

**NOTICE PURSUANT TO SECTION 12  
OF THE SECURITIES ACT (QUÉBEC) AND  
SECTION 115 OF THE SECURITIES REGULATIONS**

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**1. Date planned for the beginning of the distribution.**

January 31, 2003.

**2. Brief description of the securities to be distributed, in particular the voting rights, the dividend rights, the conversion rights and the conditions relative to redemption or to a sinking fund.**

Options entitling Haywood Securities Inc. (the “**Agent**”) to acquire one unit (the “**Agent’s Unit**”) for \$0.095 per Agent’s Unit. Each Agent’s Unit consists of one common share in the capital of the Corporation and one warrant. Each warrant entitles the holder, subject to adjustments, to subscribe for an additional common share (the “**Agent’s Warrant Share**”) of the Corporation at a price of \$0.10 per Agent’s Warrant Share at any time on or before January 31, 2006.

**3. The number of securities to be distributed, the price and the total value.**

The Agent’s Compensation Option will entitle the Agent to subscribe for a number of Agent’s Units equal to 10% of the number of Units sold pursuant to the Offering, up to a maximum of 1,875,000 Agent’s Compensation Options.

**4. A description of the method of distribution together with the name and address of the principal dealer making the distribution when that infraction is known.**

The distribution will occur pursuant to the granting of the Agent’s Compensation Options.

**5. The net proceeds that the issuer will receive, the principal uses of these proceeds and the sums allocated for each of these proceeds.**

[Not applicable.](#)

**6. The name of any security holder selling securities, if any.**

Not applicable.

**7. The name of the competent authority entitled to issue a receipt or to grant an exemption, as the case may be.**

Not applicable.

**8. A copy of any information document that will be remitted to subscribers or that will be filed with the corporate audits.**

Not applicable