

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to state otherwise.*

**Amendment No. 1 dated November 22, 2005  
To the prospectus (the “Prospectus”) dated November 17, 2005**



All capitalized terms in this document which are not otherwise defined herein have the respective meaning ascribed thereto in the Prospectus.

The Prospectus is being amended to delete the following text, which appears as the second paragraph under the subheading “Pooling Agreements” under the heading “Escrowed Securities”:

Certain significant shareholders of the Company that are not subject to the Regulatory Escrow described above will be entering into pooling agreements pursuant to which 12,022,150 Common Shares will be escrowed. The subject shares will be escrowed for a period of two months after the Common Shares become publicly tradeable and may not be sold or otherwise disposed of during that period.

**PURCHASERS’ STATUTORY RIGHTS**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces of Canada, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages where the prospectus and any amendment contain a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal advisor.

**CERTIFICATE OF THE COMPANY AND PROMOTER**

**DATED:** November 22, 2005

The prospectus dated November 17, 2005, as amended by this Amendment No. 1 dated November 22, 2005 constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus under Part 9 of the *Securities Act* (British Columbia), Part 9 of the *Securities Act* (Alberta), Part XI of the *Securities Act* (Saskatchewan), Part VII of the *Securities Act* (Manitoba) and Part XV of the *Securities Act* (Ontario) and the respective regulations thereunder.

(signed) Robin B. Dow  
*Chief Executive Officer*

(signed) John McNeice  
*Chief Financial Officer*

**ON BEHALF OF THE BOARD OF DIRECTORS  
OF THE CORPORATION**

(signed) Paul Pitman  
*Director*

(signed) Jeff Klenda  
*Director*

**PROMOTER**

(signed) Robin B. Dow

**CERTIFICATE OF THE AGENTS**

**DATED:** November 22, 2005

To the best of our knowledge, information and belief, the prospectus dated November 17, 2005 as amended by Amendment No. 1 dated November 22, 2005, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus under Part 9 of the *Securities Act* (British Columbia), Part 9 of the *Securities Act* (Alberta), Part XI of the *Securities Act* (Saskatchewan), Part VII of the *Securities Act* (Manitoba) and Part XV of the *Securities Act* (Ontario) and the respective regulations thereunder.

Raymond James Ltd.

by: (signed) Robert Boaz

Canaccord Capital Corporation

by: (signed) James M. Brown

Haywood Securities Inc.

by: (signed) John Willet