

FORM 42**Securities Act****CONTENTS OF SHORT FORM PROSPECTUS****ITEM 1 Notice:**

The short form prospectus shall contain the following legends on the cover page:

This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale. No securities commission or any similar authority in Canada has in any way passed on the merits of the securities offered hereunder and any representation to the contrary is an offence.

Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the secretary of the issuer at (insert complete address and telephone number).

ITEM 2 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 short form prospectus as to all securities being offered for cash:

<u>Price to public</u>	<u>Underwriting discounts or commissions</u>	<u>Proceeds to issuer or selling security holder*</u>
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Per Unit

Total

* Before deducting expenses of issue estimated at \$.

ITEM 3 Name of Issuer:

State the full corporate name of the issuer and the address of its head office and principal place of business.

ITEM 4 Summary Description of Business:

Provide a brief summary of the business carried on and intended to be carried on by the issuer and its subsidiaries.

ITEM 5 Share and Loan Capital Structure:

Describe any material change in, and the effect thereof on, the share and loan capital of the issuer, on a consolidated basis, since the date of the comparative financial statements for the issuer's last completed financial year filed with the Chief of Securities Administration.

ITEM 6 Use of Proceeds:

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

ITEM 7 Plan of Distribution:

- (1) If the securities being offered are to be sold through underwriters,
 - (a) give the names of the underwriters,
 - (b) state briefly the nature of the underwriters' obligation, including the particulars of any "market out" clause to take up and pay for the securities, and
 - (c) indicate the date by which the underwriters are to purchase the securities.
- (2) Outline briefly the plan of distribution of any securities being offered that are to be offered otherwise than through underwriters.
- (3) Where there is a "best efforts" offering, indicate, where practicable, on the cover page the minimum amount, if any, required to be raised, and also indicate, where practicable, the maximum amount that could be raised and the latest date that the offering is to remain open.
- (4) Where there is a "best efforts" offering and a minimum amount is required to be raised, provide that the subscription funds will be held by an independent trustee until the minimum amount is received and, if not received, that the subscription funds will be returned to the investors and briefly describe such arrangements.
- (5) If the issuer or selling security holder or any of the underwriters knows or has reason to believe that there is an intention to over-allot or that the price of any security may be stabilized to facilitate the

offering of the securities proposed to be distributed, set forth a statement substantially to the following effect:

In connection with this offering, the underwriters may over-allot or effect transactions that stabilize or maintain the market price of (identify the securities) at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

ITEM 8 Market for Securities:

Identify on the cover page of the short form prospectus the exchange or exchanges on which the issuer's securities proposed to be distributed are traded, if any.

ITEM 9 Asset and Earnings Coverage:

Furnish the results of the calculations for asset coverage and earnings coverage in summary form where required in connection with an issue of debt securities having a term to maturity in excess of 1 year or an issue of preferred shares.

ITEM 10 Details of the Offering:

- (1) If shares are being offered,
- (a) state the description or the designation of the class of shares offered, and
 - (b) furnish information concerning all material attributes and characteristics including, without limiting the generality of the foregoing,
 - (i) dividend rights,
 - (ii) voting rights,
 - (iii) liquidation or distribution rights,
 - (iv) pre-emptive rights,
 - (v) conversion rights,
 - (vi) redemption, purchase or cancellation or surrender provisions,
 - (vii) sinking or purchase fund provisions,
 - (viii) liability to further calls or to assessment, and

- (ix) provisions as to modification, amendment or variation of any of those rights or provisions.

(2) If the rights of holders of the shares referred to in subsection (1) may be modified otherwise than in accordance with the provisions attaching to the shares or to the provisions of the governing statute relating thereto, so state and briefly explain.

(3) If obligations are being offered, give a brief summary of the material attributes and characteristics of the indebtedness and the security therefore, if any, including, without limiting the generality of the foregoing,

(a) provisions with respect to

- (i) interest rate, maturity, redemption or other retirement,
- (ii) sinking fund and conversion rights, and
- (iii) the nature and priority of any security for the obligations with a brief identification of the principal properties subject to lien or charge,

(b) provisions permitting or restricting

- (i) the issuance of additional securities,
- (ii) the incurring of additional indebtedness, and
- (iii) other material negative covenants including restrictions against payment of dividends and restrictions against giving security on the assets of the issuer or its subsidiaries,

(c) provisions as to

- (i) the release or substitution of assets securing the obligations,
- (ii) the modification of the terms of the security, and
- (iii) matters similar to those referred to in subclauses (i) and (ii),

(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, and

- (e) those financial arrangements, if any, between the issuer and any of its affiliates or among its affiliates that could affect the security for the indebtedness.

(4) If securities other than shares or obligations are being offered, describe fully the rights evidenced thereby.

ITEM 11 Selling Security Holder:

If any of the securities being offered are to be offered for the account of a security holder,

- (a) name that security holder, and
- (b) state
 - (i) the number or amount of the securities owned by him,
 - (ii) the number or amount of the securities to be offered for his account, and
 - (iii) the number or amount of the securities to be owned by him after the offering.

ITEM 12 Documents Incorporated by Reference:

(1) The following documents shall be specifically incorporated by reference in the short form prospectus by means of a statement to that effect in the prospectus listing all such documents:

- (a) the issuer's latest annual information form,
- (b) material change reports (excluding confidential reports);
- (c) comparative interim financial statements;
- (d) comparative financial statements for the issuer's last completed financial year together with the report of the auditor thereon;
- (e) information circulars filed by the issuer pursuant to the requirements of the *Securities Act* and the *Securities Regulation* since the commencement of the issuer's financial year in which the issuer's latest annual information form was filed.

(2) The short form prospectus shall also state that the documents referred to in subsection (1) subsequently filed by the issuer pursuant to the requirements of the *Securities Act* and the *Securities Regulation*, after the date of the short form prospectus and prior to the termination

of the offering, shall be deemed to be incorporated by reference into the short form prospectus.

ITEM 13 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 or pursuant to the documents referred to in Item 12 incorporated by reference into the short form prospectus.

ITEM 14 Statutory Rights:

The short form prospectus shall contain a statement of statutory rights in the following form:

Securities legislation in certain of the provinces provides purchasers with the right to withdraw from an agreement to purchase securities within 2 business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser but those remedies must be exercised by the purchaser within the time limit prescribed by the securities legislation of his province or territory. The purchaser should refer to any applicable provisions of the securities legislation of his province or territory for the particulars of these rights or consult with a legal adviser.

ITEM 15 Certificates:

(1) The preliminary short form prospectus and short form prospectus shall contain a certificate in the following form signed by the chief executive officer, the chief financial officer and, on behalf of the board of directors of the issuer, any 2 directors of the issuer, other than the foregoing, duly authorized to sign:

The foregoing, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities laws of (insert names of provinces and territories in which qualified).

(2) Where there is an underwriter, the preliminary short form prospectus and the short form prospectus shall contain a certificate in the following form signed by the underwriter or underwriters who, with respect to the securities offered by the prospectus, are in a contractual relationship with the issuer:

To the best of our knowledge, information and belief, the foregoing, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities laws of (insert names of provinces and territories in which qualified).

IT IS AN OFFENCE UNDER THE *SECURITIES ACT AND THE SECURITIES REGULATION* FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

ANY FEE PAYABLE TO THE ALBERTA SECURITIES COMMISSION UNDER THE *SECURITIES ACT AND THE SECURITIES REGULATION* SHALL BE PAID TO THE PROVINCIAL TREASURER IN ACCORDANCE WITH THE REQUIREMENTS OF SCHEDULE 1 TO THE REGULATION. ANY FAILURE TO ACCOMPANY A FORM OR APPLICATION WITH THE PRESCRIBED FEE SHALL RESULT IN THE RETURN OF THAT FORM OR APPLICATION.