

FORM 13
INFORMATION REQUIRED IN PROSPECTUS
OF A FINANCE COMPANY

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

	Column 1	Column 2	Column 3
	Price to Public	Underwriting discounts or commissions	Proceeds to issuer or selling security holder
Per Unit			
Total			

INSTRUCTIONS:

1 Only commissions paid or payable in cash by the issuer or selling security holder or discounts granted 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 shall be set out following the Table with a reference thereto in the second column of the Table. Any finder's fees or similar payments shall be appropriately disclosed. If debt securities are offered, the price per unit to the public, the underwriting discounts and commissions and the proceeds to the finance company shall, except with the consent of the Executive Director, be expressed as a percentage.

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

3 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.

4 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.

5 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 for by Instruction 4 to Item 30. State the portion of the expenses of distribution to be borne by the selling security holder.

6 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.

ITEM 2 - 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 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 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 such securities as they may sell.

2 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 14, particularly pertinent to a decision to purchase the securities offered, including information about both the issuer and the securities.

2 Appropriate cross references may be made to items in the prospectus where 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 fulfillment 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.

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 particular of the purchase price 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,
- (d) the aggregate amount of the minority interest in the preference shares, if any, and the aggregate amount of 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, and
- (e) any potential dilution of the assets per share and earnings per share in a computation, giving effect to the current issue and to all existing options, warrants and conversion rights in relation to any capital security of the finance company.

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. Include as an aggregate amount and by classes indebtedness payable within one year from the date of the balance sheet which is evidenced by drafts, bills of exchange, banker's acceptances or promissory notes.

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, this 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 that 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 the date of the 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.

13 If the amount outstanding as of a specific date within 60 days cannot be precisely calculated, so state; an estimated figure should be used, with a note indicating the basis of calculation and the reasons therefor.

14 In the case of short term notes issued on an agency basis, Column 5 of the Table, may, with the consent of the Executive Director, be omitted.

ITEM 8 - Operations of the Issuer:

Employing tabular form if appropriate, with those explanatory notes as are essential to a purchaser's appraisal of the securities being offered, set forth the following information in respect of the issuer, its subsidiaries and affiliates:

- (a) maturity of receivables,
 - (i) set out a schedule of receivables showing receivables:
 - (A) due in the current financial year;
 - (B) due within the next subsequent financial year;
 - (C) due within the 2 years next thereafter;
 - (D) due at any later date;

- (b) analysis of outstanding receivables,
 - (i) give in tabular form, including, for example, wholesale, retail, industrial, consumer loans, mortgages, leasing, business loans, dealer capital loans and any other type of loan constituting a significant class of business, and
 - (ii) indicate the approximate amount and percentage of sales finance receivables covered by dealer endorsement or repurchase agreements;
- (c) funding requirements,
 - (i) show the aggregate current sinking fund requirements and maximum purchase fund requirements for the succeeding 5 years and
 - (A) segregate this information according to the class and series of security covered,
 - (B) do not repeat details given in the prospectus relating to the rights, privileges and preferences of each class of security ranking prior to or equally with the security, and
 - (C) in addition, provide an analysis setting forth commitments that must be met both as to sinking fund requirements and the maturing of long term debt indicating the amount due within,
 - (I) 1 year,
 - (II) 1 year to 2 years,
 - (III) 2 years to 3 years,
 - (IV) 3 years to 5 years,
 - (V) 5 years to 10 years, and
 - (VI) over 10 years;
- (d) schedule of current position,
 - (i) show the finance company's liquid capital position based on the financial position as of the date of the balance sheet in the prospectus both before and after giving effect to the proposed issue,
 - (ii) include assets that will be due within the next 12 months and the liabilities payable within the same period, and

- (iii) if there is a deficiency in liquid capital, explain the significance thereof having regard to
 - (A) the financial structure,
 - (B) the mode of operation of the company, and
 - (C) the prior experience of the company;
- (e) if the effective tax rate is significantly less than is normally paid by finance companies generally, explain the principal reasons for the tax rate;
- (f) indicate those subsidiaries and operations that have produced material operating losses within the preceding 2 financial years, giving details thereof;
- (g) set out the amounts of the finance company's credit losses for each of the preceding 5 financial years and show those amounts as a percentage of liquidations, and of average outstandings.

INSTRUCTION:

In answering this Item, give appropriate details of the quality, collectibility and arrears of receivables and include an age analysis of accounts receivable, and the percentage of receivables refinanced after being in arrears for periods from 3 months to in excess of 18 months.

ITEM 9 - Asset and Earnings Coverage:

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

ITEM 10 - 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 incorporation 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 21.

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

ITEM 11 - Relationships With Other Companies:

If the issuer has a parent, or 1 or more dominant interests exist, indicate the nature of the relationship between the issuer and the parent or dominant interest including,

- (a) whether the issuer operates as an adjunct to the primary business of the parent or dominant interest;
- (b) the percentage of the voting securities of the issuer owned by its parent, or by any dominant interest;
- (c) whether the parent of, or dominant interest in, the issuer intends to make loans to the issuer;
- (d) whether the issuer makes loans to or invests in securities of any affiliate or associate;
- (e) any other basis of influence by the parent or dominant interest.

INSTRUCTIONS:

1 A dominant interest exists in a specified issuer when,

- (a) that issuer is controlled by another person or company,*
- (b) that issuer is an affiliate of another person or company other than a person or company controlled by it,*
- (c) a person or company owns, directly or indirectly, more than 10% of the voting securities of that issuer, or*
- (d) a person or company is customarily able to direct the operations of that issuer by virtue of one or more of the following:*
 - (i) management contracts;*
 - (ii) licensing or franchise agreements;*

(iii) options on voting securities;

(iv) escrow or pooling or voting trust agreements;

(v) any other means.

2 If any parent is a resident of, or a corporation or other organization formed under the laws of, any foreign country, give the name of the country for each foreign parent, and, if the parent is a corporation or other organization, state briefly the nature of the organization.

3 If the existence of a dominant influence is open to reasonable doubt in any instance, the issuer may disclaim the existence of a dominant influence and any admission thereof; in such a case, however, the issuer shall state the material facts pertinent to the possible existence of a dominant influence.

ITEM 12 - 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 investments 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 13 - Description of Business:

(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) If a material proportion of the assets of the issuer and its subsidiaries is invested in or is derived from,

- (a) financial services,
- (b) other services,
- (c) the distribution of products,

- (d) the production of products,
- (e) real estate development,
- (f) investment in securities of companies other than subsidiaries, or
- (g) any other specific branch of the business,

furnish in substantially the tabular form indicated, as at the date of the last balance sheet,

- (h) the percentage of the consolidated assets of the issuer and its subsidiaries employed in each separate operation, and
- (i) the percentage of the consolidated gross revenues of the issuer and its subsidiaries derived from each separate operation:

TABLE

Column 1	Column 2	Column 3
Separate operation in which a material proportion of assets are invested	Percentage of Consolidated Assets, at book value, devoted thereto	Percentage of Consolidated Gross Revenues derived therefrom
1 Finance Company Services		
2 Other Services		
3 Distribution of Products		
4 Production of Products		
5 Real estate development		
6 Investment in securities of companies other than subsidiaries		
7 Any other specific branch of the business		

(3) If the issuer has carried on any business other than that of a finance company during the past 5 years, state the nature of that other business and give the approximate date on which the issuer commenced to operate principally as a finance company.

(4) If the issuer's name was changed during the period referred to in subsection (3), state its former name and the date on which the name was changed.

(5) If during the past 2 years any affiliate or associate of the issuer or its subsidiaries had any material interest, direct or indirect, in any transaction involving the purchase of any substantial amount of assets presently held by the issuer or any of its subsidiaries,

- (a) describe the interest of the affiliate or associate in the transaction, and
- (b) state the cost of those assets to the purchaser and to the seller.

(6) If a material proportion of the consolidated assets or consolidated gross revenues of the issuer is invested in or is derived from real property,

- (a) state briefly the location and general character of the principal properties, including buildings and plants of the issuer and its subsidiaries, and
- (b) where that property is not freehold property or is held subject to any major encumbrance, state and briefly describe the nature of the title or any encumbrance, as the case may be.

(7) If the primary business of the issuer, or of any subsidiary or affiliate, is investing, reinvesting, owning, holding or trading in securities,

- (a) indicate whether the business is carried on by the issuer itself or by a subsidiary or affiliate, naming the subsidiary or affiliate together with a brief outline of its corporate history and structure;
- (b) describe the policy or proposed policy with respect to each of the following types of activities, outlining the extent, if any, to which the issuer has engaged in those activities during the last 5 years and indicate which of the policies may not be changed without shareholder action:
 - (i) issuing securities other than the securities offered;
 - (ii) borrowing money;
 - (ii) underwriting securities of other issuers;
 - (iv) concentrating investments in a particular class or kind of industry;
 - (v) purchasing and selling real estate;
 - (vi) purchasing and selling commodities or commodity future contracts;
 - (vii) making loans, whether secured or unsecured;

- (viii) any other policy which the issuer deems fundamental;
- (c) describe the investment policy of the issuer with respect to each of the following matters that is not described as a fundamental policy of the issuer under clause (b), indicating which of those investment policies may not be changed without shareholder action:
 - (i) the type of securities (for example, bonds, preferred shares, common shares) in which it may invest, indicating the proportion of the assets that may be invested in each such type of security;
 - (ii) the percentage of assets that it may invest in the securities of any one company;
 - (iii) the percentage of securities of any one company that it may acquire;
 - (iv) investment in securities of companies for the purpose of exercising control or management;
 - (v) investment in securities of mutual fund companies or other investment companies;
 - (vi) any other investment policy not specified in this clause or in clause (b) that is set out in the issuer's articles of incorporation, other constating documents, by-laws or regulations.

INSTRUCTIONS:

(1) For the purpose of subsection (7)(b)(vii), the purchase of debt securities for investment purposes is not to be considered the making of a loan by the issuer.

(2) The description 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.

(3) Outline the material facts as are essential to a purchaser's appraisal of the securities being offered. If applicable, that information should be furnished as will reasonably inform purchasers as to the suitability, adequacy, productive capacity and extent of utilization of the facilities used in the enterprise. Detailed descriptions of the physical characteristics of individual properties or legal descriptions by metes and bounds are not required and shall not be given.

(4) In describing developments, information shall be given as to matters such as the nature and results of any bankruptcy, receivership or similar proceedings with respect to the issuer or any of its subsidiaries, the nature and results of any other material reorganization of the issuer or any of its subsidiaries and any material changes in the mode of conducting the business of the issuer or its subsidiaries.

(5) In answering subsection (5) of this Item, transactions between the issuer and a wholly-owned subsidiary need not be disclosed.

(6) The words “wholly-owned subsidiary” as used in this Item include a subsidiary if directors and officers are beneficial owners of voting securities to the extent necessary to qualify as directors.

(7) Indicate who or what group of persons is responsible for investment decisions, the granting of loans, and the establishing of bad-debt allowances.

(8) Indicate whether the approval of the board of directors of the issuer is required for loans and acquisitions and whether the board of directors is comprised of nominees of the dominant interest in the finance company.

(9) Instruction 1 to Item 11 applies to this Item with due alteration for points of detail.

ITEM 14 - 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 a risk or speculation, and
- (b) including such matters as
 - (i) the pro forma dilution of the investment based on net tangible assets, and
 - (ii) a comparison, in percentages, of the securities being offered for cash with 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.

(2) The information referred to in subsection (1) may be given in the body of the prospectus if

- (a) 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

- (b) 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 risk associated with the investment.

ITEM 15 - 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 16 - 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, where ratios are used to illustrate variations, a table may be used to supplement the narrative.

ITEM 17 - Tax Status of Issuer:

State in general terms the bases on which the income and capital receipts of the issuer are taxed.

ITEM 18 - Tax Status of Security Holder:

State in general terms the income tax consequences to the holders of the securities being offered of any distribution to those holders in the form of dividends or otherwise.

ITEM 19 - Promoters:

If any person or company is or has been a promoter of the issuer or of 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 subsidiary;
- (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
 - (A) the amount at which the assets were acquired or shall be acquired, and
 - (B) 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 20 - 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 21 - 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 modification, 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 22), 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 share 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 22 - Issuance of Obligations:

If obligations are being offered, give a brief summary of the material attributes and characteristics of the indebtedness and the security therefore 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 provisions;
- (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 21 apply to this Item with due alteration for points of detail.

ITEM 23 - 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 21 apply to this Item with due alteration for points of detail.

ITEM 24 - 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 25 - 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 26 - Executive Compensation:

Disclose the information on executive compensation required by Form 40.

ITEM 27 - 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 with respect to 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 28 - 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, and 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 that office on a full-time basis,

(ii) the president, any vice-president in charge of a principal business unit such as sales, finance or production, and

(iii) 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 28, 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 29 - 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 depository, 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 30 - 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 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 those 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	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 the 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 the 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 or 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.

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 29, 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.

10 The word "issuer" as used in this item and in the instructions thereto includes any subsidiary or affiliate of the issuer.

ITEM 31 - 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 volume 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.

INSTRUCTION:

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.

ITEM 32 - 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 security holder named in answer to clause (a) of Item 30;
- (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 the purchase or sale of assets by or to the issuer or any subsidiary, state the cost of the assets to the purchaser and the cost thereof 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 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 or commissions 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,*
- (d) *the interest of a specified person or company, including all periodic instalments in the case of any lease or other agreement providing for periodic payments or instalments, does not exceed \$50 000, or*
- (e) *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.

8 The word “issuer” as used in this Item and in the Instructions thereto includes any subsidiary or affiliate of the issuer.

ITEM 33 - Location of Assets Encumbered Under Trust Indenture and Custodian of Portfolio Securities:

(1) If capital securities of, or capital securities constituting all or part of, the investment portfolio of the issuer are charged, deposited, pledged, hypothecated or otherwise encumbered under a trust indenture, state where the capital securities are physically situate.

(2) If, as a part of any scheme of financing of or by the issuer, any capital securities of, or capital securities constituting all or part of, the investment portfolio of the issuer are to be charged, deposited, pledged, hypothecated or otherwise encumbered, state

(a) where the capital securities will be physically situate, and

(b) indicate the persons or companies expected to be parties to the transaction.

(3) If the primary business of the issuer, or of a subsidiary or affiliate of the issuer, is investing, reinvesting, owning, holding, or trading in securities, state

(a) the name, principal business address and the nature of the business of each person or company holding, as custodian, portfolio securities

(i) of that issuer, or

(ii) of any subsidiary or affiliate of the issuer, and

(b) the jurisdiction in which the portfolio securities are physically situate.

(4) The name of the company holding assets encumbered under a trust indenture, or the name of the company holding portfolio securities as custodian may be omitted if it is a bank to which the *Bank Act* (Canada) applies, or otherwise with the consent of the Executive Director.

INSTRUCTIONS:

1 The word “issuer” as used in this Item and in the Instructions thereto includes any subsidiary or affiliate of the issuer.

2 The words “investment portfolio” as used in this Item and in the Instructions thereto include any security other than commercial paper acquired if a material activity of the issuer includes an activity referred to in section 1(1)(f)(iv), (v) or (vi) of the Alberta Securities Commission Rules.

3 If the scheme of financing is not disclosed in answer to Instruction 4 of Item 5, Item 6, or Instruction 5 of Item 7, indicate the purpose of the scheme of financing. If the scheme of financing is undertaken or proposed to be undertaken in connection with a take-over bid, so indicate. The source of capital for, and the intended offeree of, the proposed take-over bid need not be disclosed, provided that the provisions of Part 13 of the Act are complied with when the contemplated take-over bid is made.

4 If the finance company is custodian of its portfolio securities, or if debt securities are issued without a trust indenture, describe

(a) provisions made for the safekeeping of portfolio and other securities and assets,

- (b) bonding arrangements, if any, for employees or agents dealing with portfolio and other securities and assets, and*
- (c) corporate procedures for dealing with the purchase, sale and transfer of portfolio and other securities and assets.*

ITEM 34 - Statement of Functions of Issuer:

(1) If the predominant business of the issuer is investing, reinvesting, owning, holding or trading in securities, give a concise statement of the manner in which the following functions of the issuer are performed and who is responsible therefor, stating how the functions are co-ordinated and to the extent that the functions are not performed by bona fide employees of the issuer, the names and addresses of the persons or companies responsible for performing those functions:

- (a) management of the non-financial investment holdings of the issuer;*
- (b) providing supervision of lending policies;*
- (c) management of the issuer;*
- (d) providing collection policies;*
- (e) making investment decisions and supervising their execution;*
- (f) purchase and sale of the investment portfolio and brokerage arrangements relating thereto.*

(2) Indicate whether the approval of the board of directors of the issuer is required for the acquisition of investments, and whether the board of directors of the person or company advising the issuer to make the investment comprises nominees of the dominant interest in the issuer.

INSTRUCTIONS:

1 The word "issuer" as used in this Item and in the Instructions thereto includes any subsidiary or affiliate of the issuer.

2 In giving information regarding the purchase and sale of the investment portfolio and brokerage arrangements relating thereto the name and address of only the principal broker need be given.

3 In giving information regarding purchase and sale of the investment portfolio and brokerage arrangements relating thereto give brief details of the following matters:

- (a) the total cost during the last completed financial year of the issuer of securities acquired, distinguishing between;*

- (i) *securities of or guaranteed by the government of any country or any political subdivision thereof,*
 - (ii) *short term notes, and*
 - (iii) *other securities;*
- (b) *the total cost of securities held at the beginning and at the end of the issuer's last completed financial year;*
- (c) *the formula, method or criteria used in allocating brokerage business to persons or companies engaged in the distribution of the securities of the issuer;*
- (d) *the formula, method or criteria used in allocating brokerage business to persons or companies furnishing statistical, research or other services to the issuer or to the manager of the issuer;*
- (e) *the amount of brokerage paid to the principal broker for the last 3 completed financial years, giving the total amount paid in each year and expressing the amount paid in each year as a percentage of the total brokerage paid by the issuer.*

4 For the purpose of this Form:

- (a) *“principal broker” includes,*
 - (i) *a person or company through whom the investment portfolio of the issuer is purchased or sold pursuant to a contractual arrangement with the issuer or the manager of the issuer providing for an exclusive right to purchase or sell the investment portfolio of the issuer or any feature that gives or is intended to give a broker or dealer a material competitive advantage over other brokers or dealers in respect of the purchase or sale of the investment portfolio of the issuer, or*
 - (ii) *a person or company, together with any affiliate, by or through whom 15% or more of the securities transactions of the issuer were carried out in the last completed financial year of the issuer;*
- (b) *“brokerage arrangements” or “brokerage business” include all purchases and sales of the investment portfolio whether effected directly or through an agent.*

5 If 1 or more persons or companies performs more than 1 of the functions referred to in this Item, so state, giving details of all functions so performed.

6 Instruction 1 to Item 11 applies to this Item with due alteration for points of detail.

ITEM 35 - Associated Persons or Companies:

Furnish the following information as to each person or company named in answer to subsection (1) of Item 34:

- (a) if a named person or company
 - (i) is associated with the issuer,
 - (ii) is a director or senior officer of or is associated with any affiliate of the issuer, or
 - (iii) is a director or senior officer of or is associated with any company that is associated with the issuer,so state, and give particulars of the relationship;
- (b) if the issuer
 - (i) is associated with a named person or company,
 - (ii) is associated with any affiliate of a named company, or
 - (iii) is associated with any company that is associated with the named person or company,so state, and give particulars of the relationship;
- (c) if any person or company associated with the issuer is also associated with a named person or company so state, and give particulars of the relationships;
- (d) if a named person or company has a contract or arrangement with the issuer, give
 - (i) a brief description of the contract or arrangement, including the basis for determining the remuneration of the named person or company, and
 - (ii) the amount of remuneration paid or payable by the issuer and its subsidiaries to the person or company during the last completed financial year of the issuer;
- (e) if a named person or company is associated with any other named person or company so state, and give particulars of the relationship;
- (f) if and to the extent required by the Executive Director, give the business experience of each named person or company and, in the case of a named company, the directors and officers thereof.

ITEM 36 - 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 transfers of such securities may be recorded.

INSTRUCTIONS:

- 1 The word "issuer" as used in this Item includes, in addition to the issuer, any person directly or indirectly controlling or controlled by the issuer, or any person under direct or common control with the issuer.*
- 2 If the consolidated financial statements of the issuer are set out in the prospectus and the auditor of 1 or more subsidiaries is not the auditor of the issuer, set out the name and address of the auditor and the name and address of the company on which he reported and if this auditor has given a qualified report set out this fact in the prospectus. In addition, if an auditor of a subsidiary or affiliate makes a report in which the wording thereof has the effect of establishing a qualification of the report, file with the Executive Director the auditor's report, the financial statement reported on, and details applicable to the qualification.*
- 3 If any subsidiary or any affiliate of the issuer does not have the same financial year-end as the issuer, state the reasons for this policy.*

ITEM 37 - 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 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 38 - 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.