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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM F-7**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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(Exact name of Registrant as specified in its charter)

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(Translation of Registrant's name into English (if applicable))

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(Province or other jurisdiction of incorporation or organization)

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(Primary Standard Industrial Classification Code Number (if applicable))

---

(I.R.S. Employer Identification Number (if applicable))

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(Address and telephone number of Registrant's principal executive offices)

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(Name, address (including zip code) and telephone number (including area code)  
of agent for service in the United States)

Approximate date of commencement of proposed sale of the securities to the public \_\_\_\_\_

This registration statement and any amendment thereto shall become effective upon filing with the Commission in accordance with Rule 467(a).

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## CALCULATION OF REGISTRATION FEE\*

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
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\* See General Instruction II.F. for rules as to calculation of the registration fee.

If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered on this registration statement changes, the provisions of Rule 416 shall apply to this registration statement.

## GENERAL INSTRUCTIONS

### I. Eligibility Requirements for Use of Form F-7

- A. Form F-7 may be used for the registration under the Securities Act of 1933 (the “Securities Act”) of the Registrant’s securities offered for cash upon the exercise of rights to purchase or subscribe for such securities that are granted to its existing securityholders in proportion to the number of securities held by them as of the record date for the rights offer.
- B. Form F-7 is available to any Registrant that:
- (1) is incorporated or organized under the laws of Canada or any Canadian province or territory;
  - (2) is a foreign private issuer; and
  - (3) has had a class of its securities listed on The Montreal Exchange, The Toronto Stock Exchange or the Senior Board of the Vancouver Stock Exchange for the 12 calendar months immediately preceding the filing of this Form, has been subject to the continuous disclosure requirements of any securities commission or equivalent regulatory authority in Canada for a period of at least 36 calendar months immediately preceding the filing of this Form, and is currently in compliance with obligations arising from such listing and reporting.

*Instruction.* For purposes of this Form, “foreign private issuer” shall be construed in accordance with Rule 405 under the Securities Act.

- C. If the Registrant is a successor Registrant subsisting after a statutory amalgamation, merger, arrangement or other reorganization requiring the vote of shareholders of the participating companies (a “business combination”), the Registrant shall be deemed to meet the 36-month reporting requirement and the 12-month listing requirement of I.B.(3) above if: (1) the time the successor Registrant has been subject to the continuous disclosure requirements of any securities commission or equivalent regulatory authority in Canada, when added separately to the time each predecessor had been subject to such requirements at the time of the business combination, in each case equals at least 36 calendar months, *provided, however*, that any predecessor need not be considered for purposes of the reporting history calculation if the reporting histories of predecessors whose assets and gross revenues, respectively, would contribute at least 80 percent of the total assets and gross revenues from continuing operations of the successor Registrant, as measured based on pro forma combination of such participating companies’ most recently completed fiscal years immediately prior to the business combination, when combined with the reporting history of the successor Registrant in each case satisfy such 36-month reporting requirement; (2) the time the successor Registrant has been subject to the listing requirements of the specified exchanges, when added separately to the time each predecessor had been subject to such requirements at the time of the business combination, in each case equals at least 12 calendar months, *provided, however*, that any predecessor need not be considered for purposes of the listing history calculation if the listing histories of predecessors whose assets and gross revenues, respectively, would contribute at least 80 percent of the total assets and gross revenues from continuing operations of the successor Registrant, as measured based on pro forma combination of such participating companies’ most recently completed fiscal years immediately prior to the business combination, when combined with the listing history of the successor Registrant in each case satisfy such 12-month listing requirement; and (3) the successor Registrant has been subject to such continuous disclosure requirements and listing requirements since the business combination, and is currently in compliance with its obligations thereunder.
- D. The rights in connection with the transaction granted to securityholders that are U.S. holders shall be granted upon terms and

conditions not less favorable than those extended to any other holder of the same class of securities. The securities offered or sold upon exercise of rights granted to U.S. holders may not be registered on this Form if such rights are transferable other than in accordance with Regulation S under the Securities Act.

*Instruction.* For purposes of this Form, the term “U.S. holder” shall mean any person whose address appears on the records of the Registrant, any voting trustee, any depositary, any share transfer agent or any person acting on behalf of the Registrant as being located in the United States.

- E. This Form shall not be used if the Registrant is an investment company registered or required to be registered under the Investment Company Act of 1940.

## II. Application of General Rules and Regulations

- A. The Rules comprising Regulation C under the Securities Act shall not apply to filings on this Form unless specifically referred to in this Form. Instead, the rules and regulations applicable in the home jurisdiction regarding form and method of preparation of disclosure documents shall apply to filings on this Form. Securities Act rules and regulations other than Regulation C apply to filings on this Form unless specifically excluded in this Form.
- B. Rule 408 under the Securities Act, which provides that in addition to the information expressly required to be included in the registration statement, there shall be added such further material information, if any, as may be necessary to make the required statements, in light of the circumstances under which they are made, not misleading, shall apply to filings on this Form.
- C. A registrant must file the registration statement in electronic format via the Commission's Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system in accordance with the EDGAR rules set forth in Regulation S-T (17 CFR part 232). For assistance with EDGAR questions, call the Filer Support Office at (202) 551-8900.

If filing the registration statement in paper under a hardship exemption in Rule 201 or 202 of Regulation S-T (17 CFR 232.201 or 232.202), or as otherwise permitted, a registrant must file with the Commission at its principal office five copies of the complete registration statement and any amendments, including exhibits and all other documents filed as a part of the registration statement or amendment. The registrant must bind, staple or otherwise compile each copy in one or more parts without stiff covers. The registrant must further bind the registration statement or amendment on the side or stitching margin in a manner that leaves the reading matter legible. The registrant must provide three additional copies of the registration statement or amendment without exhibits to the Commission.

- D. Any amendment to a registration statement on this Form shall be filed under cover of an appropriate facing sheet, shall be numbered consecutively in the order in which filed, and shall indicate on the facing sheet the applicable registration form on which the amendment is prepared and the file number of the registration statement.

If, however, an amendment to the home jurisdiction document(s) is filed after effectiveness of this registration statement that increases the number of securities that may be sold, in lieu of filing a post-effective amendment hereto, a new registration statement shall be filed on this Form. As provided in Rule 429, the prospectus included in the new registration statement shall be deemed to include a prospectus covering unsold securities registered previously. If this is the case, the following legend shall appear at the bottom of the facing page of the registration statement:

“Pursuant to Rule 429 under the Securities Act, the prospectus contained in this registration statement relates to registration statement[s] 33-[insert file number[s]] of previous registration statement[s].”

- E. An electronic filer must provide the signatures required for the registration statement or amendment in accordance with Regulation S-T Rule 302 (17 CFR 232.302). A registrant filing in paper must have at least one copy of the registration statement or amendment signed in accordance with Securities Act Rule 402(e) (17 CFR 230.402(e)) by the persons whose signatures are required for this registration statement. A registrant must also conform the unsigned copies.
- F. At the time of filing this registration statement, the Registrant shall pay to the Commission in accordance with Rule 111 under the Securities Act a fee in U.S. dollars in the amount prescribed by Section 6 of the Securities Act. The amount of securities to be registered on this Form need not exceed the amount to be offered in the United States as part of the offering.

The registration fee is to be calculated at the price at which the rights may be exercised if known at the time of filing the registration statement, or, if not known, at the market value of outstanding securities of the same class included in the registration statement. If the fee is to be calculated upon the basis of the price at which the rights may be exercised and they

are exercisable over a period of time at progressively higher prices, the fee shall be calculated on the basis of the highest price at which they may be exercised.

*Instruction.* The market value of the Registrant's outstanding securities shall be the average of the high and low prices reported or the average of the bid and asked price of such securities, in the principal market for such securities as of a date within 30 days prior to the date of filing.

- G. A registrant must file the registration statement or amendment in electronic format in the English language in accordance with Regulation S-T Rule 306 (17 CFR 232.306). A registrant may file part of the prospectus or exhibit or other attachment to the registration statement or amendment in both French and English if it included the French text to comply with the requirements of the Canadian securities administrator or other Canadian authority and, for an electronic filing, if the filing is an HTML document, as defined in Regulation S-T Rule 11 (17 CFR 232.11). For both an electronic filing and a paper filing, a registrant may provide an English translation or English summary of a foreign language document as an exhibit or other attachment to the registration statement or amendment as permitted by the rules of the applicable Canadian securities administrator.
- H. For a paper filing, one signed original of the registration statement or amendment must be numbered sequentially (in addition to any internal numbering that otherwise may be present) by handwritten, typed, printed or other legible form of notation from the first page through the last page of the registration statement or amendment, including any exhibits or attachments. A paper filer must disclose the total number of pages on the first page of the sequentially numbered registration statement or amendment.
- I. Where the offering registered on this Form is being made pursuant to the home jurisdiction's shelf prospectus offering procedures or procedures for pricing offerings after the final receipt has been issued, three copies of each supplement to, or supplemented version of, the home jurisdiction disclosure document(s) prepared under such procedures shall be filed with the Commission within one business day after such supplement or supplemented version is filed with any Canadian jurisdiction. Such filings shall be deemed not to constitute amendments to this registration statement. Each such filing shall contain in the upper right corner of the cover page the following legend, which may be set forth in longhand if legible:

“Filed pursuant to General Instruction II.I. of Form F-7; File No. 33-[insert number of the registration statement].”

- J. Registrants are required to name an agent for service in the United States as required by the cover page of the registration statement even though not required to file Form F-X.

**Note:** Offerings registered on this Form, whether or not made contemporaneously in Canada, may be made pursuant to National Policy Statement No. 44 shelf prospectus offering procedures and procedures for pricing offerings after the final receipt has been issued. Rules 415 and 430A under the Securities Act are not available for offerings registered on this Form.

### **III. Compliance with Exchange Act**

- A. Pursuant to Rule 12h-4 under the Securities Exchange Act of 1934 (the “Exchange Act”), a Registrant shall be exempt from reporting obligations under Section 15(d) of the Exchange Act if such reporting obligations would have arisen solely from registration of securities on this Form. The Registrant's attention is directed, however, towards other provisions of the Exchange Act that may be applicable, and specifically to the provisions of Sections 12(b) and 12(g) of the Exchange Act and Rules 10b-6, 10b-7 and 10b-8 under the Exchange Act.
- B. The Commission's rules on auditor independence, as codified in Section 600 of the Codification of Financial Reporting Policies, shall not apply to auditor reports on financial statements included in this registration statement.

## **PART I — INFORMATION REQUIRED TO BE SENT TO SHAREHOLDERS**

### **Item 1. Home Jurisdiction Document**

The prospectus shall consist of the entire disclosure document or documents used to offer the rights and underlying securities to holders in any Canadian jurisdiction. Such disclosure document(s) shall include all information used to make such offers, without regard to whether such information has previously been provided to shareholders. Except as noted hereinafter, such disclosure document(s) shall be prepared in accordance with the disclosure requirements of such jurisdiction as interpreted and applied by the securities commission or other regulatory authority in such jurisdiction.

Such prospectus used in the United States shall contain additional information and legends required by this Form. It need not include any documents incorporated by reference into disclosure documents used in Canada and not required to be delivered to securityholders pursuant to Canadian law.

Notwithstanding the foregoing, such prospectus used in the United States need not contain any disclosure applicable solely to Canadian offerees or purchasers that would not be material to offerees or purchasers in the United States, including, without limitation, (i) any Canadian “red herring” legend; (ii) any discussion of Canadian tax considerations other than those material to U.S. offerees or purchasers; (iii) the names of any Canadian underwriters not acting as underwriters in the United States or a description of the Canadian plan of distribution (except to the extent necessary to describe the material facts of the U.S. plan of distribution); (iv) any description of offerees’ or purchasers’ statutory rights under applicable Canadian, provincial or territorial securities legislation (except to the extent such rights are available to U.S. offerees or purchasers); or (v) certificates of the issuer or any underwriter.

## **Item 2. Informational Legends**

The following legends, to the extent applicable, shall appear on the outside front cover page of the prospectus (or on a sticker thereto) in bold-face roman type at least as high as ten-point modern type and at least two points leaded:

“This offering is made by a foreign issuer, that is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this prospectus in accordance with the disclosure requirements of its home country. Prospective investors should be aware that such requirements are different from those of the United States. Financial statements included or incorporated herein, if any, have been prepared in accordance with foreign generally accepted accounting principles, and are subject to foreign auditing and auditor independence standards, and thus may not be comparable to financial statements of United States companies.”

“Prospective investors should be aware that the acquisition of the securities described herein may have tax consequences both in the United States and in the home country of the Registrant. Such consequences for investors who are resident in, or citizens of, the United States may not be described fully herein.”

“The enforcement by investors of civil liabilities under the federal securities laws may be affected adversely by the fact that the Registrant is incorporated or organized under the laws of a foreign country, that some or all of its officers and directors may be residents of a foreign country, that some or all of the underwriters or experts named in the registration statement may be residents of a foreign country, and that all or a substantial portion of the assets of the Registrant and said persons may be located outside the United States.”

“THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.”

The Registrant should also include in the prospectus any legend or information required by the laws of any jurisdiction in which the securities are to be offered.

*Note to Item 2.* If the home-jurisdiction document(s) are delivered through an electronic medium, the issuer may satisfy the legibility requirements for the required legends relating to type size and font by presenting the legends in any manner reasonably calculated to draw investor attention to it.

## **Item 3. Incorporation of Certain Information by Reference**

Information called for by this Form, including exhibits, may be incorporated by reference at the Registrant’s option from documents that the Registrant has filed previously with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act or submitted to the Commission pursuant to Rule 12g3-2(b) under the Exchange Act. Any such incorporation by reference shall be done in accordance with Item 10(d) of Regulation S-K. If any information is incorporated by reference into the prospectus, the prospectus shall provide the name, address and telephone number of an officer of the Registrant from whom copies of such information may be obtained upon request without charge.

## **Item 4. List of Documents Filed with the Commission**

There shall be set forth in or attached to the prospectus a list of all documents filed with the Commission as part of the registration statement.

## PART II — INFORMATION NOT REQUIRED TO BE SENT TO SHAREHOLDERS

The exhibits specified below shall be filed as part of the registration statement. Exhibits shall be appropriately lettered or numbered for convenient reference.

- (1) Any reports or information that, in accordance with the requirements of the jurisdiction of incorporation or organization of the Registrant, must be made publicly available in connection with the transaction.
- (2) Copies of any documents incorporated by reference into the registration statement, and any publicly available documents filed with any other Canadian regulatory authority concurrently with the prospectus.
- (3) If any accountant, engineer or appraiser, or any person whose profession gives authority to a statement made by him, is named as having prepared or certified any part of the offering document, or is named as having prepared or certified a report or valuation for use in connection with the offering document, the manually signed, written consent of such person.

If any such person is named as having prepared or certified any other report or valuation (other than a public official document or statement) which is used in connection with the registration statement, but is not named as having prepared or certified such report or valuation for use in connection with the registration statement, the manually signed, written consent of such person, unless the Commission dispenses with such filing as impracticable or as involving undue hardship in accordance with Rule 437 under the Securities Act.

Any other consent required by Rule 436, 438 or 439 under the Securities Act. Every amendment relating to a certified financial statement shall include the manually signed, written consent of the certifying accountant to the use of his certificate in connection with the amended financial statements in the registration statement or prospectus and to being named as having certified such financial statements.

**NOTE:** The consents required by this item shall specifically indicate consent regarding use of the report or valuation in the registration statement filed in the United States.

- (4) If any name is signed to the registration statement or amendment pursuant to a power of attorney, manually signed copies of such power of attorney and, if the name of any officer signing on behalf of the Registrant is signed pursuant to a power of attorney, certified copies of a resolution of the Registrant's board of directors or similar governing body authorizing such signature.
- (5) A copy of any indenture relating to the registered securities.

## PART III — CONSENT TO SERVICE OF PROCESS

- (a) At the time of filing Form F-7, any non-U.S. person acting as trustee with respect to the registered securities shall file with the Commission a written irrevocable consent and power of attorney on Form F-X.
- (b) Any change to the name or address of the agent for service of the trustee shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the relevant registration statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-7 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of \_\_\_\_\_, Country of \_\_\_\_\_, on

\_\_\_\_\_, \_\_\_\_\_  
(date)

Registrant \_\_\_\_\_

By (Signature and Title) \_\_\_\_\_

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

(Signature) \_\_\_\_\_

(Name and Title) \_\_\_\_\_

(Date) \_\_\_\_\_

**Instructions**

- A. The registration statement shall be signed by the Registrant, its principal executive officer or officers, its principal financial officer, its comptroller or principal accounting officer, at least a majority of the board of directors or persons performing similar functions and its authorized representative in the United States. Where the Registrant is a limited partnership, the registration statement shall be signed by a majority of the board of directors of any corporate general partner signing the registration statement.
  
- B. The name of each person who signs the registration statement shall be typed or printed beneath his signature. Any person who occupies more than one of the specified positions shall indicate each capacity in which the registration statement is signed.