

FORM 24
[regulation 126]

DISSIDENT PROXY STATEMENT

1 – Name 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.)*

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, as delivered to security holders, state the date on which the proxy statement 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

Provide -

1) Details of the identity and background of each dissident, including –

- the dissident’s name and address;

- the dissident’s present principal occupation or employment and the name, principal business and address of any company or other person in which the occupation or employment is carried on;

- all material occupations, offices or employments during the preceding five years, with starting and ending dates of each and the name, principal business and address of the body corporate or other business organization in which each such occupation, office or employment was carried on; and

- whether the dissident is or has been a dissident within the preceding ten years and, if so, the body corporate involved, the principals and the dissident's relationship to them, the subject matter and the outcome of the solicitation.

2) The circumstances under which each dissident became involved in the solicitation and the nature and extent of activities as a dissident.

3) Details of the interest of each dissident in the securities of the issuer to which the solicitation relates, including –

(a) the number of securities of each class of voting securities of the issuer that the dissident owns beneficially, directly or indirectly, or over which the dissident exercises control or direction;

(b) whether the dissident is or was within the preceding year a party to a contract, arrangement or understanding with any person in respect of securities of the issuer, including joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits or the giving or withholding of proxies and, if so, the names of the parties to, and the details of the contract, arrangement or understanding;

(c) the number of each class of securities of an affiliate of the issuer that the dissident owns beneficially, directly or indirectly, or over which the dissident exercises control or direction; and

(d) the number of securities of each class of securities of the issuer that each associate of the dissident beneficially, directly or indirectly, owns or exercises control or direction over and the name and address of each such associate.

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

(a) 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.

(b) 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 – Election of Directors

If the dissident is proposing directors for election, provide –

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

(a) 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;

(b) the present principal occupation or employment of each such person, the name and principal business of any body corporate 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;

(c) if any such person is or has been a director of the issuer, the period or periods during which the person has so served;

(d) 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

(e) 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.

2) The details of any contract, arrangement or understanding between any proposed dissident nominee and any other person, except the directors and officers of the issuer acting solely in such capacity, pursuant to which the nominee is to be elected, including the name of the other person.



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6 – Interests of Insiders in Material Transactions

Provide details on any material interest of –

(a) a proposed dissident nominee for election as a director of the issuer,

(b) a dissident; and

(c) an associate or affiliate of every person referred to in subparagraphs (a) and (b),

in any transaction since the beginning of the issuer’s last completed financial year or in any proposed transaction that has materially affected or will materially affect the issuer or any of its affiliates. Include, where practicable, the approximate amount of any direct or indirect material interest of the person.

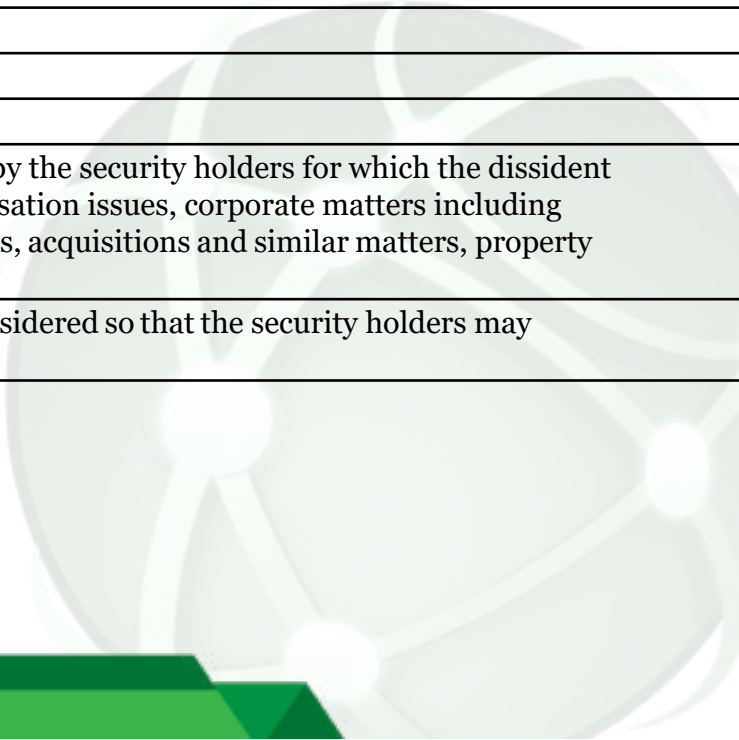
Include the name and address of each person whose interest in a transaction is disclosed and that person’s relationship to the issuer.

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.

7 – Particulars of Matters to be Acted Upon

List separately all items to be considered and voted upon by the security holders for which the dissident is soliciting proxies, such as, election of directors, compensation issues, corporate matters including amendments to articles or by-laws, mergers, consolidations, acquisitions and similar matters, property issues, capitalization matters and other corporate items.

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.





8 – Approval of Dissident

Include a statement, signed by the dissident or a person authorized by the dissident, that the contents and the sending of the circular have been approved by the dissident.

9 – Certification of Distribution

A dissident proxy statement that is provided to the Commission shall be accompanied by a statement signed by the dissident or a person authorized by the dissident 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;
- (c) the auditor of the issuer; and
- (d) the issuer.

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

