



FORM 23
[regulation 126]

MANAGEMENT PROXY STATEMENT

1 – Name and Address of Public Issuer *(Include the full corporate name of the issuer or, if the issuer is an unincorporated entity, the full name under which the entity exists and carries on business. Include the issuer’s complete mailing address and telephone number of the issuer’s executive offices, its e-mail address, its website address and its jurisdiction of incorporation or organization.)*

2 – Date, Time and Place Information *(State the date, time and place of the meeting of security holders.)*

On the first page of the proxy statement, state the date on which the proxy statement and form of proxy are first sent or given to security holders.

3 – Revocability of Proxy *(State whether or not the person giving the proxy has the power to revoke it. If the right of revocation before the proxy is exercised is limited or is subject to compliance with any formal procedure, briefly describe such limitation or procedure.)*

4 – Solicitation

State that the solicitation is made by the issuer.

Give the name of any director of the issuer who has informed the issuer in writing that the director intends to oppose any action intended to be taken by the company and indicate the action which the director intends to oppose.

Describe the method(s) of solicitation of security holders.

State the names of the persons by whom the cost of solicitation has been or will be borne, directly or indirectly and the total amount estimated to be spent and the total expenditure to date in connection with the solicitation of security holders.

If specially engaged employees, representatives or other persons have been or are to be employed to solicit security holders, state –



i.the material features of any contract or arrangement for such solicitation and the identity of the parties;

ii.the anticipated costs thereof; and

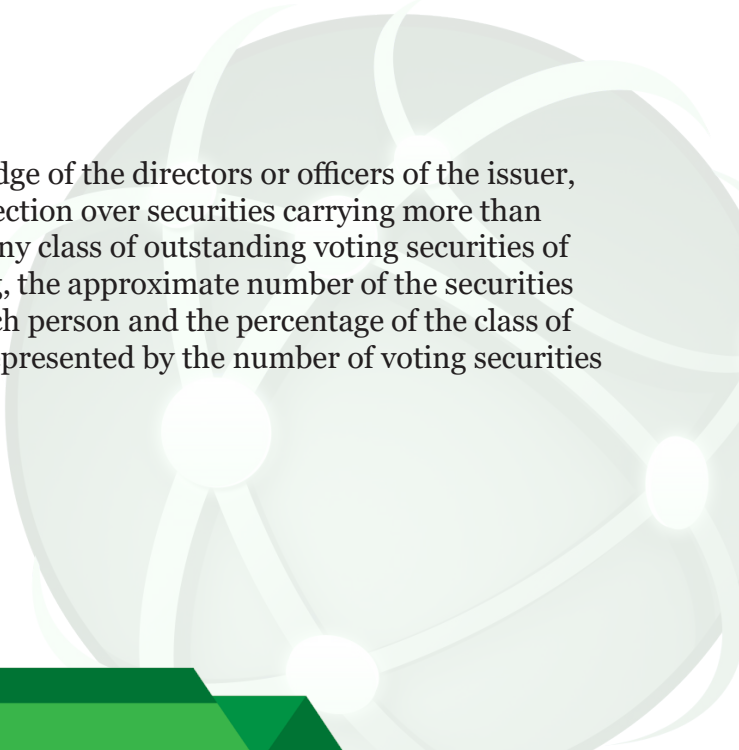
iii.the approximate number of such employees or any other person (naming such other person) who will solicit security holders.


5 – Voting Securities and Principal Holders of Voting Securities

Provide –

(a) The number of securities of each class of securities of the issuer entitled to be voted at the meeting and the number of votes to which each security of each such class is entitled on each matter to be acted upon at the meeting.

(b) The name of each person who, to the knowledge of the directors or officers of the issuer, beneficially owns or exercises control or direction over securities carrying more than 10 per cent of the voting rights attached to any class of outstanding voting securities of the issuer entitled to be voted at the meeting, the approximate number of the securities so owned, controlled or directed by each such person and the percentage of the class of outstanding voting securities of the issuer represented by the number of voting securities so owned, controlled or directed.





(c) If a change in the effective control of the issuer has occurred since the beginning of its last financial year, the name of the person who, to the knowledge of the directors or officers of the issuer, acquired control, the date and description of the transaction in which control was acquired and the percentage of voting rights attached to all outstanding voting securities entitled to be voted at the meeting now owned, controlled or directed by the person.

(d) The percentage of votes required for the approval of any matter to be submitted to a vote of security holders that requires approval by more than a majority of the votes cast on the matter at the meeting.


6 – Election of Directors

If directors are to be elected, provide –

(a) A statement of any right of any class of security holders to elect a specified number of directors or to cumulate their votes and of any conditions precedent to the exercise of the rights.

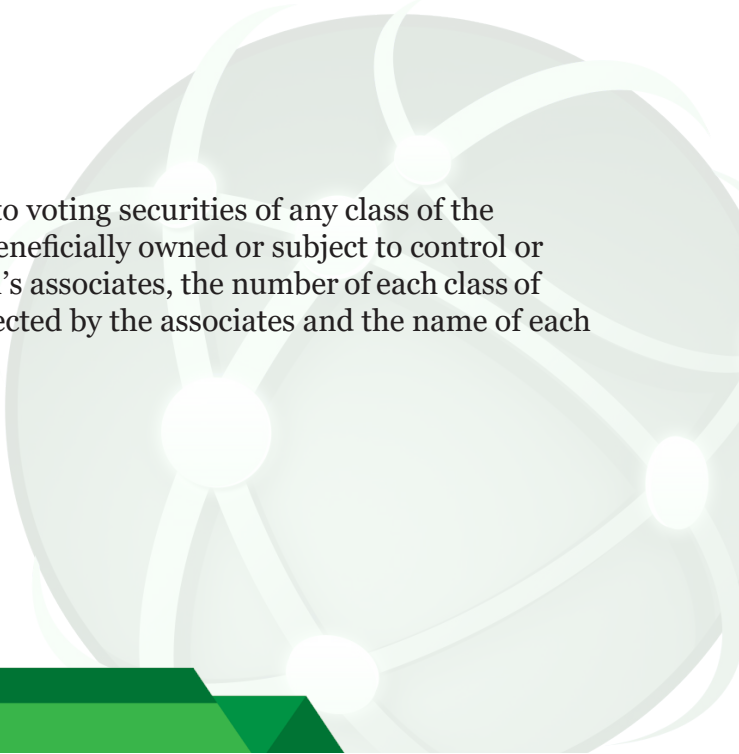
(b) In table form, so far as practicable, with respect to each person proposed by management for nomination for election as a director and each director whose term of office will continue after the meeting –


i. the name of each person, the time when his or her term of office or the term of office for which he or she is a proposed nominee expires and all other major positions and offices with the issuer or any of its significant affiliates currently held by the person, indicating which of the persons are proposed nominees for election as directors at the meeting;

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- ii. the present principal occupation or employment of each such person, the name and principal business of any company or other organization in which the occupation or employment is carried on and similar information as to all principal occupations or employments of each such person within the five preceding years, unless the person is now a director and was elected to his or her present term of office by a vote of security holders at a meeting the notice of which was accompanied by a proxy statement containing that information;

 - iii. if any such person is or has been a director of the issuer, the period or periods during which the person has so served;

 - iv. the number of securities of each class of voting securities of the issuer and of its holding body corporate beneficially owned, directly or indirectly, or over which control or direction is exercised by each such person; and

 - v. if more than 10 per cent of the votes attached to voting securities of any class of the issuer or of its holding body corporate are beneficially owned or subject to control or direction by any such person and the person's associates, the number of each class of voting securities so owned, controlled or directed by the associates and the name of each associate.
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Include the name and address of each person whose interest in a transaction is disclosed and that person's relationship to the issuer.

Where a material transaction referred to in this Item involves the purchase or sale of assets by the issuer or any affiliate otherwise than in the ordinary course of business, include the cost of the assets to the purchaser and the cost of the assets to the seller if acquired by the seller within the two years prior to the transaction.

9 – Appointment of Auditors

If a new auditor is proposed for appointment, provide the name of the proposed auditor, the name of each auditor appointed within the preceding five years and the date on which each auditor was first appointed.


10 – Particulars of Matters to Be Acted Upon

List separately all items to be considered and voted upon by the security holders, such as, election of directors, compensation issues, corporate matters including amendments to articles or byelaws, mergers, consolidations, acquisitions and similar matters, property issues, election of independent accountants, capitalization matters and other corporate items.

List separately any proposal by a substantial security holder or dissenter.

If there is any challenge to any of the items on the agenda or any contrary or additional proposal by any substantial security holder or dissenter, the company shall include and provide their information and recommendations regarding such items or proposals.

If any matter on the agenda is not required to be submitted to a vote of the security holders, give the reasons for so submitting it and the action intended to be taken by management in the event of a negative vote by the security holders.



Along with the above items listed, the company may provide additional information about each item and may express its recommendations as to whether the security holder should approve, reject or abstain from the proposal.

In all cases, provide sufficient details on the items to be considered so that the security holders may form a reasoned judgment concerning the matter.

11 – Dissent & Appraisal Rights

Provide a statement of the rights of appraisal or similar rights of dissenters with respect to any matter to be acted upon and include a brief summary of any statutory procedure required to be followed by dissenting security holders to perfect such rights.

12 – Financial Information

Include the issuer's certified financial statements and the auditor's report thereon for the issuer's most recently completed fiscal year.

13 – Approval of Directors

Include a statement, signed by a director or officer of the issuer, that the contents and the sending of the proxy statement have been approved by the directors.





14 – Certification of Distribution

A management proxy statement that is provided to the Commission shall be accompanied by a statement signed by a director or officer certifying that a copy of the statement has been sent to –

- (a) each director;
- (b) each security holder entitled to notice of the meeting to which the circular relates; and
- (c) the auditor of the issuer.

WARNING: Intentional misstatement or failure to disclose information may constitute an offence.

A fee shall be submitted with this form. The appropriate fee can be found in Schedule II.

Date

Signature

