

FORM 28

ANNUAL FILING OF REPORTING ISSUER

NOTE: This form need not be filed if the management of a reporting issuer is required to file an information circular during its last financial year.

ITEM 1 Name of Reporting Issuer:

ITEM 2 Jurisdiction under which Incorporated, Organized or Continued:

ITEM 3 Financial Year End:

ITEM 4 Voting Securities and Principal Holders of Voting Securities:

(1) State as to each class of voting securities of the reporting issuer, the number of securities outstanding and the voting rights for each security of each such class.

(2) If, to the knowledge of the directors or senior officers of the reporting issuer, any person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the reporting issuer,

(a) name each such person or company, and

(b) state

(i) the approximate number of the securities beneficially owned, directly or indirectly or over which control or direction is exercised, by each person or company, and

(ii) the percentage of the class of outstanding voting securities of the reporting issuer represented by the number of voting securities so owned, controlled or directed.

ITEM 5 Directors:

(1) Name each director of the reporting issuer and state the period or periods during which he has served as such.

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(2) State when the term of office of each director will expire.

(3) State whether the reporting issuer has an executive committee of its board of directors or is required to have an audit committee of the board of directors and, if so, name those directors who are members of each committee.

(4) State all other positions and offices with the reporting issuer held by each director.

(5) State the present principal occupation, business or employment of each director and give the name and principal business of any person or company in which that employment is carried on.

(6) State the number of securities of each class of voting securities of the reporting issuer or of any subsidiary of the reporting issuer beneficially owned, directly or indirectly, or over which control or direction is exercised by each director.

(7) If voting securities carrying 10% of the voting rights attached to any class of voting securities of the reporting issuer or of a subsidiary of the reporting issuer are beneficially owned, directly or indirectly or controlled or directed by any director and his associates or affiliates,

- (a) state the number of securities of each class of voting securities beneficially owned, directly or indirectly or controlled or directed by the associates or affiliates, and
- (b) name each associate or affiliate whose security holdings are 10% or more.

ITEM 6 Executive Compensation:

Disclose the information on executive compensation required by Form 40.

ITEM 7 Indebtedness of Directors and Senior Officers:

In regard to

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

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

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- (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 a reporting 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 reporting 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 reporting 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 reporting 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 reporting 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 reporting issuer or its subsidiaries, and*
 - (ii) the loan*

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- (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 reporting issuer or its subsidiaries with comparable credit ratings, and*
- (B) *involves no more than usual risks of collectibility,*

and

- (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 8 Interests of Insiders in Material Transactions:

Describe briefly and, where practicable, state the approximate amount of any material interest, direct or indirect, of

- (a) any insider of the reporting issuer, or
- (b) any associate or affiliate of any insider of the reporting issuer

in any transaction since the commencement of the reporting issuer's last financial year or in any proposed transaction that has materially affected or would materially affect the reporting issuer or any of its subsidiaries.

INSTRUCTIONS:

1 Give a brief description of the material transaction. State the name and address of each person or company whose interest in the transaction is described and the nature of the relationship that requires disclosure of the interest.

2 As to any transaction involving the purchase or sale of assets by or to the reporting issuer or any of its subsidiaries, otherwise than in the ordinary course of business, state the cost of the assets to the purchaser and the cost of the assets to the seller if acquired by the seller within 2 years prior to the transaction.

3 This Item does not apply to any interest arising from the ownership of securities of the reporting issuer where the security holder receives no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of securities or

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by all holders of the same class of securities who are resident in Canada.

4 Information shall be included as to any material underwriting discounts or commissions on the sale of securities by the reporting issuer where any of the specified persons or companies was or is to be an underwriter who was or is to be in a contractual relationship with the reporting issuer with respect to securities of the reporting issuer or is an associate or affiliate of a person or company that was or is to be such an underwriter.

5 No information need be given in response to this item as to any transaction or any interest therein where

- (a) the rates or charges involved in the transaction are fixed by law or determined by competitive bids,*
- (b) the interest of the specified person or company in the transaction is solely that of a director of another person or company that is a party to the transaction,*
- (c) the transaction involves services as a chartered 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 the securities of any class of voting securities of another person or company that is a party to the transaction,*
 - (ii) the transaction is in the ordinary course of business of the reporting 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 reporting issuer and its subsidiaries for the last financial year.*

6 Information shall be given 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, or control or direction of less than 10% of the securities of any class of voting securities of another person or company furnishing the services to the reporting issuer or its subsidiaries.

ITEM 9 Auditor of the Reporting Issuer:

- (1) Name the auditor of the reporting issuer.
- (2) If the auditor was first appointed within the last 5 years, state the date when the auditor was first appointed.

ITEM 10 Management Contract:

If management functions of the reporting issuer or any subsidiary of the reporting issuer are to any substantial degree performed by a person or company other than the directors or senior officers of the reporting issuer or subsidiary,

- (a) give details of the agreement or arrangement under which the management functions are performed, including the name and address of any person or company who is a party to the agreement or arrangement or who is responsible for performing the management functions,
- (b) give
 - (i) the names and addresses of the insiders of the person or company with which the reporting issuer or subsidiary has any such agreement or arrangement referred to in clause (a), and
 - (ii) if the following information is known to the directors or senior officers of the reporting issuer, the names and addresses of any person or company that would be an insider of any person or company with which the reporting issuer or subsidiary has that agreement or arrangement if the person or company were a reporting issuer,
- (c) with respect to any person or company named in answer to clause (a), state the amounts paid or payable by the reporting issuer and its subsidiaries to the person or company since the commencement of the reporting issuer's last financial year and give particulars, and
- (d) with respect to any person or company named in answer to clause (a) or (b) and their associates and affiliates, give particulars of
 - (i) any indebtedness of the person or company, associate or affiliate to the reporting issuer or its subsidiaries that was outstanding, and
 - (ii) any transaction or arrangement of the person or company, associate or affiliate with the reporting issuer or subsidiary,

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at any time since the commencement of the reporting issuer's last financial year.

INSTRUCTIONS:

1 In giving the information called for by this Item, it is not necessary to refer to any matter that in all the circumstances is of relative insignificance.

2 In giving particulars of indebtedness, state the largest aggregate amount of indebtedness outstanding at any time during the period, the nature of the indebtedness and of the transaction in which it was incurred, the amount of indebtedness presently outstanding and the rate of interest paid or charged on the indebtedness.

3 It is not necessary to include as indebtedness amounts due from the particular person or company for purchases subject to usual trade terms, for ordinary travel and expense advances and for other like transactions.

IT IS AN OFFENCE UNDER THE *SECURITIES ACT, THE SECURITIES REGULATION 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 REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.