This prospectus referred to herein as amended by this First Prospectus Amendment constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise

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First Prospectus Amendment dated February 25, 2002

New Issue

FYTOKEM PRODUCTS INC.

Minimum of $1,100,000 (44,000 Units)
Maximum of $1,500,000 (60,000 Units)

Price: $25 per Unit
Minimum Initial Subscription (100 Units): $2,500

This is an amendment to the prospectus (the "Prospectus") of Fytokem Products Inc. ("Fytokem" or the "Corporation") dated November 27, 2001 offering (the "Offering") for sale a minimum of 44,000 units ("Units") (the "Minimum Offering") and a maximum of 60,000 Units (69,000 Units including an over-allotment option), each Unit consisting of 50 common shares of Fytokem (the "Common Shares"), at an issue price of $0.20, $15 principal amount of a 10.125%, unsecured, redeemable debenture due December 15, 2009 and a common share purchase warrant entitling the holder to purchase 25 Common Shares on or after December 15, 2002 until 5:00 p.m. Saskatoon time on March 31, 2004.

The Corporation has amended the Offering to extend the selling period 30 days such that the Minimum Offering must be achieved within 120 days of the date of the final receipt of the Prospectus.

THE AMENDMENTS

1. The second, third and fourth sentences of second last paragraph on page 2 of the Prospectus are amended by deleting the reference to "90 days" and inserting "120 days".

2. The fourth and sixth sentences of fifth paragraph on page 29 of the Prospectus are amended by deleting the reference to "90 days" and inserting "120 days".

In all other respects the Prospectus remains the same.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces provides purchasers with the right to withdraw from any agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser but such remedies must be exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. 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 CORPORATION

February 25, 2002

The Prospectus and the foregoing First Prospectus Amendment constitute full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus and this First Prospectus Amendment as required by Part XI of The Securities Act, 1988 (Saskatchewan) and the respective regulations thereunder.

(signed) Art Hesje
President and CEO

(signed) Mark Pasloski, C.A.
Vice-President – Finance & Administration

On behalf of the Board of Directors

(signed) Peter Oliver
Director

(signed) Paul Marciniak
Director

CERTIFICATE OF THE AGENT

February 25, 2002

To the best of our knowledge, information and belief, the Prospectus and the foregoing First Prospectus Amendment constitute full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus and this First Prospectus Amendment as required by Part XI of *The Securities Act, 1988* (Saskatchewan) and the respective regulations thereunder.

SANDERSON SECURITIES LTD.

(signed) Wayne Sanderson

The following includes the names of every person or company having an interest, either directly or indirectly, to the extent of not less than 5% in the capital of Sanderson Securities Inc.: Wayne L. Sanderson and Arline J. Sanderson.