
**AMENDMENT DATED SEPTEMBER 14, 2000 TO A
PROSPECTUS DATED MAY 17 2000**

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED ON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE. THIS AMENDMENT AND THE PROSPECTUS DATED MAY 17, 2000 CONSTITUTE 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.

FIRST STEP INCORPORATED

Defined Terms

Terms used in this Amendment have the same meaning as ascribed thereto in the prospectus dated May 17, 2000, which is herein referred to as "the Prospectus".

Amendments to the Prospectus

1. The second last sentence of the fourth paragraph in the face page is deleted in its entirety and replaced with the following:

“If total subscriptions for the Offering are not received on or before one hundred and thirty-five (135) days following the issuance of the final receipt for this Prospectus from the ASC and the SSC, or such longer period as the Agent and the Corporation may agree and as may be permitted by regulatory authorities, all subscription funds will be returned to subscribers without interest or deduction.”

2. The last sentence of the last paragraph under “Plan of Distribution” is deleted in its entirety and is replaced with the following:

“If total subscriptions are not received on or before one hundred and thirty-five (135) days following the issuance of the final receipt for this Prospectus, or such longer period as the Agent and the Corporation may agree and as may be permitted by regulatory authorities, all subscription funds will be returned to subscribers without interest or deduction.”

3. The following sentence is added to note 6 of the capitalization table on page 22 of the Prospectus under the heading "Capitalization of the Corporation":

"As at June 30, 2000, the Corporation had a deficit of \$669,107."

Attached to this Amendment are audited consolidated financial statements of the Corporation for the years ended December 31, 1998 and December 31, 1999 as well as unaudited consolidated financial statements of the Corporation for the six month period ended June 30, 2000. The attached financial statements are incorporated into and added to the financial statements contained in the Prospectus and are not in substitution therefor.

Purchasers' Statutory Rights

Securities legislation in several of the provinces provides purchasers with the right to withdraw from an 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, provided that such remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the applicable province. The purchaser should refer to the securities legislation of the province in which the purchaser resides for the particulars of these rights or consult with a legal advisor.

DATED: September 14, 2000

CERTIFICATE OF THE CORPORATION

The foregoing, together with the prospectus dated May 17, 2000, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 8 of the *Securities Act* (Alberta), Part XI of the *Securities Act, 1988* (Saskatchewan) and the regulations thereunder.

“Signed”

John M. Alston
Chief Executive Officer and Chief Financial
Officer

ON BEHALF OF THE BOARD OF DIRECTORS

“Signed”

Glen R. Alston
Director

“Signed”

Gary D. Wilson
Director

CERTIFICATE OF THE PROMOTERS

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 8 of the *Securities Act* (Alberta), Part XI of the *Securities Act, 1988* (Saskatchewan) and the respective regulations thereunder.

“Signed”

John M. Alston

“Signed”

Lorelei L. Donovan

DATED: September 14, 2000

CERTIFICATE OF THE AGENT

To the best of our knowledge, information and belief, the foregoing, together with the prospectus dated May 17, 2000, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 8 of the *Securities Act* (Alberta) Part XI of the *Securities Act, 1988* (Saskatchewan) and the regulations thereunder.

YORKTON SECURITIES INC.

“Signed”

Per: Allan D. Frame