at which, the warrants or rights are exercisable, and
 - (c) the principal terms and conditions by which they may be exercised.

INSTRUCTION:

The instructions to Item 17 apply to this Item with due alteration for points of detail.

ITEM 20 - Dividend Record:

State the amount of dividends or other distributions, if any, paid by the issuer during its last 5 completed financial years preceding the date of the preliminary prospectus or pro forma prospectus.

INSTRUCTION:

Dividends should be set out on a per share basis, and shown separately for each class of shares in respect of each of the financial years. Appropriate adjustments shall be made to reflect changes in capitalization during the period.

ITEM 21 - Directors and Officers:

List the names and home addresses in full or, alternatively, solely the municipality of residence or postal address, of all directors and officers of the issuer and indicate all positions and offices with the issuer held by each person named, and the principal occupations within the 5 preceding years of each director and officer.

INSTRUCTIONS:

- 1 If the municipality of residence or postal address is listed, the Executive Director may request that the home address in full be furnished to the Commission.*
- 2 If the principal occupation of a director or officer is that of an officer of a company other than the issuer, state the principal business in which the company is engaged.*
- 3 If a director or officer has held more than 1 position in the issuer, or a parent or subsidiary thereof, state only the first and last position held.*

ITEM 22 - Executive Compensation:

Disclose the information on executive compensation required by Form 40.

ITEM 23 - Indebtedness of Directors and Senior Officers:

In regard to

- (a) each director and each senior officer of the issuer,

- (b) each proposed nominee for election as a director of the issuer, and
- (c) each associate or affiliate of any such director, senior officer or proposed nominee,

who is or has been indebted to the issuer or its subsidiaries at any time since the beginning of the last completed financial year of the issuer, state in respect of the issuer and each subsidiary

- (d) the largest aggregate amount of indebtedness outstanding at any time during the last completed financial year,
- (e) the nature of the indebtedness and of the transaction in which it was incurred,
- (f) the amount thereof presently outstanding, and
- (g) the rate of interest paid or charged thereon,

but no disclosure need be made of routine indebtedness.

INSTRUCTIONS:

1 For the purpose of this Item, “routine indebtedness” means indebtedness described in any of the following clauses:

- (a) *if an issuer or its subsidiaries makes loans to employees generally whether or not in the ordinary course of business then these loans shall be considered to be routine indebtedness if made on terms, including those as to interest or collateral, no more favourable to the borrower than the terms on which loans are made by the issuer or its subsidiaries to employees generally, but the amount at any time remaining unpaid under these loans to any 1 director, senior officer or proposed nominee together with his associates or affiliates that are treated as routine indebtedness under this clause shall not exceed \$25 000;*
- (b) *whether or not the issuer or its subsidiaries makes loans in the ordinary course of business, a loan to a director or senior officer shall be considered to be routine indebtedness if*
 - (i) *the borrower is a full-time employee of the issuer or its subsidiaries,*
 - (ii) *the loan is fully secured against the residence of the borrower, and*
 - (iii) *the amount of the loan does not exceed the annual salary of the borrower;*
- (c) *if the issuer or its subsidiaries makes loans in the ordinary course of business, a loan shall be considered to be routine indebtedness if*

- (i) *made to a person or company other than a full-time employee of the issuer or its subsidiaries, and*
- (ii) *the loan*
 - (A) *is made on substantially the same terms, including those as to interest rate and collateral, as were available when the loan was made to other customers of the issuer or its subsidiaries with comparable credit ratings, and*
 - (B) *involves no more than usual risks of collectibility;*
- (d) *indebtedness arising by reason of purchases made on usual trade terms or of ordinary travel or expense advances or for similar reasons shall be considered to be routine indebtedness if the repayment arrangements are in accord with usual commercial practice.*

2 *State the name and home address in full, or alternatively, solely the municipality of residence or postal address of each person or company whose indebtedness is described.*

ITEM 24 - Options to Purchase Securities:

Furnish (in tabular form if possible) the information referred to in Instruction 1 as at a specified date not more than 30 days before the date of the preliminary prospectus or pro forma prospectus, as the case may be, and as at the date of the filing of the prospectus, as to options to purchase securities of the issuer or any of its subsidiaries that are held or proposed to be held,

- (a) by all executives officers as a group and all directors who are not also executive officers as a group, indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies, without naming them;
- (b) by all executive officers of all subsidiaries of the issuer as a group and all directors of those subsidiaries who are not also executive officers as a group, without naming them, excluding individuals referred to in clause (a);
- (c) by all other employees of the issuer as a group, without naming them;
- (d) by all other employees of the subsidiaries of the issuer as a group, without naming them;
- (e) by any other person or company, naming each person or company.

INSTRUCTIONS:

1 *Describe the options, stating the material provisions of each class or type of option including,*

- (a) *the designation and number of the securities under option;*
- (b) *the purchase price of the securities under option or the formula by which the purchase price will be determined, and the expiration dates of the options;*
- (c) *if reasonably ascertainable, the market value of the securities under option on the date of grant;*
- (d) *if reasonably ascertainable, the market value of the securities under option on the specified date.*

2 *For the purposes of this Item,*

- (a) *“executive officer” means*
 - (i) *the chairman and any vice-chairman of the board of directors of an issuer who performs the functions of the office on a full-time basis,*
 - (ii) *the president,*
 - (iii) *any vice-president in charge of a principal business unit such as sales, finance or production, and*
 - (iv) *any officer of the issuer or of a subsidiary who performs a policy-making function in respect of the issuer, whether or not the officer is also a director of the issuer or the subsidiary;*
- (b) *“options” includes all options, share purchase warrants or rights other than those shares issued on a pro rata basis, to all security holders of the same class resident in Canada and an extension of an option shall be deemed to be a granting of an option.*

3 *Options that are proposed to be held are those where there is an approval or understanding or commitment of the issuer or a subsidiary in respect of the granting of the options.*

4 *In the disclosure made under this Item 24, do not include options granted or proposed to be granted that are otherwise disclosed in Instruction 2 of Item 1, including options granted or to be granted to the underwriter in respect of the distribution under the prospectus.*

ITEM 25 - Escrowed Securities:

State as of a specified date within 30 days prior to the date of the preliminary prospectus or pro forma prospectus, in substantially the tabular form indicated, the number of securities of each class of securities of the issuer to the knowledge of the issuer held in escrow, disclosing the name

of the depositary, if any, the date of and the conditions governing the release of the securities from escrow:

TABLE

Column 1	Column 2	Column 3
Designation of class	Number of securities held in escrow	Percentage of class

ITEM 26 - Principal Holders of Securities:

Furnish the following information as of a specified date within 30 days prior to the date of the preliminary prospectus or pro forma prospectus, as the case may be, and as at the date of the filing of the prospectus, in substantially the tabular form indicated:

- (a) the number of securities of each class of voting securities of the issuer owned of record or beneficially, directly or indirectly, by each person or company who owns of record, or is known by the issuer to own beneficially, directly or indirectly, more than 10% of any class of voting securities, showing
 - (i) in Column 3 whether the securities are owned both of record and beneficially, of record only, or beneficially only, and
 - (ii) in Columns 4 and 5 the respective amounts and percentages known by the issuer to be owned in each such manner:

TABLE

Column 1	Column 2	Column 3	Column 4	Column 5
Name and address	Designation of class	Type of ownership	Number of securities owned	Percentage of class

- (b) the percentage of securities of each class of voting securities of the issuer or any of its parents or its subsidiaries beneficially owned, directly or indirectly, by all directors and senior officers of the issuer, as a group, without naming them.

TABLE

Column 1	Column 2
Designation of Class	Percentage of Class

INSTRUCTIONS:

1 If a company is shown by the issuer as owning directly or indirectly more than 10% of any class of voting securities, the Executive Director may require the disclosure of that additional information as is necessary to identify any individual who, through his direct or indirect ownership of voting securities in the company owns directly or indirectly more than 10% of any class of voting securities. The name of those individuals should be disclosed in a footnote to the table described in clause (a).

2 For the purposes of clause (a), securities owned beneficially, directly or indirectly, and of record, shall be aggregated in determining whether any person or company owns more than 10% of the voting securities of any class.

3 If voting securities are being offered in connection with, or pursuant to, a plan of acquisition, amalgamation or reorganization, indicate, as far as practicable, the respective holdings of voting securities that will exist after giving effect to the plan.

4 If any of the securities being offered are to be offered for the account of a security holder, name the security holder and state the number or amount of the securities owned by him, the number or amount to be offered for his account, and the number or amount to be owned by him after the offering. State the date the security holder acquired the securities and the cost to him in the aggregate and on a per security basis.

5 If, to the knowledge of the issuer or the underwriter of the securities being offered, more than 10% of any class of voting securities of the issuer are held or are to be held subject to any voting trust or other similar agreement, other than an escrow arrangement referred to in Item 25, state the designation of those securities, the number or amount held or to be held and the duration of the agreement. Give the names and addresses of the voting trustees and outline briefly their voting rights and other powers under the agreement.

6 If, to the knowledge of the issuer, its parent or the underwriter of the securities being offered, any person or company named in answer to clause (a) is an associate or affiliate of any other person or company named therein, disclose insofar as known the material facts of the relationship, including any basis for influence over the issuer enjoyed by the person or company other than the holding of the voting securities of the issuer.

7 If the person or company named in clause (a) holds any security convertible into voting securities of the issuer, a note should follow the table under clause (a) indicating the convertible security held and the number of voting securities they may be converted to; this information should be referenced to the applicable name in column 1 of the table. This information should also be provided following the table under clause (b) but in total only.

8 If any security of any class of voting securities carries more than 1 vote, disclose in a note to the table under clause (a) the name and address of each person or company who holds more than 10% of the votes attached to the total of all voting securities outstanding and the percentage of votes held by each of those persons or companies. This information should also be provided following the table under clause (b) but in total only.

9 If each of the voting securities referred to in instruction 3 carries more than 1 vote, disclose as far as practicable the respective holdings of the number of votes that will exist after giving effect to the plan.

ITEM 27 - Intercorporate Relationships:

(1) Furnish a list of each subsidiary, other than inactive subsidiaries, of the issuer and as to each subsidiary indicate

- (a) the jurisdiction under the laws of which it was organized, and
- (b) the percentage of voting securities owned by its parent.

(2) Clearly illustrate by way of a diagram or otherwise the intercorporate relationships of the issuer, its parent and those subsidiaries listed pursuant to subsection (1).

(3) If 1 of the primary businesses of the issuer is investing, reinvesting, owning, holding or trading in securities, give in substantially the tabular form indicated the following information as at a date within 30 days of the date of the preliminary prospectus or pro forma prospectus, with respect to each company 5% or more of whose securities of any class are owned directly or indirectly by the issuer or its affiliates.

TABLE

Name and address of company	Nature of its principal business	Percentage of securities of any class beneficially owned, directly or indirectly	Percentage of book value of issuer's assets invested therein

INSTRUCTIONS:

1 If the securities being issued are to be issued in connection with, or pursuant to, a plan of acquisition, reorganization, readjustment, or succession, indicate insofar as practicable the status of the issuer as it will exist on consummation of the plan.

2 The name of any particular subsidiary may be omitted if

- (a) the assets of the subsidiary or the investment in and advances to the subsidiary by its parent and the parent's other subsidiaries, if any, do not exceed 10% of the assets of the parent and its subsidiaries on a consolidated basis,*
- (b) the sales and operating revenues of the subsidiary do not exceed 10% of the sales and operating revenues of its parent and the parent's subsidiaries on a consolidated basis, and*
- (c) the unnamed subsidiaries considered in the aggregate as a single subsidiary would satisfy the conditions in clauses (a) and (b) if the reference therein to 10% were replaced by 20%.*

ITEM 28 - Prior Sales:

(1) State

- (a)** the prices at which securities of the class offered by the prospectus have been sold within the past 12 months prior to the date of the preliminary prospectus or pro forma prospectus, or are to be sold, by the issuer or selling security holder if the prices differ from those at which the securities are offered by the prospectus, and
- (b)** the number of securities sold or to be sold at each price.

(2) If the class of common shares or series of non-common shares offered are listed on a Canadian exchange or solely on a foreign exchange, give price ranges and volumes traded on the exchange on a monthly basis for each month or, if applicable, part month of the current quarter and the immediately preceding quarter and on a quarterly basis for the next preceding 7 quarters.

(3) Notwithstanding subsection (2), the Executive Director may permit the omission of the information referred to in subsection (2) regarding trading volume.

INSTRUCTIONS:

1 In the case of sales by a selling security holder the information required by subsection (1) may be given in the form of price ranges for each calendar month.

2 If sales are made to insiders or their associates, or to employees under a stock option, or if stock options or warrants were granted to any person or company, indicate to whom and at what price the sales were made or to whom the stock options or warrants were granted.

ITEM 29 - Interest of Management and Others in Material Transactions:

Describe briefly, and where practicable, state the approximate amount of any material interest, direct or indirect, of any of the following persons or companies in any transaction within the 3 years prior to the date of the preliminary prospectus or pro forma prospectus, or in any proposed transaction that has materially affected or will materially affect the issuer or any of its subsidiaries:

- (a) any director or senior officer of the issuer;
- (b) any shareholder named in answer to clause (a) of Item 26;
- (c) any associate or affiliate of any of the foregoing persons or companies.

INSTRUCTIONS:

1 Give a brief description of the material transaction. Include the name and address of each person or company whose interest in any transaction is described and the nature of the relationship by reason of which the interest is required to be described.

2 As to any transaction involving

- (a) *the purchase of assets by the issuer or any subsidiary, state the cost of those assets to the issuer or subsidiary, and the cost thereof to the seller, if those assets were acquired by the seller within 2 years prior to the transaction;*
- (b) *the sale of assets by the issuer or any subsidiary, state the sale price of those assets and the price at which the issuer originally acquired those assets, if those assets were acquired by the issuer or subsidiary within 2 years prior to such transaction.*

3 This item does not apply to any interest arising from the ownership of securities of the issuer if the security holder receives no extra or special benefit or advantage not shared on an equal basis by all other holders of the same class of securities or all other holders of the same class of securities who are resident in Canada.

4 Information shall be included as to any material underwriting discounts, commissions or mark-ups on the sale of securities by the issuer if any of the specified persons or companies was or is to be an underwriter or is an associate, affiliate or partner of a person, company or partnership that was or is to be an underwriter.

5 *No information need be given in answer to this item as to any transaction or any interest therein, if,*

- (a) *the rates or charges involved in the transaction are fixed by law or determined by competitive bids,*
- (b) *the interest of a specified person or company in the transaction is solely that of a director of another company that is a party to the transaction,*
- (c) *the transaction involves services as a bank or other depository of funds, transfer agent, registrar, trustee under a trust indenture or other similar services, or*
- (d) *the transaction does not, directly or indirectly, involve remuneration for services, and*
 - (i) *the interest of the specified person or company arose from the beneficial ownership, direct or indirect, of less than 10% of any class of voting securities of another company that is a party to the transaction,*
 - (ii) *the transaction is in the ordinary course of business of the issuer or its subsidiaries, and*
 - (iii) *the amount of the transaction or series of transactions is less than 10% of the total sales or purchases, as the case may be, of the issuer and its subsidiaries for the last completed financial year.*

6 *Information shall be furnished in answer to this item with respect to transactions not excluded above that involve remuneration, directly or indirectly, to any of the specified persons or companies for services in any capacity unless the interest of the person or company arises solely from the beneficial ownership, direct or indirect, of less than 10% of any class of voting securities of another company furnishing the services to the issuer or its subsidiaries.*

7 *This item does not require the disclosure of any interest in any transaction unless the interest and transaction are material.*

ITEM 30 - Auditors, Transfer Agents and Registrars:

- (1) State the name and address of the auditor of the issuer.
- (2) If shares are offered, state the names of the issuer's transfer agents and registrars and the location (by municipalities) of the registers of transfers of each class of shares of the issuer.
- (3) If securities other than shares are offered, state the location (by municipalities) of each register on which transfer of such securities may be recorded.

ITEM 31 - Material Contracts:

Give particulars of every material contract entered into within the 2 years prior to the date of the preliminary prospectus or pro forma prospectus by the issuer or any of its subsidiaries and state a reasonable time and place at which any of those contracts or a copy thereof may be inspected during distribution of the securities being offered.

INSTRUCTIONS:

- 1 The term “material contract” for this purpose means any contract that can reasonably be regarded as presently material to the proposed purchaser of the securities being offered.*
- 2 Set out a complete list of all material contracts, indicating those that are disclosed elsewhere in the prospectus and provide particulars with respect to those material contracts about which particulars are not given elsewhere in the prospectus. This Item does not require disclosure of contracts entered into in the ordinary course of business of the issuer or its subsidiaries as the case may be.*
- 3 Particulars of contracts should include the dates of, parties to, consideration and general nature of the contracts, succinctly described.*
- 4 Particulars of contracts need not be disclosed, and copies of the contracts need not be made available for inspection, if the Executive Director determines that disclosure or making-available would not be necessary for the protection of purchasers.*

ITEM 32 - Other Material Facts:

Give particulars of any other material facts relating to the securities proposed to be offered and not disclosed pursuant to the foregoing items.

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* AND THE *ALBERTA SECURITIES COMMISSION RULES* FOR A PERSON OR COMPANY TO FILE OR FURNISH AN APPLICATION CONTAINING A STATEMENT THAT, AT THE TIME AND IN LIGHT OF THE CIRCUMSTANCES IN WHICH IT IS MADE, IS A MISREPRESENTATION.

ANY FEE PAYABLE TO THE ALBERTA SECURITIES COMMISSION UNDER THE *SECURITIES ACT*, THE *SECURITIES REGULATION* AND THE *ALBERTA SECURITIES COMMISSION RULES* SHALL BE PAID TO THE ALBERTA SECURITIES COMMISSION IN ACCORDANCE WITH THE REQUIREMENTS OF THE FEE SCHEDULE TO THE *SECURITIES REGULATION*. ANY FAILURE TO ACCOMPANY A FORM OR APPLICATION WITH THE PRESCRIBED FEE SHALL RESULT IN THE RETURN OF THAT FORM OR APPLICATION.