

**Schedule 2**

**ISSUER REGISTRATION STATEMENT**  
**Sections 97(2), 97(3) and 97(4) of the Securities Act, 2001**

**FORM RS - 2**

**Select One:**     Annual Registration     Issue of Securities

---

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation:

---

Street and postal address of registered office:

---

---

Company telephone number: (\_\_\_\_\_) \_\_\_\_\_

Fax number: (\_\_\_\_\_) \_\_\_\_\_

Email address: \_\_\_\_\_

Financial year-end: \_\_\_\_\_ (month)    \_\_\_\_\_ (day)    \_\_\_\_\_ (year)

Contact person(s): \_\_\_\_\_  
\_\_\_\_\_

Telephone number (if different from above): (\_\_\_\_\_) \_\_\_\_\_

Fax number: (\_\_\_\_\_) \_\_\_\_\_

Email address: \_\_\_\_\_

Did the company file all reports required to be filed by Section 98 of the Securities Act, 2001 during the preceding 12 months?

Yes

No

Did the company file all reports required to be filed by the Companies Act during the preceding 12 months?

Yes

No

**1. Description of the Industry in which the Company Operates**

--

**2. Exchanges on which the Company's Securities are Listed**

<b>Exchange(s)</b>	<b>Securities Type</b>	<b>No. of Shares</b>	<b>Valuation</b>

**3. Description of Securities Being Offered (including who is the Issuer and who is the Offeror of the Securities)**

--

**4. Territories in which Securities are Being Offered**

<b>Territory</b>	<b>Effective Date</b>

**5. Description of Share Capital**

a) Authorised

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>

b) Issued

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>

c) Outstanding

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>

**6. EXECUTIVE OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Position:

\_\_\_\_\_

Name: \_\_\_\_\_ Age: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Telephone No.: \_\_\_\_\_

List jobs held during past five years (including names of employers and dates of employment).  
Give brief description of current responsibilities.

Education (degrees or other academic qualifications, schools attended, and dates):

Also a Director of the company     Yes     No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

---

*Use additional sheets if necessary.*

**7. DIRECTORS OF THE COMPANY**

Information concerning non-Executive Directors:

Name: \_\_\_\_\_ Position: \_\_\_\_\_

Age: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Telephone No.:

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

Education (degrees or other academic qualifications, schools attended, and dates):

*Use additional sheets if necessary*

**8. SUBSTANTIAL SHAREHOLDERS**

- (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred shares presently outstanding whether directly or indirectly) starting with the largest common shareholder. Indicate by endnote any transaction where the consideration was not cash. State the nature of any such consideration.

**SECURITIES NOW HELD:**

<b>Name: Address:</b>	<b>Class of Shares:</b>	<b>No. of Shares:</b>	<b>% of Total</b>

- (b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

**UPON CONVERSION:**

<b>Name: Address:</b>	<b>Class of Shares:</b>	<b>Conversion Rate:</b>	<b>No. of Shares upon Conversion</b>	<b>% of Total*</b>

\* Current holding of shares if conversion option were exercised.

**9. Name and Address of Parent**

<b>Name:</b>	<b>Address:</b>	<b>Country of Incorporation:</b>	<b>Countries of Registration (where applicable)</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>

**10. Name(s) and Address(es) of Subsidiary(ies)**

<b>Name:</b>	<b>Address:</b>	<b>Percentage Ownership:</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>

**11. Name(s) and Address(es) of Affiliate(s)**

<b>Name:</b>	<b>Address:</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>




**SIGNATURES**

A Director, the Chief Executive and Corporate Secretary shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained.

Name of Chief Executive Officer:

W. Anthony Kelsick



Signature



Date

Name of Director:

Natalie E. Kelsick



Signature



Date

Name of Corporate Secretary:

Judith P. Ng'alla



Signature



Date