

FORM 43

OFFERING MEMORANDUM

ITEM 1 Non-review by Commission:

A statement as follows shall be in bold print:

No securities commission or similar regulatory authority has passed on the merits of the securities offered nor has it reviewed this offering memorandum and any representation to the contrary is an offence.

ITEM 2 Risk Factor

(1) If appropriate to a clear understanding by purchasers of the risk factors and speculative nature of the enterprise or the securities being offered, summarize the factors that make the purchase a risk or speculation.

(2) Without restricting the generality of subsection (1), disclose if the purchaser may become liable to make an additional contribution beyond his initial investment.

ITEM 3 Name and Incorporation of Issuer:

State the name, principal business address and registered address of the issuer and laws under which it was incorporated or organized.

ITEM 4 Description of Securities:

(1) Describe the securities to be distributed including the price of the securities and the major attributes of the securities such as redemption, retraction, conversion, restricted voting and similar matters.

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

ITEM 5 Number and Aggregate Dollar Amount of Securities to be Distributed:

(1) State the number and aggregate dollar amount of securities to be distributed, expressed as both minimum and maximum figures.

(2) If a minimum amount of funds is required to be raised by the offering, disclose consequences of failure to raise that amount including the return of all funds to the purchaser without any deduction or penalty.

(3) If there is no minimum amount that is required to be raised, then provide the following statement in bold print:

This offering is not subject to any minimum subscription level, and therefore any funds invested are available to the issuer and need not be refunded to the purchaser if the project or program does not proceed.

ITEM 6 Seller of the Securities:

Provide the name of the seller of the securities, the relationship of the seller to the issuer, and the remuneration, if any, to be paid to the seller for the sale of the securities.

ITEM 7 Exemptions From the Prospectus Requirements:

Disclose the specific statutory exemption or exemptions from the prospectus requirements or the discretionary exemption, as the case may be, to be relied on, in distributing the securities.

ITEM 8 Restrictions on Resale of Securities

ITEM 9 Nature of Business of Issuer

ITEM 10 Nature of Project to be Financed

ITEM 11 Use of Proceeds by Issuer

ITEM 12 Share Capital Structure

ITEM 13 Debt of the Issuer

ITEM 14 Directors, Executive Officers, Promoters and Principal Holders of Securities:

(1) Provide the name, municipality of residence and principal occupation for the last 5 years of directors, executive officers as defined in Form 40, promoters and principal holders of securities being those holders that hold directly or indirectly more than 10% of any class of voting securities of the issuer.

(2) Disclose all securities of the issuer including options, held by the directors, executive officers as defined in Form 40, promoters and principal holders of securities at a date not more than 30 days prior to the date the securities were first offered for sale pursuant to the offering memorandum.

(3) If the issuer is a limited partnership, provide disclosure under this Item in respect of the general partner of the limited partnership.

(4) If the promoter of the limited partnership is not the general partner, provide disclosure under this Item relating to the promoter of the limited partnership.

ITEM 15 Conflicts of Interest Between Those Persons in Item 14 and the Issuer

ITEM 16 Continuous Reporting Obligations to Investors

ITEM 17 Financial Statements:

The following statements shall be prepared in accordance with generally accepted accounting principles and included in the offering memorandum:

- (a) where the issuer has not completed 1 fiscal year, unaudited financial statements of the issuer as at a date not more than 60 days prior to the date that the securities were first offered for sale pursuant to the offering memorandum;
- (b) where the issuer has completed 1 or more fiscal years,
 - (i) audited financial statements of the issuer for the most recent fiscal year as at a date not more than 120 days prior to the date securities were first offered for sale pursuant to the offering memorandum, and
 - (ii) if applicable, unaudited financial statements for a stub period ending not more than 90 days prior to the date the securities were first offered for sale pursuant to the offering memorandum;

- (c) where the offering constitutes formation of a limited partnership, the financial statements referred to in clauses (a) or (b) shall be those of the general partner.

ITEM 18 Income Tax Consequences:

If income tax consequences are a material aspect of the offering then

- (a) provide a summary disclosure of the significant income tax consequences to individuals who are residents in Canada, and

- (b) provide in bold faced type a statement to the effect that prospective purchasers are urged to consult with their professional advisers regarding tax consequences applicable to them.

ITEM 19 Material Contracts:

(1) Give particulars of every material contract entered into by the issuer or, if applicable, any of its subsidiaries within 2 years prior to the date securities were first offered for sale pursuant to the offering memorandum and state a time and place at which those contracts or copy thereof may be inspected during distribution of the securities being offered.

(2) If a material contract is of a confidential nature issuers may provide prospective purchasers with a summary of such contracts in accordance with this Item.

ITEM 20 Statutory Rights of Action:

Every offering memorandum shall contain a statement of the rights provided by section 204 of the Act and a statement of the limits on the time within which an action to enforce a right under section 204 of the Act must be commenced. Where the sale of the securities is in Alberta, every offering memorandum shall contain the following:

Securities legislation in Alberta provides that every purchaser of securities pursuant to this offering memorandum shall have, in addition to any other rights they may have at law, a right of action for damages or rescission, or both, against the issuer or selling security holder on whose behalf the distribution is made if the offering memorandum or any amendment thereto contains a misrepresentation. However, such rights must be exercised within prescribed time limits. Purchasers should refer to the applicable provisions of the Alberta securities legislation for particulars of those rights or consult with a lawyer.

ITEM 21 Certificate:

Include a certificate in the following form:

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or omit to state a material fact that is necessary to be stated in order for the statement not to be misleading.

INSTRUCTIONS:

The certificate is required to be signed by the chief executive officer and the chief financial officer of the issuer or if no such officers have been designated, then by 2 directors of the issuer authorized to sign.

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* AND THE *ALBERTA SECURITIES COMMISSION RULES* FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE RULES THAT, AT THE TIME AND IN LIGHT OF THE CIRCUMSTANCES UNDER 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 MAY RESULT IN THE RETURN OF THAT FORM OR APPLICATION.