

United States  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-10

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

(Exact name of Registrant as specified in its charter)

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

(Province or other jurisdiction of incorporation or organization)

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

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

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

(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 \_\_\_\_\_

(Principal jurisdiction regulating this offering (if applicable))

It is proposed that this filing shall become effective (check appropriate box)

- A.  upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
- B.  at some future date (check the appropriate box below)
- pursuant to Rule 467(b) on *(date)* at *(time)* (designate a time not sooner than 7 calendar days after filing).
  - pursuant to Rule 467(b) on *(date)* at *(time)* (designate a time 7 calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on *(date)*.
  - pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
  - after the filing of the next amendment to this Form (if preliminary material is being filed).

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 Instructions II.G.-II.I. 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.

If it is proposed that this filing become effective pursuant to Rule 467(b), the following legend shall appear on the cover page of this Form:

“The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registration statement shall become effective as provided in Rule 467 under the Securities Act of 1933 or on such date as the Commission, acting pursuant to Section 8(a) of the Act, may determine.”

## GENERAL INSTRUCTIONS

### I. General Eligibility Requirements for Use of Form F-10

- A. Form F-10 may be used for the registration of securities under the Securities Act of 1933 (the “Securities Act”), including securities to be issued in an exchange offer or in connection with a statutory amalgamation, merger, arrangement or other reorganization requiring the vote of shareholders of the participating companies (a “business combination”).
- B. This Form may not be used for registration of derivative securities except: (1) warrants, options and rights, provided that such securities and the underlying securities to which they relate are issued by the Registrant, its parent or an affiliate of either; and (2) convertible securities, provided that such securities are convertible only into securities of the Registrant, its parent or an affiliate of either.

*Instruction:* For purposes of this Form, an “affiliate” of a person is anyone who beneficially owns, directly or indirectly, or exercises control or direction over, more than 10 percent of the outstanding equity shares of such person. The determination of a person’s affiliates shall be made as of the end of such person’s most recently completed fiscal year.

- C. Form F-10 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;
  - (3) has been subject to the continuous disclosure requirements of any securities commission or equivalent regulatory authority in Canada for a period of at least 12 calendar months immediately preceding the filing of this Form, and is currently in compliance with such obligations, *provided, however*, that in case of a business combination, each participating company other than the successor Registrant must meet such 12-month reporting obligation, except that any such participating company shall not be required to meet such reporting requirement if other participating companies 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 the participating companies’ most recently completed fiscal years, each meet such reporting requirement;
  - (4) has an aggregate market value of the public float of its outstanding equity shares of \$75 million or more; *provided, however*, that in the case of a business combination, the aggregate market value of the public float of the outstanding equity shares of each participating company other than the successor Registrant is \$75 million or more, except that any such participating company shall not be required to meet such public float requirement if other participating companies 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 the participating

companies' most recently completed fiscal years, each meet such public float requirement; and *provided further*, that in the case of a business combination, such public float requirement shall be deemed satisfied in the case of a participating company whose equity shares were the subject of an exchange offer that was registered or would have been eligible for registration on Form F-8, Form F-10 or Form F-80, or a tender offer in connection with which Schedule 13E-4F or 14D-1F was filed or could have been filed, that terminated within the last 12 months, if the participating company would have satisfied such public float requirement immediately prior to commencement of such exchange or tender offer; and

- (5) if it does not meet the requirements of I.C.(4) or I.H., discloses in Part II of the registration statement that it has a reasonable belief that it would have been eligible to make an offering of investment grade, non-convertible securities on Form F-9 as of December 30, 2012, discloses the basis for such belief, and files a final prospectus for an offering under the registration statement on or prior to December 31, 2015.

*Instructions:*

1. For purposes of this Form, "foreign private issuer" shall be construed in accordance with Rule 405 under the Securities Act.
  2. For purposes of this Form, the "public float" of specified securities shall mean only such securities held by persons other than affiliates of the issuer.
  3. For purposes of this Form, "equity shares" shall mean common shares, non-voting equity shares and subordinate or restricted voting equity shares, but shall not include preferred shares.
  4. For purposes of this Form, the market value of outstanding equity shares (whether or not held by affiliates) shall be computed by use of the price at which such shares were last sold, or the average of the bid and asked prices of such shares, in the principal market for such shares as of a date within 60 days prior to the date of filing. If there is no market for any of such securities, the book value of such securities computed as of the latest practicable date prior to the filing of this Form shall be used for purposes of calculating the market value, unless the issuer of such securities is in bankruptcy or receivership or has an accumulated capital deficit, in which case one-third of the principal amount, par value or stated value of such securities shall be used.
- D. In the case of an exchange offer, the issuer of the securities to be exchanged (the "subject securities") for securities of the Registrant shall be incorporated or organized under the laws of Canada or any Canadian province or territory and be a foreign private issuer.
- E. In the case of a business combination, each participating company shall be incorporated or organized under the laws of Canada or any Canadian province or territory and be a foreign private issuer.
- F. In the case of an exchange offer, the securities to be registered on this Form shall be offered to U.S. holders upon terms and conditions not less favorable than those offered to any other holder of the same class of subject securities.
- G. In the case of a business combination, the securities to be registered on this Form shall be offered to U.S. holders upon terms and conditions not less favorable than those offered to any other holder of the same class of such securities of the participating company.

*Instructions:*

1. For purposes of exchange offers, the term "U.S. holder" shall mean any person whose address appears on the records of the issuer of the subject securities, any voting trustee, any depositary, any share transfer agent or any person acting in a similar capacity on behalf of the issuer of the subject securities as being located in the United States.
  2. For purposes of business combinations, the term "U.S. holder" shall mean any person whose address appears on the records of a participating company, any voting trustee, any depositary, any share transfer agent or any person acting in a similar capacity on behalf of a participating company as being located in the United States.
  3. For purposes of this Form, the class of subject securities shall not include any securities that may be converted into or are exchangeable for the subject securities.
- H. With respect to registration of debt securities or preferred securities on this Form, if the Registrant is a majority-owned

subsidiary, it shall be deemed to meet the requirements of I.C.(3) and (4) above if the parent of the Registrant-subsi­dary meets the requirements of I.C. above and fully and unconditionally guarantees the securities being registered as to principal and interest (if debt securities) or as to liquidation preference, redemption price and dividends (if preferred shares); *provided, however*, that the securities of the subsidiary are only convertible or exchangeable, if at all, for the securities of the parent.

- I. If the Registrant is a successor Registrant subsisting after a business combination, it shall be deemed to meet the 36-month reporting requirement of I.C.(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 and (2) the successor Registrant has been subject to such continuous disclosure requirements since the business combination, and is currently in compliance with its obligations thereunder.
- J. This Form shall not be used for registration of securities if no takeover bid circular or issuer bid circular (in the case of an exchange offer) or information circular (in the case of a business combination) or prospectus (in all other cases) is prepared pursuant to the requirements of any Canadian jurisdiction due to the availability of an exemption from such requirements.
- K. This Form shall not be used if the Registrant or, in the case of an exchange offer, the issuer of the subject securities 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. A registration statement on this Form, and any amendment thereto, shall become effective in accordance with Rule 467 under the Securities Act.
- B. The rules comprising Regulation C under the Securities Act shall not apply to filings on this Form unless specifically referred to in the Form. Instead, the rules and regulations applicable in the home jurisdiction regarding the Form and method of preparation of disclosure documents shall apply to filings on this Form. A registration statement or amendment thereto on this Form shall be deemed to be filed on the proper form unless objection to the Form is made by the Commission prior to the effective date. Securities Act rules and regulations other than Regulation C shall apply to filings on this Form unless specifically excluded in this Form.
- C. 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.
- D. 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.

Include an exhibit index in the registration statement, which must appear before the required signatures in the document. The exhibit index must list each exhibit according to the letter or number assigned to it. If an exhibit is incorporated by reference, this must be noted in the exhibit index. Each exhibit identified in the exhibit index (other than an exhibit filed in eXtensible Business Reporting Language) must include an active link to an exhibit that is filed with the registration statement or, if the exhibit is incorporated by reference an active hyperlink to the exhibit separately filed on EDGAR. If the registration statement is amended, each amendment must include active hyperlinks to the exhibits required with the amendment. For paper filings, the pages of the manually signed original registration statement should be numbered in sequence, and the exhibit index should give the page number in the sequential numbering system where each exhibit can be found.

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.

- E. 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 numbers of previous registration statements].”

- F. 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.

- G. 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.

- H. In the case of an exchange offer, the registration fee is to be calculated as follows:

- (1) Upon the basis of the market value of the securities that may be received by the Registrant or cancelled in the exchange offer from United States residents as established by the price of securities of the same class, as determined in accordance with paragraph (4) of this section.
- (2) If there is no market for the securities to be received by the Registrant or cancelled in the exchange offer, the book value of such securities computed as of the latest practicable date prior to the date of filing the registration statement shall be used, unless the issuer of such securities is in bankruptcy or receivership or has an accumulated capital deficit, in which case one-third of the principal amount, par value or stated value of such securities shall be used.
- (3) If any cash may be received by the Registrant from United States residents in connection with the exchange offer, the amount thereof shall be added to the value of the securities to be received by the Registrant or cancelled as computed in accordance with paragraph (1) or (2) of this section. If any cash is to be paid by the Registrant in connection with the exchange offer, the amount thereof shall be deducted from the value of the securities to be received by the Registrant in exchange as computed in accordance with paragraph (1) or (2) of this section.
- (4) For purposes of the registration fee, the market value of the securities received or cancelled shall be the average of the high and low prices reported or the average of the bid and asked prices of such stock, in the principal market for such stock as of a date within 30 days prior to the date of filing.

- I. In the case of a business combination, the registration fee is to be calculated as follows:

- (1) Upon the basis of the market value of the equity securities of the predecessor companies held by United States residents being offered the Registrant’s securities, as established by the price of the predecessors’ securities of the same class determined in accordance with paragraph (4) of this section.
- (2) If there is no market for the securities of the predecessor companies, the book value of such securities computed as of the latest practicable date prior to the date of filing the registration statement shall be used, unless the issuer of such securities is in bankruptcy or receivership or has an accumulated capital deficit, in which case one-third of the principal amount, par value or stated value of such securities shall be used.
- (3) If any cash may be received by the Registrant from United States residents in connection with the business combination, the amount thereof shall be added to the value of the securities as computed in accordance with paragraph (1) or (2) of this section. If any cash is to be paid by the Registrant in connection with the business combination, the amount thereof shall be deducted from the value of the securities as computed in accordance with paragraph (1) or (2) of this section.

(4) For purposes of the registration fee, the market value of a predecessor's equity securities shall be the average of the high and low prices reported or the average of the bid and asked prices of such securities, in the principal market for such securities as of a date within 30 days prior to the date of filing.

J. 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.

K. A paper filer must number sequentially one signed original of the registration statement or amendment (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.

L. 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 the principal jurisdiction. Such filings shall be deemed not to constitute amendments to this registration statement. Each such filing shall contain in the upper right hand corner of the cover page the following legend, which may be set forth in longhand if legible: "Filed pursuant to General Instruction II.L. of Form F-10; File No. 33-[insert number of the registration statement]."

*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.

M. If the offering to be registered on this Form is not being made contemporaneously in Canada, the registration statement on this Form and any amendments hereto shall be prepared and filed as if the offering were being made contemporaneously in Canada. The Commission has been advised that the principal jurisdiction in Canada designated by the Registrant in connection with such an offering will require the filing of such documents and may select them for review.

### **III. Compliance with Exchange Act and Auditor Independence and Reporting Requirements**

A. Pursuant to Rule 15d-4 under the Securities Exchange Act of 1934 (the "Exchange Act"), reporting obligations under Section 15(d) of the Exchange Act (and the requirements of Regulation 15D thereunder) arising solely from an offering of securities registered on this Form may be met by filing with the Commission, under cover of Forms 40-F and 6-K, certain home jurisdiction documents. Registrants' 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) and Rules 10b-6 and 10b-7 under the Exchange Act.

B. The Commission's rules on auditor independence, as codified in Section 600 of the Codification of Financial Reporting Policies, apply to auditor reports on all financial statements that are included in this registration statement, except that such rules do not apply with respect to periods prior to the most recent fiscal year for which financial statements are included in the registration statement under the Securities Act filed by the issuer on Form F-8, Form F-9, Form F-10 or Form F-80 or under the Exchange Act filed by the issuer on Form 40-F. Notwithstanding the exception in the previous sentence, such rules do apply with respect to any periods prior to the most recent fiscal year if the issuer previously was required to file with the Commission a report or registration statement containing an audit report on financial statements for such prior periods as to which the Commission's rules on auditor independence applied.

C. Independent accountants reporting on financial statements included in the registration statement should consider Canadian auditing guidelines pertaining to the Canada-U.S. reporting conflict with respect to contingencies and going concern considerations. If additional comments for U.S. readers are appropriate under those guidelines but are not included in the prospectus itself, those comments should be included with the legends required by Item 3 of Part I hereof. In addition, the accountant's consent specifically should refer to any additional comments provided for U.S. readers.

D. Pursuant to Rule 13e-4(g) under the Exchange Act, the provisions of Rule 13e-4 are not applicable and pursuant to Rule 14d-1(b)

under the Exchange Act, the provisions of Sections 14(d)(1) through 14(d)(7) of the Exchange Act, Regulation 14D under the Exchange Act and Schedule 14D-1 thereunder, and Rule 14e-1 under Regulation 14E, are not applicable to a transaction involving offerings of securities that may be registered on this Form in connection with exchange offers; *provided that*, if an exemption has been granted from the requirements of Canadian federal, provincial and/or territorial laws, regulations or policies, and the tender offer does not comply with requirements that otherwise would be required by Commission tender offer rules, the Registrant shall comply with such provisions of the Exchange Act. Such transaction is not exempt from the antifraud provisions of Section 10(b), 13(e) and 14(e) of the Exchange Act or Rule 10b-5, 13e-4(b)(1) or 14e-3 thereunder, if the transaction otherwise is subject to those sections.

## **PART I — INFORMATION REQUIRED TO BE DELIVERED TO OFFEREEES OR PURCHASERS**

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

In the case of a business combination, the prospectus shall consist of the entire disclosure document or documents used to solicit votes of security holders in connection with the proposed business combination in any Canadian jurisdiction. Except as noted hereinafter, such disclosure document(s) shall be prepared in accordance with the disclosure requirements of such jurisdiction(s) as interpreted and applied by the securities commission(s) or other regulatory authorities in such jurisdiction(s).

In the case of an exchange offer, the prospectus shall consist of the entire disclosure document or documents used to offer securities in any Canadian jurisdiction. Except as noted hereinafter, such disclosure documents shall be prepared in accordance with the disclosure requirements of such jurisdiction(s) as interpreted and applied by the securities commission(s) or other regulatory authorities in such jurisdiction(s).

In all other cases, the prospectus shall consist of the entire disclosure document or documents used to offer the securities of the Registrant in the principal jurisdiction (or, if the offering is not being made contemporaneously in Canada, as if the offering were made in such jurisdiction). 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.

The 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 document(s) used in Canada and not required to be delivered to offerees or purchasers (in the case of an exchange offer) or to securityholders being solicited (in the case of a business combination) pursuant to Canadian law or to offerees or purchasers (in all other cases) pursuant to the laws of the principal jurisdiction.

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. Additional Information**

The following information also shall be provided to offerees as part of the prospectus.

#### **Financial Statements.**

Any financial statements included in the home jurisdiction document must be reconciled to U.S. GAAP as required by Item 18 of Form 20-F under the Exchange Act.

### **Item 3. 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 may be 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 following legend shall appear in the manner noted above in any prospectus relating to an exchange offer.

“Prospective investors should be aware that, during the period of the exchange offer, the Registrant or its affiliates, directly or indirectly, may bid for or make purchases of the securities to be distributed or to be exchanged, or certain related securities, as permitted by applicable laws or regulations of Canada or its provinces or territories.”

Any prospectus to be used before the effective date of the registration statement shall contain, on the outside front cover page (or on a sticker thereto) the following statement printed in red ink in type as large as that generally used in the body of the prospectus:

“Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.”

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 3.* 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 4. 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. For information that you are incorporating by reference, identify the document where the information was originally filed or submitted and the specific location of the information within that document. The statement must be made at the particular place where the information is required, if applicable. Unless expressly permitted or required, disclosure must not be incorporated by reference from a second document if that second document incorporates information pertinent to such disclosure by reference to a third document. If any information is incorporated by reference into the prospectus, the prospectus must 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 5. 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 DELIVERED TO OFFEREEES OR PURCHASERS**

Provide a brief description of the indemnification provisions relating to directors, officers and controlling persons of the Registrant against liability arising under the Securities Act (including any provision of the underwriting agreement which relates to indemnification of the underwriter or its controlling persons by the Registrant against such liabilities where a director, officer or controlling person of the Registrant is such an underwriter or controlling person thereof or a member of any firm which is such an underwriter), together with a



statement in substantially the following form:

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the U.S. Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

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

- (1) In the case of an exchange offer or business combination, any reports or information that, in accordance with the requirements of the jurisdiction of incorporation or organization of the subject issuer or, in the case of a business combination, in accordance with the requirements of the jurisdiction(s) of incorporation or organization of companies involved in the transaction other than the Registrant, must be made publicly available by the Registrant in connection with the transaction.
- (2) In the case of an exchange offer or a business combination, a copy of any agreement relating to the proposed acquisition or business combination, as applicable.
- (3) In all other cases, any reports or information that in accordance with the requirements of the principal jurisdiction must be made publicly available in connection with the offering (or, if the offering is not being made contemporaneously in Canada, the reports or information that would be required to be made publicly available by the principal jurisdiction if the offering were made in Canada).
- (4) Copies of any documents incorporated by reference into the registration statement and any publicly available documents filed with the principal jurisdiction or any other Canadian regulatory authority concurrently with the prospectus.
- (5) 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.

- (6) If any name is signed to the registration statement or amendment pursuant to 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.
- (7) A copy of any indenture relating to the registered securities.
- (8) through (100) [*Reserved*]
- (101) Where a registrant prepares its financial statements in accordance with either generally accepted accounting principles as used in the United States or International Financial Reporting Standards as issued by the International Accounting Standards Board, an Interactive Data File (§232.11 of this chapter) is:
  - (a) Required to be submitted. Required to be submitted to the Commission in the manner provided by Rule 405 of Regulation S-T (§232.405 of this chapter) if the registrant does not prepare its financial statements in accordance with Article 6 of Regulation S-X (17 CFR 210.6-01 *et seq.*), except that an Interactive Data File:
    - (i) First is required for a periodic report on Form 10-Q (§249.308a of this chapter), Form 20-F (§249.220f of this chapter), or

Form 40-F (§249.240f of this chapter), as applicable; and

(ii) Is required for a registration statement under the Securities Act only if the registration statement contains a price or price range.

- (b) Permitted to be submitted. Permitted to be submitted to the Commission in the manner provided by Rule 405 of Regulation S-T (§232.405 of this chapter) if the:
  - (i) Registrant does not prepare its financial statements in accordance with Article 6 of Regulation S-X (17 CFR 210.6-01 *et seq.*); and
  - (ii) Interactive Data File is not required to be submitted to the Commission under subparagraph (a) of this paragraph (101).
- (c) Not permitted to be submitted. Not permitted to be submitted to the Commission if the registrant prepares its financial statements in accordance with Article 6 of Regulation S-X (17 CFR 210.6-01 *et seq.*).

*Instruction to paragraphs (101)(a) and (b):* When an Interactive Data File is submitted as provided by Rule 405(a)(3)(i) of Regulation S-T (§232.405(a)(3)(i) of this chapter), the exhibit index must include the word “Inline” within the title description for any eXtensible Business Reporting Language (XBRL)-related exhibit.

### **PART III — UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

#### **Item 1. Undertaking**

This Form shall set forth the following undertaking of the Registrant:

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form F-10 or to transactions in said securities.

#### **Item 2. Consent to Service of Process**

- (a) At the time of filing Form F-10, the Registrant shall file with the Commission a written irrevocable consent and power of attorney on Form F-X.
- (b) At the time of filing Form F-10, 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.
- (c) Any change to the name or address of the agent for service of the Registrant or 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-10 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 controller 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.
- C. If the securities to be offered are those of a corporation not yet in existence at the time the registration statement is filed and which will be a party to a consolidation involving two or more existing corporations, then each such existing corporation shall be deemed a Registrant and shall be designated on the cover page of this Form, and the registration statement shall be signed by each such existing corporation and by the officers and directors of each such existing corporation as if each such existing corporation were the sole Registrant.
- D. By signing this Form, the Registrant consents without power of revocation that any administrative subpoena may be served, or any administrative proceeding, civil suit or civil action where the cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the securities registered pursuant to Form F-10 or any purchases or sales of any security in connection therewith, may be commenced against it in any administrative tribunal or in any appropriate court in any place subject to the jurisdiction of any state or of the United States of the District of Columbia or Puerto Rico by service of said subpoena or process upon the Registrant's designated agent.