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ALTAIR INTERNATIONAL INC  
Form S-3/A  
May 09, 2001

As filed with the Securities and Exchange Commission on May 9, 2001 Registration  
No. 333-54092

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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Amendment No. 2 to Form S-3  
REGISTRATION STATEMENT  
Under the  
Securities Act of 1933

Altair International Inc.  
(Exact name of registrant as specified in its charter)

Province of Ontario, Canada  
(State or other jurisdiction of  
incorporation or organization)

None  
(I.R.S. employer  
identification number)

William P. Long  
President  
Altair International Inc.  
1725 Sheridan Avenue, Suite 140  
Cody, Wyoming 82414  
(307) 587-8245

Copies to:

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Salt Lake City, Utah 84111  
(801) 328-3131

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(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as  
practicable after the effective date of this Registration Statement as  
determined by market conditions.

If the only securities being registered on this Form are being offered pursuant  
to dividend or interest reinvestment plans, please check the following box: [ ]

If any of the securities being registered on this Form are to be offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box: [X]

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please check the following box and list  
the Securities Act registration statement number of the earlier effective  
registration statement for the same offering: [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under  
the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering: [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
please check the following box: [ ]

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Pursuant to Rule 429 under the Securities Act of 1933, the prospectus filed as part of this Registration Statement will be used as a combined prospectus in connection with this Registration Statement and registration statement nos. 333-45511 and 333-36462.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

[OBJECT OMITTED]  
ALTAIR INTERNATIONAL INC.  
12,060,842 Common Shares

This prospectus relates to the offering and sale of 12,060,842 common shares of Altair International Inc., without par value. All of the offered shares are to be sold by persons who are existing security holders and identified in the section of this prospectus entitled "Selling Shareholders." Of the shares offered hereby, 650,000 are currently owned by the selling shareholders and 1,383,672 are issuable upon the exercise of outstanding warrants to purchase common shares of Altair. The remaining 10,027,170 offered shares are being registered pursuant to a contractual obligation with one of the selling shareholders and represent an estimated number of common shares that Altair may be required to issue to such selling shareholder pursuant to a 10% Asset-Backed Exchangeable Term Note. The number of shares actually issued upon the exchange of the Exchangeable Term Note may be greater or fewer than 10,027,170 shares. In addition, pursuant to Rule 416 of the Securities Act of 1933, as amended, this prospectus and the registration statement of which it is a part cover a presently indeterminate number of common shares issuable upon the occurrence of a stock split, stock dividend, or other similar transaction.

We will not receive any of the proceeds from the sale of the shares offered hereunder. In the United States, our common shares are listed for trading under the symbol ALTI on the Nasdaq National Market. On May 4, 2001, the closing sale price of a common share, as reported by the Nasdaq National Market, was \$2.25 per share. Unless otherwise expressly indicated, all monetary amounts set forth in this prospectus are expressed in United States Dollars.

Our principal office is located at 1725 Sheridan Avenue, Suite 140, Cody, Wyoming 82414 U.S.A., and our telephone number is (307) 587-8245.

Consider carefully the risk factors beginning on page 1 in this prospectus before investing in the offered shares being sold with this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Dated May 7, 2001

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RISK FACTORS

Before you invest in the offered securities described in this prospectus, you should be aware that such investment involves the assumption of various risks. You should consider carefully the risk factors described below together with all of the other information included in this prospectus before you decide to purchase the offered securities.

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We have not generated any operating revenues and may not ever generate significant revenues.

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To date, we have not generated revenues from operations. We have not completed development of the jig or the titanium processing technology and have not completed exploration of the Tennessee mineral property. We can provide no assurance that we will ever generate revenues from the jig or the Tennessee mineral property or that we will generate significant revenues from the titanium processing technology.

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We may continue to experience significant losses from operations.

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We have experienced a loss from operations in every fiscal year since our inception. Our losses from operations in 1999 were \$3,729,534 and our losses from operations for in 2000 were \$6,647,367. We will continue to experience a net operating loss until, and if, the titanium processing technology, the jig and/or the Tennessee mineral property begin generating significant revenues. Even if any or all such products or projects begin generating significant revenues, the revenues may not exceed our costs of production and operating expenses. We may not ever realize a profit from operations.

We may not be able to raise sufficient capital to meet future obligations.

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As of March 31, 2001, we had \$703,796 in unrestricted cash and \$4,056,348 in restricted cash that is securing a letter of credit and is scheduled to be released as the outstanding principal balance is reduced. We believe that the unrestricted cash we currently possess is sufficient to fund our basic operations through June 30, 2001. In the absence of significant revenue, this amount of capital will likely prove insufficient to fund development work necessary to complete the testing necessary to place the titanium processing technology into continuous operation in a commercial setting. In addition, we will likely need additional capital to complete testing and development of the jig or exploration of the Tennessee mineral property. If we determine to construct and operate a mine on the Tennessee mineral property, we will need to obtain a significant amount of additional capital to complete construction of the mine and commence operations.

We may not be able obtain the amount of additional capital needed or may be forced to pay an extremely high price for capital. Factors affecting the availability and price of capital may include the following:

- o market factors affecting the availability and cost of capital generally;
- o our financial results;
- o the amount of our capital needs; o the market's perception of mining, technology and/or minerals stocks;
- o the economics of projects being pursued;
- o industry perception of our ability to recover minerals with the jig or titanium processing technology or from the Tennessee mineral property;

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and

- o the price, volatility and trading volume of our common shares.

If we are unable to obtain sufficient capital or are forced to pay a high price for capital, we may be unable to meet future obligations or adequately exploit existing or future opportunities, and may be forced to discontinue operations.

Our competitors may be able to raise money and exploit opportunities more rapidly, easily and thoroughly than we can.

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We have limited financial and other resources and, because of our earlier stage of development, have limited access to capital. We compete or may compete against entities that are much larger than we are, have more extensive resources we do and have an established reputation and operating history. Because of their size, resources, reputation, history and other factors, certain of our competitors may have better access to capital and other significant resources than we do and, as a result, may be able to exploit acquisition and development opportunities more rapidly, easily or thoroughly than we can.

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The common shares issued upon exchange of the Exchangeable Term Note may dilute existing shareholders.

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We do not presently have the capital to redeem the monthly payments required by the 10% Asset-Backed Exchangeable Term Note dated December 15, 2000 (the "Exchangeable Term Note"). If we do not redeem such monthly payments, the holder of the Exchangeable Term Note has the right to exchange the monthly payment amounts into common shares at an exchange price equal to the lesser of \$3.00 and the average of the lowest three daily trading prices of the common shares during the 15 trading days ending on the day before an exchange right is exercised. Because the exchange price is tied to the market price of our common shares, the number of shares issuable upon exercise of exchange rights increases significantly as the market price of our common shares falls below \$3.00 and would approach infinity if the market price of our common shares approached zero. For example, if the market price of our common shares were to drop to \$.50 and remain at that level throughout the term of the Exchangeable Term Note, the holder would receive approximately 15,458,332 common shares (or approximately 44.5% of the common shares that would be outstanding after the issuance) upon exercise of all exchange rights accruing under the Exchangeable Term Note.

The exercise of exchange rights under the Exchangeable Term Note may place downward pressure on the market price of our common shares and encourage short selling.

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The exchange of the monthly payment amount under the Exchangeable Term Note and subsequent sale of the common shares issuable upon such exchange may place downward pressure on the market price of our common shares. Speculative traders may anticipate the exercise of exchange rights under the Exchangeable Term Note and, in anticipation of a decline in the market price of our common shares, engage in short sales of our common shares. Such short sales could further negatively affect the market price of our common shares.

We have pledged substantial assets to secure the Exchangeable Term Note.

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We have pledged all of the intellectual property and common stock of

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Altair Technologies, Inc., our second-tier wholly-owned subsidiary, to secure repayment of the Exchangeable Term Note. Altair Technologies, Inc. owns and operates the titanium processing technology we acquired from BHP Minerals in 1999. The Exchangeable Term Note is also secured by a pledge of the common stock of Mineral Recovery Systems, Inc., which owns and operates our leasehold interests in the Camden, Tennessee area. If we default on the Exchangeable Term Note, severe remedies will be available to the holder of the Exchangeable Term Note, including immediate seizure and disposition of all pledged assets.

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Operations using the titanium processing technology, the jig or the Tennessee mineral property may lead to substantial environmental liability.

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Virtually any proposed use of the titanium processing technology, the jig or the Tennessee mineral property would be subject to federal, state and local environmental laws. Under such laws, we may be jointly and severally liable with prior property owners for the treatment, cleanup, remediation and/or removal of any hazardous substances discovered at any property we use. In addition, courts or government agencies may impose liability for, among other things, the improper release, discharge, storage, use, disposal or transportation of hazardous substances. We might use hazardous substances and, if we do, we will be subject to substantial risks that environmental remediation will be required.

Certain of our experts and directors reside in Canada and may be able to avoid civil liability.

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We are an Ontario corporation, and a majority of our directors and our Canadian legal counsel are residents of Canada. As a result, investors may be unable to effect service of process upon such persons within the United States and may be unable to enforce court judgments against such persons predicated upon civil liability provisions of the United States securities laws. It is uncertain whether Canadian courts would (i) enforce judgments of United States courts obtained against us or such directors, officers or experts predicated upon the civil liability provisions of United States securities laws or (ii) impose liability in original actions against Altair or its directors, officers or experts predicated upon United States securities laws.

We are dependent on key personnel.

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Our continued success will depend to a significant extent on the services of Dr. William P. Long, our President and Chief Executive Officer, and Mr. C. Patrick Costin, our Vice President and President of Fine Gold and MRS. The loss or unavailability of Dr. Long or Mr. Costin could have a material adverse effect on us. We do not carry key man insurance on the lives of Dr. Long or Mr. Costin.

We may issue substantial amounts of additional shares without stockholder approval.

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Our Articles of Incorporation authorize the issuance of an unlimited number of common shares. All such shares may be issued without any action or approval by our stockholders. In addition, we have two stock option plans which

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have potential for diluting of the ownership interests of our stockholders. The issuance of any additional common shares would further dilute the percentage ownership of Altair held by existing stockholders. Additional common shares could be issued at a lower price per share than the price you are being offered.

The market price of our common shares is extremely volatile.

Our common shares have been listed on the Nasdaq National Market since January 26, 1998. Trading in our common shares has been characterized by a high degree of volatility. Trading in our common shares may continue to be characterized by extreme volatility for numerous reasons, including the following:

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- o Uncertainty regarding the viability of the titanium processing technology, the jig or the Tennessee mineral property;
- o Continued dominance of trading in our common shares by a small number of firms;
- o Positive or negative announcements by us or our competitors;
- o Industry trends, general economic conditions in the United States or elsewhere, or the general markets for equity securities, minerals, or commodities; and
- o Speculation by short sellers of our common shares or other persons (such as the holders of the Exchangeable Term Note) who stand to profit from a rapid increase or decrease in the price of our common shares.

Future sales of currently restricted securities or common shares subject to outstanding options may affect the market price of our common shares.

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In general, Rule 144 of the Securities Act provides that outstanding restricted common shares of Altair may be sold subject to certain conditions beginning one year after issuance and, unless held by an affiliate of Altair, may be sold without limitation beginning two years after issuance. Future sales of currently restricted securities may have a negative effect on the market price of our common shares.

In addition, shares issued upon exercise of options granted pursuant to our employee stock option plans are presently registered under the Securities Act. Subject to certain restrictions on resale by affiliates, such shares may be sold without restriction. The sale of any substantial number of common shares may have a depressive effect on the market price of our common shares.

We have never declared, and are currently prohibited from declaring, a dividend.

We have never declared or paid dividends on our common shares. We currently intend to retain any future earnings, if any, for use in our business and, therefore, do not anticipate paying dividends on our common shares in the foreseeable future. In addition, under the terms of the Exchangeable Term Note, we are prohibited from declaring or paying any dividends until the Exchangeable Term Note is paid in full.

We have not yet confirmed the viability and effectiveness of the titanium processing technology.

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We have not completed testing of product applications for the titanium processing technology. In addition, the titanium processing technology and titanium processing equipment have not been used by Altair or anyone else in a commercial setting and may prove ineffective or unreliable when subjected to

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continuous use. If the titanium processing technology proves ineffective or the titanium processing equipment proves unreliable in a commercial setting, we may be unable to recoup our investment in the titanium processing technology and titanium processing equipment.

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We may not be able to sell nanoparticles produced using the titanium processing technology.

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In the short run, we plan to use the titanium processing technology to produce titanium dioxide ("TiO<sub>2</sub> ") nanoparticles. TiO<sub>2</sub> nanoparticles are TiO<sub>2</sub> crystals that are approximately one-tenth the size of conventional TiO<sub>2</sub> particles. Because of their small size, photocatalytic and ultraviolet shielding capabilities and other unique characteristics, TiO<sub>2</sub> nanoparticles sell at a much higher price than conventional TiO<sub>2</sub> particles and are used in products such as specialty surface coatings, UV protectant cosmetics and battery components. We have not previously produced or marketed TiO<sub>2</sub> nanoparticles and, to date, have obtained only a small order for TiO<sub>2</sub> nanoparticles. The TiO<sub>2</sub> nanoparticles and other products produced using the titanium processing technology and titanium processing equipment may be of inferior quality to alternative products or, regardless of actual quality, may be perceived as lacking adequate quality or reliability.

Even if TiO<sub>2</sub> nanoparticles we produce are of adequate quality for general use, they may have properties that make them unsuitable for the particular use of a potential customer.

In addition, the uses for such nanoparticles are limited--primarily cosmetics and surface coatings--and the market for such nanoparticles is small, currently estimated at 3,800 tons per annum. In light of the small size of the market, we may not be able to profitably market our nanoparticle products for any of the following reasons:

- o there may be insufficient demand for such products;
- o despite strong initial demand for such products, the market for such products may contract as a result of a decrease in demand for goods incorporating such products or other event;
- o the increased supply of such products as a result of our entrance into the market may cause the price to drop, reducing or eliminating profitability; and
- o competing entities may begin producing, or increase their production of nanoparticles, causing the price to drop or displacing potential sales.

Our cost of production may exceed estimates.

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We purchased the titanium processing technology and related titanium processing equipment based on the belief that we will be able to use that technology and equipment to produce TiO<sub>2</sub> and other products more cheaply than many competitors. We have not, however, produced any mineral products using the processing technology and equipment on a commercial basis. Our actual costs of production may exceed those of competitors and, even if our costs of production are lower, competitors may be able to sell TiO<sub>2</sub> and other products at a lower price than is economical for Altair.

Pending patent applications may be denied or may provide inadequate protection.

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BHP Minerals has filed patent applications with the United States



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Patent and Trademark Office with respect to the titanium processing technology and has transferred the rights to such applications to Altair. Such applications are being reviewed by the Patent and Trademark Office, and no patents with respect to the titanium processing technology have been issued to date. If the

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applications for any patents related to the titanium processing technology are denied, the value of the titanium processing technology, and any competitive advantage gained from our ownership of the titanium processing technology, will be substantially diminished. We can provide no assurance that pending patent applications will be granted. Even if pending patent applications are issued, we may have insufficient resources to pay legal costs associated with enforcing any patents.

We have not completed testing and development of the jig and are presently focusing our resources on other projects.

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We have not completed testing of, or developed a production model of, any series of the jig. We do not expect to complete testing and development of the jig during the coming year and have determined to focus most of our limited resources on the titanium processing technology and the Tennessee mineral property. We may never develop a production model of the jig.

Even if we complete development of the jig, the jig may prove unmarketable and may not perform as anticipated in a commercial operation.

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The designed capacity of the Series 12 jig is too small for coal washing, heavy minerals extraction, and most other intended applications of the jig, except use in small placer gold mines or similar operations. Even if the Series 12 jig is completed and performs to design specifications in subsequent tests or at a commercial facility, we believe that, because of its small capacity, the potential market for the Series 12 jig is limited.

If we complete development of and begin marketing the Series 30 jig, it may not prove attractive to potential end users, may be rendered obsolete by competing technologies or may not recover end product at a commercially viable rate. Even if technology included in the jig initially proves attractive to potential end users, performance problems and maintenance issues may limit the market for the jig.

The jig faces competition from other jig-like products and from alternative technologies.

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Various jig-like products and alternative mineral processing technologies perform many functions similar or identical to those for which the jig is designed. Results from further tests or actual operations may reveal that these alternative products and technologies are better adapted to any or all of the uses for which the jig is intended. Moreover, regardless of test results, consumers may view any or all of such alternative products and technologies as technically superior to, or more cost effective than, the jig.

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Certain patents for the jig have expired, and those that have not expired may be difficult to enforce.

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All of the initial patents issued on the jig have expired, and we are unable to prevent competitors from copying the technology once protected by such patents. Additional patents related to efficiency-enhancing components of the jig have been issued in the United States and various other countries, but expire during 2011 or 2018. The cost of enforcing patents is often significant, especially outside of North America. Accordingly, we may be unable to enforce even our patents that have not yet expired.

We have not completed examining the feasibility of mining the Tennessee mineral property.

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We are currently in to process of conducting final feasibility testing of the Tennessee mineral property, which testing involves constructing and operating a pilot mining facility, examining the market for products produced at the pilot facility, applying for permits necessary for any proposed full-scale mining facility and attempting to secure financing for any proposed full-scale mining facility. Our test production at the pilot plant may indicate that the Tennessee mineral property does not contain minable quantities of heavy minerals or that such deposits are not amenable to large-scale, low-cost mining. Even if the tests suggest that mining is economically feasible on the Tennessee mineral property, we may be unable to obtain the capital, resources and permits necessary to mine the property. Moreover, market factors, such as a decline in the price of, or demand for, minerals recoverable at the Tennessee mineral property, may adversely affect the development of mining operations on such property.

We may be unable to obtain necessary environmental permits and may expend significant resources in order to comply with environmental laws.

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In order to begin construction and commercial mining on the Tennessee mineral property, we must obtain additional federal, state and local permits. We will also be required to conform our operations to the requirements of numerous federal, state and local environmental laws. Because we have not yet commenced design of a commercial mining facility on the Tennessee mineral property, we are not in a position to definitively ascertain which federal, state and local mining and environmental laws or regulations would apply to a mine on the Tennessee mineral property. Nevertheless, we anticipate having to comply with and/or obtain permits under the Clean Air Act, Clean Water Act, and Resource Conservation and Recovery Act, in addition to numerous state laws and regulations before commencing construction or operation of a mine on the Tennessee mineral property. We can provide no assurance that we will be able to comply with such laws and regulations or obtain any such permits. In addition, obtaining such permits and complying with such environmental laws and regulations may be cost prohibitive.

The market for commodities produced using the jig or at the Tennessee mineral property may significantly decline.

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If the jig is successfully developed and manufactured, we intend to use the jig, or lease the jig for use, to separate and recover valuable, heavy mineral particles. Active international markets exist for gold, titanium, zircon and many other minerals potentially recoverable with the jig. Prices of such minerals fluctuate widely and are beyond our control. A significant decline in the price of minerals capable of being extracted by the jig could have significant negative effect on the value of the jig. Similarly, a significant decline in the price of minerals being produced or expected to be produced on the Tennessee mineral property could have a significant negative effect on the

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viability of a mine or processing facility on such property.

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### FORWARD-LOOKING STATEMENTS

This prospectus contains various forward-looking statements. Such statements can be identified by the use of the forward-looking words "anticipate," "estimate," "project," "likely," "believe," "intend," "expect," or similar words. These statements discuss future expectations, contain projections regarding future developments, operations, or financial conditions, or state other forward-looking information. When considering such forward-looking statements, you should keep in mind the risk factors noted in this section and other cautionary statements throughout this prospectus and our periodic filings with the SEC that are incorporated herein by reference. You should also keep in mind that all forward-looking statements are based on management's existing beliefs about present and future events outside of management's control and on assumptions that may prove to be incorrect. If one or more risks identified in this prospectus or any applicable filings materializes, or any other underlying assumptions prove incorrect, our actual results may vary materially from those anticipated, estimated, projected, or intended.

Among the key factors that may have a direct bearing on our operating results are risks and uncertainties described under "Risk Factors," including those attributable to the absence of operating revenues or profits, uncertainties regarding the development and commercialization of the titanium processing technology and the jig, development risks associated with the Tennessee mineral property and uncertainties regarding our ability to obtain capital sufficient to continue our operations and pursue our proposed business strategy.

### OUR COMPANY'S COMMON STOCK Price Range of Common Stock

Beginning on January 26, 1998, our common shares began trading on the Nasdaq National Market under the symbol "ALTIF" (changed to "ALTI" on May 23, 2000) The following table sets forth, for the periods indicated, the high and low sales prices for our common shares, as reported on the Nasdaq National Market.

Fiscal Year Ended December 31, 1998	Low	High
	-----	-----
1st Quarter (beginning January 26, 1998)	\$8.125	\$15.625
2nd Quarter	7.000	9.625
3rd Quarter	3.000	10.250
4th Quarter	5.875	8.625
Fiscal Year Ended December 31, 1999	Low	High
	-----	-----
1st Quarter	\$6.063	\$9.875
2nd Quarter	4.125	6.875
3rd Quarter	3.875	5.000
4th Quarter	3.453	5.063
Fiscal Year Ended December 31, 2000	Low	High
	-----	-----
1st Quarter	\$3.625	\$9.469

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2nd Quarter	\$2.750	\$5.625
3rd Quarter	\$2.000	\$4.469
4th Quarter	\$0.719	\$3.500
Fiscal Year Ended December 31, 2001	Low	High
	-----	-----
1st Quarter	\$1.313	\$3.438

The last sale price of the common shares, as reported on the Nasdaq National Market, on May 4, 2001 was \$2.25 per share.

### Outstanding Shares and Number of Shareholders

As of March 31, 2001, the number of common shares outstanding was 19,244,318, held by approximately 500 holders of record. In addition, as of the same date, we had reserved 5,411,700 common shares for issuance upon exercise of options that have been, or may be, granted under our employee stock option plans and 1,883,672 common shares for issuance upon the exercise of outstanding warrants. In addition, we have issued the Exchangeable Term Note, pursuant to which a presently indeterminable number of additional common shares may be issued.

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Of our outstanding common shares, 550,000 were "restricted securities," as defined in Rule 144 as of March 31, 2001. The resale of all such restricted securities has been registered under the registration statement of which this prospectus is part. Of such "restricted securities" 500,000 were issued on August 4, 2000, and 50,000 were issued on August 22, 2000.

### Dividends

We have never declared or paid dividends on our common shares. Moreover, we currently intend to retain any future earnings for use in our business and, therefore, do not anticipate paying any dividends on our common shares in the foreseeable future.

### Transfer Agent and Registrar

The Transfer Agent and Registrar for our common shares is Equity Transfer Services, Inc., Suite 420, 120 Adelaide Street West, Toronto, Ontario, M5H 4C3.

### Canadian Taxation Considerations

Dividends paid on common shares owned by non-residents of Canada are subject to Canadian withholding tax. The rate of withholding tax on dividends under the Income Tax Act (Canada) (the "Act") is 25%. However, Article X of the reciprocal tax treaty between Canada and the United States of America (the "Treaty") generally limits the rate of withholding tax on dividends paid to United States residents to 15%. The Treaty further generally limits the rate of withholding tax to 5% if the beneficial owner of the dividends is a U.S. corporation which owns at least 10% of the voting shares of the company.

If the beneficial owner of the dividend carries on business in Canada through a permanent establishment in Canada, or performs in Canada independent personal services from a fixed base in Canada, and the shares of stock with respect to which the dividends are paid are effectively connected with such permanent establishment or fixed base, the dividends are taxable in Canada as business profits at rates which may exceed the 5% or 15% rates applicable to

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dividends that are not so connected with a Canadian permanent establishment or fixed base. Under the provisions of the Treaty, Canada is permitted to apply its domestic law rules for differentiating dividends from interest and other disbursements.

A capital gain realized on the disposition of our common shares by a person resident in the United States (a "Non-resident") will be subject to tax under the Act if the shares held by the Non-resident are "taxable Canadian property." In general, our common shares will be taxable Canadian property if the particular Non-resident used (or in the case of a Non-resident insurer, used or held) the common shares in carrying on business in Canada or, where at any time during the five-year period immediately preceding the realization of the gain, not less than 25% of the issued and outstanding shares of any class or series of shares of the Company were owned by the particular Non-resident, by

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persons with whom the particular Non-resident did not deal at arms' length, or by any combination thereof. If the common shares constitute taxable Canadian property, relief nevertheless may be available under the Treaty. Under the Treaty, gains from the alienation of common shares owned by a Non-resident who has never been resident in Canada generally will be exempt from Canadian capital gains tax if the shares do not relate to a permanent establishment or fixed base which the Non-resident has or had in Canada, and if not more than 50% of the value of the shares was derived from real property (which includes rights to explore for or to exploit mineral deposits) situated in Canada.

### USE OF PROCEEDS

All proceeds from any sale of offered shares, less commissions and other customary fees and expenses, will be paid directly to the selling shareholders selling the offered shares. We will not receive any proceeds from the sale of any of the offered shares.

### DILUTION

Our audited net tangible book value at December 31, 2000 was \$6,109,171, approximately \$.32 per each of the 19,325,488 common shares then outstanding and approximately \$.20 share had all of the 12,060,842 offered shares been issued and outstanding on that date. Accordingly, new investors who purchase shares may suffer an immediate dilution of the difference between the purchase price per share and approximately \$.20 per share.

As of December 31, 2000, there were outstanding warrants and options to purchase up to 4,482,372 common shares at a weighted average exercise price of \$5.316 per share. The existence of such warrants and options may hinder future equity offerings by us, and the exercise of such warrants and options may have an adverse effect on the prevailing market price of the common shares. Furthermore, the holders of warrants and options may exercise them at a time when we would otherwise be able to obtain additional equity capital on terms more favorable to us.

### SELLING SHAREHOLDERS

All of the offered shares are to be sold by persons who are existing security holders of Altair. The selling shareholders acquired their shares, warrants and Exchangeable Term Note in private placements of (i) the Exchangeable Term Note and 350,000 warrants that we completed on December 15, 2000 (ii) 50,000 shares and 50,000 warrants that we completed on August 22, 2000, (iii) 500,000 shares and 500,000 warrants that we completed on August 4,

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2000, (iv) 325,339 warrants that we completed on March 31, 2000, (v) 83,333 warrants that we completed on March 3, 2000, (vi) 75,000 warrants that we completed on February 15, 2000, and (vii) 100,000 shares that we completed on December 29, 1997.

Of the common shares offered hereby, 650,000 are currently owned by the selling shareholders and 1,383,672 are issuable upon exercise of outstanding warrants. The remaining 10,027,170 offered shares relate to the Exchangeable Term Note, which is exchangeable into our common shares.

For purposes of this prospectus, we have assumed that the number of shares issuable upon exercise of each of the warrants is the number stated on the face thereof. The number of shares issuable upon exercise of the warrants,

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and available for resale hereunder, is subject to adjustment and could materially differ from the estimated amount depending on the occurrence of a stock split, stock dividend, or similar transaction resulting in an adjustment in the number of shares subject to the warrants.

For purposes of this prospectus, we have also assumed that 10,027,170 shares would be issued upon exercise of exchange rights under the Exchangeable Term Note, which is the 150% of the number of shares that will be issued if we do not prepay or redeem any amounts due under the Exchangeable Term Note, the holder of the Exchangeable Term Note exercises all exchange rights immediately upon accrual and the exchange rate remains at \$1.15623, as it was on the date we filed the initial registration statement of which this prospectus is a part. Nonetheless, the number of shares issuable upon exchange of accrued monthly payments under the Exchangeable Term Note, and available for resale hereunder, is subject to adjustment and could materially differ from the estimated amount depending variations in the market price of our common shares, any partial or complete redemption of the Exchangeable Term Note or the occurrence of a stock split, stock dividend, or similar transaction resulting in an adjustment in the number of shares issuable upon exchange of accrued monthly payments under the Exchangeable Term Note.

### Beneficial Ownership of Selling Shareholders

The table that begins on the top of the next page sets forth, as of the date of this prospectus:

- o the name of each selling shareholder,
- o certain beneficial ownership information with respect to the selling shareholders,
- o the number of shares that may be sold from time to time by each selling shareholder pursuant to this prospectus, and
- o the amount (and, if one percent or more, the percentage) of common shares to be owned by each selling shareholder if all offered shares are sold.

Beneficial ownership is determined in accordance with SEC rules and generally includes voting or investment power with respect to securities. Common shares that are issuable upon the exercise of outstanding options, warrants or other purchase rights, to the extent exercisable within 60 days of the date of this prospectus, are treated as outstanding for purposes of computing each selling shareholder's percentage ownership of outstanding common shares.

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Beneficial Owner	Beneficial Ownership Prior to Offering		Number of Shares Being Offered	Share upon Number of Shares
	Number of Shares	Percent (2)		
Doral 18, LLC	350,000 (3)	1.8%	10,377,170	0
Louis Schnur	1,662,670 (4)	8.3%	750,000	912
MBRT Trust (5)	412,500 (6)	2.1%	350,000	62
Gibson Family Limited Partnership	100,000 (7)	*	100,000	0
Anderson LLC	250,261 (8)	1.3%	250,261	0
Toyota on Western, Inc.	83,333 (9)	*	83,333	0
De Jong & Associates, Inc.	75,000 (10)	*	75,000	0
Ladenburg Thalmann & Co., Inc.	75,078 (11)	*	75,078	0
All Selling Shareholders as a Group	2,925,509 (3) (12)	13.9%	12,060,842	975

\* Represents less than one percent of the outstanding common shares.

- (1) Assuming the sale by each selling shareholder of all of the shares offered hereunder by such selling shareholder. There can be no assurance that any of the shares offered hereby will be sold.
- (2) The percentages set forth above have been computed assuming the number of common shares outstanding equals the sum of (a) 19,224,318, which is the number of common shares actually outstanding on March 31, 2001, and (b) common shares subject to exercisable warrants and exchange rights with respect to which such percentage is calculated.
- (3) Includes 350,000 common shares issuable by us upon the exercise of warrants held by Doral 18, LLC. Does not include shares issuable upon exercise of the exchange rights that may accrue under the Exchangeable Term Note held by Doral. As further discussed in "--Private Placement of Shares, Warrants and Notes--Doral 18, LLC" below, if we elect not to redeem the monthly payment amount we owe under the Exchangeable Term Note, on each due date, the holder of the Exchangeable Term Note automatically will receive the right to exchange (immediately or at any later date during the term) the monthly payment amount into common shares at the applicable exchange price. The exchange price for any date is the lesser of (a) a fixed exchange price of \$3.00, subject to adjustment, and (b) the average of the lowest three daily trading prices of the common shares during the 15 trading days ending on the day before an exchange right is exercised. For an illustration of how many common shares would be issuable under the Exchangeable Term Note if the market price of our common shares were to remain at various price levels during the term of the Exchangeable Term Note, see

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"--Private Placement of Shares, Warrants and Notes - Doral 18, LLC" below. As required by a registration rights agreement with Doral, we have registered 10,027,170 common shares on behalf of Doral with respect to the Exchangeable Term Note, representing 150% of the number of shares that would be issuable to Doral were all exchange rights to vest and be exercised on the date the initial draft registration statement of which this prospectus is a part was filed.

- (4) Includes 712,500 common shares issuable by us upon the exercise of warrants held by Mr. Schnur and 83,333 common shares issuable upon the exercise of warrants owned by Toyota On Western, Inc., an affiliate of Mr. Schnur.

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- (5) The MBRT Trust is an irrevocable trust established by William P. Long, President of the Company, and is administered by an independent trustee for the benefit of the children of Mr. Long. Mr. Long disclaims any beneficial interest in the common shares owned by the MBRT Trust.
- (6) Includes 125,000 common shares issuable by us upon the exercise of warrants held by such entity.
- (7) Includes 50,000 common shares issuable by us upon the exercise of warrants held by such entity.
- (8) Includes 250,261 common shares issuable by us upon the exercise of warrants held by such entity.
- (9) Includes 83,333 common shares issuable by us upon the exercise of warrants held by such entity. Said shares are also listed as being beneficially owned by Mr. Schnur who is an affiliate of such entity.
- (10) Includes 75,000 common shares issuable by us upon the exercise of warrants held by such entity.
- (11) Includes 75,078 common shares issuable by us upon the exercise of warrants held by such entity.
- (12) Includes 1,721,172 common shares issuable by us upon the exercise of warrants held by the selling shareholders.

Doral 18, LLC is a Cayman Islands limited liability company and private investment fund that is owned by all of its investors and managed by JE Matthew LLC. JE Matthew LLC, of which David White and John Fern are managers, has voting and investment control over the shares listed above as beneficially owned by Doral 18, LLC.

MBRT Trust is a Cayman Islands private trust established for the benefit of the children of William P. Long, President of Altair, and is managed by its trustee, United European Bank. On behalf of United European Bank, Shayne Davis has voting and investment control over the shares listed above as beneficially owned by MBRT Trust.

Gibson Family Limited Partnership is a family-owned limited partnership that is owned by all of its investors and managed by Tom Gibson, general partner. Tom Gibson has voting and investment control over the shares listed above as beneficially owned by Gibson Family Limited Partnership.

Anderson LLC is a Cayman Islands limited liability company that is managed by Navigator Management Ltd.. David Sims, Director of Navigator Management Ltd., has voting and investment control over the shares listed above as beneficially owned by Anderson LLC.

Toyota on Western, Inc. is an Illinois corporation owned by Louis Schnur and Judy Schnur. Louis Schnur, President of Toyota on Western, Inc., has voting and investment control over the shares listed above as beneficially owned by Toyota on Western, Inc.



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De Jong & Associates, Inc. is a California corporation and operating business that is owned and controlled by Ron de Jong, who has voting and investment control over the shares listed above as beneficially owned by de Jong & Associates, Inc.

Ladenburg Thalmann & Co., Inc. is a corporation engaged in the full service investment banking and brokerage business. The board of directors of Ladenburg Thalmann & Co., Inc. has voting and investment control over the shares listed above as beneficially owned by Ladenburg Thalmann Co., Inc.

We believe that the selling shareholders who are individuals have sole voting and investment power with respect to all shares shown as beneficially owned by them. We believe that voting and investment power with respect to shares shown as beneficially owned by selling shareholders who are entities resides with the individuals identified in the preceding seven paragraphs. There can be no assurance that any of the shares offered hereby will be sold.

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### Private Placement of Shares, Warrants and Notes

Doral 18, LLC  
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On December 15, 2000, pursuant to a securities purchase agreement, we sold Doral 18, LLC a warrant to purchase 350,000 common shares and a \$7,000,000 10% Asset-Backed Exchangeable Term Note.

The warrant has an exercise price of \$3.00, and is exercisable at any time on or before the earlier of (a) December 15, 2005, and (b) the date 60 days after we provide notice to the holder that the market price of the common shares has been equal to or greater than \$12.00 for five consecutive days. The exercise price is subject to reduction pursuant to a formula set forth in the warrant at any time we sell common shares or grant a security or right exercisable for or convertible into common shares at a purchase price which is less than the current exercise price (with exceptions for existing stock options and other specified transactions). The warrant also includes standard anti-dilution provisions pursuant to which the exercise price and number of common shares issuable thereunder are adjusted proportionately in the event of a stock split, stock dividend, recapitalization or similar transaction.

The Exchangeable Term Note is in the principal amount of \$7,000,000 and bears interest at a rate of 10% per annum. Under the Exchangeable Term Note, we are required to make monthly payments on or before the 15th day of each calendar month in the principal amount of \$291,667 plus accrued interest. The Exchangeable Term Note is due and payable in full on December 15, 2003.

We may redeem the monthly payment amounts at any time throughout the term of the Exchangeable Term Note. In addition, we may prepay the Exchangeable Term Note in \$250,000 increments at any time at a price equal to 115% of the sum of outstanding principal and accrued interest. If we elect not to redeem the monthly payment amount, on each due date, the holder of the Exchangeable Term Note automatically will receive the right to exchange (immediately or at any later date during the term) the monthly payment amount into common shares at the applicable exchange price. The exchange price for any date is the lesser of (a) a fixed exchange price of \$3.00, subject to adjustment, and (b) the average of the lowest three daily trading prices of the common shares during the 15 trading days ending on the day before an exchange right is exercised.

The fixed exchange price is subject to reduction pursuant to a formula set forth in the Exchangeable Term Note at any time we sell common shares or

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issue a security or grant a right exercisable for or convertible into common shares at a purchase price which is less than the current fixed exchange price (with exceptions for existing stock options and other specified transactions). The Exchangeable Term Note also includes standard anti-dilution provisions pursuant to which the exercise price and number of common shares issuable thereunder are adjusted proportionately in the event of a stock split, stock dividend, recapitalization or similar transaction.

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Upon the occurrence of a default or specified major corporate event, the holder of the Exchangeable Term Note has the right to exchange the entire principal balance of the Exchangeable Term Note for common shares. Upon the occurrence of other specified events, we are required to redeem the monthly payment amount in cash at 120% of face value.

The Exchangeable Term Note is secured by a pledge of the equipment, intellectual property and common stock of Altair Technologies, Inc., a second-tier wholly-owned subsidiary of Altair International Inc. Altair Technologies, Inc. owns and operates the titanium processing technology we acquired in 1999. The Exchangeable Term Note is also secured by a pledge of the common stock of Mineral Recovery Systems, Inc., which owns and operates our leasehold interests in the Camden, Tennessee area.

Pursuant to a registration rights agreement dated as of December 15, 2000, we are obligated to file a registration statement registering the shares issuable to Doral in connection with the Exchangeable Term Note and the warrant.

In order to illustrate the relationship between the market price of our common shares and the number of common shares issuable upon exchange of the monthly payment amounts on the Exchangeable Term Note, the following table sets forth how many additional common shares would be issued upon exchange of the entire exchangeable amount of the Exchangeable Term Note if the average of the lowest three daily trading prices during the 15 trading days ending on the day before an exchange rate is exercised were (a) \$3.00 or greater, (b) \$2.50 per share, (c) \$2.00 per share, (d) \$1.00 per share, and (e) \$.50 per share. Such prices are selected for illustration purposes only and do not reflect our actual estimate of the average of the lowest three daily trading prices during any 15 trading day period.

	Assumed Average of Lowest Three Trading Prices Thro	\$3.00 or	\$2.50	\$2.00	\$1.
		Greater			00
Shares Issuable(1)	2,576,388	3,091,666	3,864,583	7,729	
Percentage of Outstanding(2)					
Common Shares	11.8%	13.8%	16.7%	28.	

(1) Assumes that shareholder approval is obtained for the issuance the transaction in which we issued the Exchangeable Term Note, that no principal or interest is redeemed with cash or prepaid, that all exchange rights are exercised on the date of accrual, that no default occurs and that no penalties or premiums are required to be paid.

(2) Represents percentage of outstanding common shares following

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exchange assuming the 19,244,318 common shares, the number outstanding on March 31, 2001, are outstanding on the date of exercise.

Louis Schnur  
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Louis Schnur acquired 375,000 common shares and 375,000 warrants in a private placement pursuant to the terms of a stock purchase agreement dated as of August 4, 2000. The 375,000 warrants include warrants to purchase 187,500

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common shares at an exercise price of \$5 at any time prior to the earlier of (i) the fifth anniversary of the date the registration statement of which this prospectus is a part is first effective, and (ii) the date thirty days following the fifth day (whether or not consecutive) the closing price of the common shares equals or exceeds \$7.00 and warrants to purchase 187,500 common shares at an exercise price of \$4 at any time prior to the earlier of (i) the fifth anniversary of the date the registration statement of which this prospectus is a part is first effective, and (ii) the date thirty days following the fifth day (whether or not consecutive) the closing price of the common shares equals or exceeds \$6.00. The warrants include standard anti-dilution provisions pursuant to which the exercise price and number of shares issuable thereunder is adjusted proportionately in the event of a stock split, stock dividend, recapitalization or similar transaction. The shares that may be offered pursuant to this prospectus include the 375,000 common shares issued to Mr. Schnur and the common shares issuable upon the exercise of the warrants.

Pursuant to a registration rights agreement dated as of August 4, 2000 and entered into in conjunction with the Schnur purchase agreement, we are obligated to file a registration statement registering the common shares, and shares issuable upon the exercise of warrants, acquired by Mr. Schnur on August 4, 2000.

MBRT Trust  
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MBRT Trust, an irrevocable trust for the benefit of the children of William P. Long, President of the Company, acquired 125,000 common shares and 125,000 warrants in a private placement pursuant to the terms of a stock purchase agreement dated as of August 4, 2000. The 125,000 warrants include warrants to purchase 62,500 common shares at an exercise price of \$5 at any time prior to the earlier of (i) the fifth anniversary of the date the registration statement of which this prospectus is a part is first effective, and (ii) the date thirty days following the fifth day (whether or not consecutive) the closing price of the common shares equals or exceeds \$7.00 and warrants to purchase 62,500 common shares at an exercise price of \$4 at any time prior to the earlier of (i) the fifth anniversary of the date the registration statement of which this prospectus is a part is first effective, and (ii) the date thirty days following the fifth day (whether or not consecutive) the closing price of the common shares equals or exceeds \$6.00. The warrants include standard anti-dilution provisions pursuant to which the exercise price and number of shares issuable thereunder is adjusted proportionately in the event of a stock split, stock dividend, recapitalization or similar transaction. The shares that may be offered pursuant to this prospectus include the 125,000 shares issued to MBRT Trust and the 125,000 shares issuable upon the exercise of the warrants. In addition, the shares that may be offered pursuant to this prospectus include 100,000 shares acquired by MBRT Trust in a private placement completed on December 29, 1997 and previously registered on registration statement no. 333-45511.

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Pursuant to a registration rights agreement dated as of August 4, 2000 and entered into in conjunction with the MBRT purchase agreement, we are obligated to file a registration statement registering the common shares, and shares issuable upon the exercise of warrants, acquired by the MBRT Trust on August 4, 2000.

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### Gibson Family Limited Partnership

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Gibson Family Limited Partnership acquired 50,000 shares and 50,000 warrants in a private placement pursuant to the terms of a stock purchase agreement dated as of August 22, 2000. The 50,000 warrants include warrants to purchase 25,000 common shares at an exercise price of \$5 at any time prior to the earlier of (i) the fifth anniversary of the date the registration statement of which this prospectus is a part is first effective, and (ii) the date thirty days following the fifth day (whether or not consecutive) the closing price of the common shares equals or exceeds \$7.00 and warrants to purchase 25,000 common shares at an exercise price of \$4 at any time prior to the earlier of (i) the fifth anniversary of the date the registration statement of which this prospectus is a part is first effective, and (ii) the date thirty days following the fifth day (whether or not consecutive) the closing price of the common shares equals or exceeds \$6.00. The warrants include standard anti-dilution provisions pursuant to which the exercise price and number of shares issuable thereunder is adjusted proportionately in the event of a stock split, stock dividend, recapitalization or similar transaction. The shares that may be offered pursuant to this prospectus include the 50,000 common shares issued to the Gibson Family Limited Partnership and the common shares issuable upon the exercise of the warrants.

Pursuant to a registration rights agreement dated as of August 22, 2000 and entered into in conjunction with the Gibson Family purchase agreement, we are obligated to file a registration statement registering the common shares, and shares issuable upon the exercise of warrants, acquired by the Gibson Family Limited Partnership on August 22, 2000.

### De Jong and Associates

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De Jong & Associates, Inc. acquired 75,000 warrants in a private placement pursuant to the terms of a consulting agreement dated as of February 15, 2000 in consideration of consulting services provided to us by de Jong. The warrants have an exercise price of \$4.00 per share and are exercisable at any time on or before February 15, 2003. The warrants include standard anti-dilution provisions pursuant to which the exercise price and number of shares issuable thereunder is adjusted proportionately in the event of a stock split, stock dividend, recapitalization or similar transaction. The shares that may be offered pursuant to this prospectus include the shares issuable upon the exercise of such warrants. The common shares issuable upon exercise of the warrants were previously registered on registration statement no. 333-36462.

### Toyota on Western, Inc.

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Toyota on Western, Inc. acquired 83,333 warrants in a private placement pursuant to the terms of a stock purchase agreement dated as of March 3, 2000. Pursuant to the Toyota purchase agreement, among other things, we granted warrants to purchase 83,333 shares at the exercise price of \$8.00 per share on or before the earlier of (i) March 3, 2004 and (ii) the date thirty days

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following the fifth day (whether or not consecutive) the closing price of a common share on the Nasdaq National Market equals or exceeds \$10.00. The warrants include standard anti-dilution provisions pursuant to which the exercise price and number of shares issuable thereunder is adjusted proportionately in the event of a stock split, stock dividend, recapitalization

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or similar transaction. The shares that may be offered pursuant to this prospectus include the common shares issuable upon the exercise of the warrants. The common shares issuable upon exercise of the warrants were previously registered on registration statement no. 333-36462.

Ladenburg Thalmann & Co., Inc.  
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On March 31, 2000, the Company granted Ladenburg Thalmann & Co., Inc. 75,078 Series N Warrants in return for serving as placement agent in connection with a private placement of common shares as of March 31, 2000. The warrants permit Ladenburg to purchase up to 75,078 shares at an exercise price of \$6.75 (or pursuant to a cashless exercise provision) at any time on or before the earlier of (i) March 31, 2003 and (ii) the date thirty days following the fifth day (whether or not consecutive) the closing price of a common share on the Nasdaq National Market equals or exceeds \$9.00. The cashless exercise provision permits the holder, in lieu of paying the exercise price, to tender the warrant certificate and receive a number of common shares equal in market value (defined to be the previous 10 days average closing bid price) to the difference between the aggregate market value of the common shares issuable upon exercise of the warrant, and the aggregate cash exercise price of the common shares issuable upon exercise of the warrant.

The warrants include standard anti-dilution provisions pursuant to which the exercise price and number of shares issuable thereunder is adjusted proportionately in the event of a stock split, stock dividend, recapitalization or similar transaction. The shares that may be offered pursuant to this prospectus include the common shares issuable upon the exercise of the warrant. The common shares issuable upon exercise of the warrants were previously registered by the Company on registration statement no. 333-36462.

Anderson LLC  
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Anderson LLC acquired 250,261 warrants in a private placement pursuant to the terms of a common stock purchase agreement dated as of March 31, 2000. Pursuant to the Anderson purchase agreement, we granted Anderson warrants to purchase 250,261 shares at an exercise of \$6.75 per share (or pursuant to a cashless exercise provision) at any time on or before March 31, 2003. The cashless exercise provision permits the holder, in lieu of paying the exercise price, to tender the warrant certificate and receive a number of common shares equal in market value (defined to be the previous 10 days average closing bid price) to the difference between the aggregate market value of the common shares issuable upon exercise of the warrant, and the aggregate cash exercise price of the common shares issuable upon exercise of the warrant.

The warrants include standard anti-dilution provisions pursuant to which the exercise price and number of shares issuable thereunder is adjusted proportionately in the event of a stock split, stock dividend, recapitalization or similar transaction. The shares that may be offered pursuant to this prospectus include the common shares issuable upon the exercise of the warrants.

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The common shares issuable upon exercise of the warrants were previously registered on registration statement no. 333-36462.

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### PLAN OF DISTRIBUTION

The Shares. The shares offered by this prospectus may be sold from time to time by the selling shareholders, who consist of the persons named as "selling shareholders" above and those persons' pledgees, donees, transferees or other successors in interest. The selling shareholders may sell the offered shares on the Nasdaq National Market, or otherwise, at market prices or at negotiated prices. They may sell shares by one or a combination of the following:

- o a block trade in which a broker or dealer so engaged will attempt to sell the offered shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;
- o purchases by a broker or dealer as principal and resale by the broker or dealer for its account pursuant to this prospectus;
- o ordinary brokerage transactions and transactions in which a broker solicits purchasers; o an exchange distribution in accordance with the rules of such exchange; o privately negotiated transactions; o if such a sale qualifies, in accordance with Rule 144 promulgated under the Securities Act rather than pursuant to this prospectus; or o any other method permitted pursuant to applicable law.

The selling shareholders may also sell shares by means of short sales. Short sales involve the sale by a selling shareholder, usually with a future delivery date, of common shares that the seller does not own. Covered short sales are sales made in an amount not greater than the number of shares subject to the short seller's warrant, exchange right or other right to acquire common shares. A selling shareholder may close out any covered short position by either exercising its warrants or exchange rights to acquire common shares or purchasing shares in the open market. In determining the source of shares to close out the covered short position, a selling shareholder will likely consider, among other things, the price of common shares available for purchase in the open market as compared to the price at which it may purchase common shares pursuant to its warrants or exchange rights.

Naked short sales are any sales in excess of the number of shares subject to the short seller's warrant, exchange right or other right to acquire common shares. A selling shareholder must close out any naked position by purchasing shares. A naked short position is more likely to be created if a selling shareholder is concerned that there may be downward pressure on the price of the common shares in the open market.

The existence of a significant number of short sales generally causes the price of the common shares to decline, in part because it indicates that a number of market participants are taking a position that will be profitable only if the price of the common shares declines. Purchases to cover short sales may, however, increase the demand for the common shares and have the effect of raising or maintaining the price of the common shares.

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In making sales, brokers or dealers engaged by the selling shareholders may arrange for other brokers or dealers to participate. Brokers or

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dealers will receive commissions or discounts from such selling shareholders in amounts to be negotiated prior to the sale. Such selling shareholders and any broker-dealers that participate in the distribution may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act of 1933, and any proceeds or commissions received by them, and any profits on the resale of shares sold by broker-dealers, may be deemed to be underwriting discounts and commissions. If a selling shareholder notifies us that a material arrangement has been entered into with a broker-dealer for the sale of shares through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer, we will file a prospectus supplement, if required pursuant to the Securities Act of 1933, setting forth:

- o the name of each of the participating broker-dealers,
- o the number of shares involved,
- o the price at which the offered shares were sold,
- o the commissions paid or discounts or concessions allowed to the broker-dealers, where applicable;
- o a statement to the effect that the broker-dealers did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus, and
- o any other facts material to the transaction.

General. We are paying the expenses incurred in connection with preparing and filing this prospectus and the registration statement to which it relates, other than selling commissions. In addition, in the event a selling shareholder effects a short sale of common shares, this prospectus may be delivered in connection with such short sale and the shares offered by this prospectus may be used to cover such short sale. To the extent, if any, that a selling shareholder may be considered an "underwriter" within the meaning of the Securities Act, the sale of the shares by it shall be covered by this prospectus.

We have not retained any underwriter, broker or dealer to facilitate the offer or sale of the offered shares offered hereby. We will pay no underwriting commissions or discounts in connection therewith, and we will not receive any proceeds from the sale of the offered shares.

In order to comply with the securities laws of certain states, if applicable, the offered securities will be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the offered shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available.

### DESCRIPTION OF OFFERED SECURITIES

For a description of the common shares offered hereunder, please refer to the description of the common shares provided in the Registration Statement on Form 10-SB we filed with the SEC on November 25, 1996.

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### LEGAL MATTERS

The validity of the shares being offered hereby is being passed upon for us by Goodman and Carr LLP, Ontario, Canada.

### EXPERTS

The financial statements incorporated in this prospectus by reference from our Annual Report on Form 10-K for the year ended December 31, 2000, as amended, have been audited by Deloitte & Touche LLP, as stated in their report (which report included an unqualified opinion and included an explanatory

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paragraph referring to our ability to continue as a going concern), which is incorporated herein by reference, and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

### INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

As permitted by SEC rules, this prospectus does not contain all of the information that prospective investors can find in the Registration Statement or the exhibits to the Registration Statement. The SEC permits us to incorporate by reference into this prospectus information filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except as superseded or modified by information contained directly in this prospectus or in a subsequently filed document that also is (or is deemed to be) incorporated herein by reference.

This prospectus incorporates by reference the documents set forth below that we (File No. 1-12497) have previously filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These documents contain important information about the Company and its financial condition.

- (a) Our Annual Report on Form 10-K for the year ended December 31, 2000, filed with the SEC on April 2, 2001, as amended by Amendment No. 1 on Form 10-K/A filed with the SEC on April 17, 2001, Amendment No.2 on Form 10-K/A filed with the SEC on May 2, 2001 and Amendment No. 3 on Form 10-K/A filed with the SEC on May 9, 2001.
- (b) Our Current Report on Form 8-K filed with the SEC on March 23, 2001, as amended by an Amendment No. 1 on Form 8-K/A filed with the SEC on March 28, 2001.
- (c) Our Current Report on Form 8-K/A filed with the SEC on December 26, 2000, as amended by an Amendment No. 1 on Form 8-K/A filed with the SEC on April 18, 2001.
- (d) The description of the common shares contained in our Registration Statement on Form 10-SB filed with the SEC on November 25, 1996, including any amendment or report filed under the Exchange Act for the purpose of updating such description.

We hereby incorporate by reference all reports and other documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and prior to the termination of this offering.

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### WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly, and current reports, proxy statements, and other information with the SEC. You may read and copy any reports, statements, or other information that the Company files at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. The SEC also maintains an Internet site (<http://www.sec.gov>) that makes available to the public reports, proxy statements, and other information regarding issuers, such as the Company, that file electronically with the SEC.

In addition, we will provide, without charge, to each person to whom this prospectus is delivered, upon written or oral request of any such person, a



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copy of any or all of the foregoing documents (other than exhibits to such documents which are not specifically incorporated by reference in such documents). Please direct written requests for such copies to the Company c/o Mineral Recovery Systems at 230 South Rock Boulevard, Suite 21, Reno, Nevada 89502, U.S.A., Attention: Ed Dickinson, Chief Financial Officer. Telephone requests may be directed to the office of the Director of Finance at (800) 897-8245.

Our common shares are quoted on the Nasdaq National Market. Reports, proxy statements and other information concerning the Company can be inspected and copied at the Public Reference Room of the National Association of Securities Dealers, 1735 K Street, N.W., Washington, D.C. 20006.

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We have not authorized any dealer, salesperson or other person to give any information or represent anything not contained in this prospectus. This prospectus does not offer to sell or buy any securities in any jurisdiction where it is unlawful. The information in this prospectus is current as of May 7, 2001.

12,060,842 Common Shares

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ALTAIR INTERNATIONAL INC

12,060,842 COMMON SHARES

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Prospectus

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May 7, 2001

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 14. Other Expenses of Issuance and Distribution

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The following table sets forth the various expenses of the offering, sale and distribution of the offered securities being registered pursuant to this registration statement (the "Registration Statement"). All of the expenses listed below will be borne by the Company. All of the amounts shown are estimates except the SEC registration fees.

Item ----	Amount -----
SEC Commission registration fees	\$5,911
NASD registration fees	\$17,500
Accounting fees and expenses	\$30,000
Legal fees and expenses	\$30,000
Blue Sky fees and expenses	\$3,000
Printing Expenses	\$1,000
Miscellaneous Expenses	\$2,589
Total:	\$90,000

#### Item 15. Indemnification of Directors and Officers

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Subsection 136(1) of the Business Corporation Act, Ontario (the "Act") provides that a corporation may indemnify a director or officer of the corporation, a former director or officer of the corporation or a person who acts or acted at the corporation's request as a director or officer of a body corporate of which the corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporation, if,

(a) he acted honestly and in good faith with a view to the best interests of the corporation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his or her conduct was lawful.

Subsection 136(2) of the Act provides that a corporation may, with the approval of the court, indemnify a person referred to in subsection 136(1) of the Act in respect of an action by or on behalf of the corporation or body corporate to procure a judgment in its favor, to which the person is made a party by reason of being or having been a director or an officer of the corporation or body corporate, against all costs, charges and expenses reasonably incurred by the person in connection with such action if he fulfills the conditions set out in clauses 136(1) (a) and 136(1) (b) of the Act.

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Subsection 136(3) of the Act provides that despite anything in section 136 of the Act, a person referred to in subsection 136(1) of the Act is entitled to indemnity from the corporation in respect of all costs, charges and expenses reasonably incurred by him in connection with the defense of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the corporation or body corporate, if the person seeking indemnity,

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(a) was substantially successful on the merits in his defense of the action or proceeding; and

(b) fulfills the conditions set out in clauses 136(1)(a) and 136(1)(b) of the Act.

Subsection 136(4) of the Act provides that a corporation may purchase and maintain insurance for the benefit of any person referred to in subsection 136(1) of the Act against any liability incurred by the person,

(a) in his capacity as a director or officer of the corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the corporation; or

(b) in his capacity as a director or officer of another body corporate where the person acts or acted in that capacity at the corporation's request, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the body corporate.

Subsection 136(5) of the Act provides that a corporation or a person referred to in subsection 136(1) of the Act may apply to the court for an order approving an indemnity under section 136 of the Act and the court may so order and make any further order it thinks fit.

Subsection 136(6) of the Act provides that upon an application under subsection 136(5) of the Act, the court may order notice to be given to any interested person and such person is entitled to appear and be heard in person or by counsel.

The Company's By-laws, as amended, provide that subject to subsection 2 of section 147 of the Act, every director and officer of the Company and his heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Company from and against any liability and all costs, charges and expenses that such director or officer sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office and all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Company, except such costs, charges or expenses as are occasioned by his own willful neglect or default. In addition, the board of directors of the Company has passed, and the shareholders have confirmed, several special By-laws authorizing the board of directors, among other things, to borrow money and issue bonds or debentures and to secure any such borrowing by mortgaging or pledging all or part of the Company's assets. The special By-laws further authorize the board of directors to delegate the foregoing powers to any director or officer and to give indemnities to any such director or other person acting on behalf of the Company and secure any such person against loss by giving him by way of security a mortgage or charge upon all of the currently owned or subsequently acquired property, undertakings, and rights of the Company.

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Pursuant to an employment agreement with William P. Long, the President, Chief Executive Officer and a director of the Company, the Company has agreed to assume all liability for and to indemnify, protect, save, and hold Dr. Long harmless from and against any and all losses, costs, expenses, attorneys' fees, claims, demands, liability, suits, and actions of every kind and character which may be imposed upon or incurred by Dr. Long on account of, arising directly or indirectly from, or in any way connected with or related to Dr. Long's activities as an officer and member of the board of directors of the Company, except as arise as a result of fraud, felonious conduct, gross negligence or acts of moral turpitude on the part of Dr. Long. In addition, Mineral Recovery Systems, Inc. ("MRS"), a wholly-owned subsidiary of the Company, has agreed to assume all liability for and to indemnify, protect, save, and hold harmless Patrick Costin (Vice President of the Company and President of MRS) from and against any and all losses, costs, expenses, attorneys' fees, claims, demands, liabilities, suits and actions of every kind and character which may be imposed on or incurred by Mr. Costin on account of, arising directly or indirectly from, or in any way connected with Mr. Costin's activities as manager, officer, or director of MRS or the Company.

Indemnification may be granted pursuant to any other agreement, bylaw, or vote of shareholders or directors. In addition to the foregoing, the Company maintains insurance through a commercial carrier against certain liabilities

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which may be incurred by its directors and officers. The foregoing description is necessarily general and does not describe all details regarding the indemnification of officers, directors or controlling persons of the Company.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions or otherwise, the Company has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 16. Exhibits.

The following exhibits required by Item 601 of Regulations S-K promulgated under the Securities Act have been included herewith or have been filed previously with the SEC as indicated below.

Exhibit No.	Description	Incorporated by Reference Filed Herewith (and Sequences)
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4.1	Form of Common Stock Certificate	Incorporated by reference to Report on Form 10-SB filed with the Commission on December 25, 1996, File No. 1-12497.
4.2	Form of Warrant (Anderson)	Incorporated by reference to the Report on Form 8-K filed with the Commission on December 24, 2000, File No. 1-12497.
4.3	Form of Series M Warrant (Toyota On Western)	Incorporated by reference to the Registration Statement on Form S-3 filed with the Commission on May 5, 2000, File No. 1-12497.
4.4	Form of de Jong Warrant	Incorporated by reference to the Registration Statement on Form S-3 filed with the Commission on May 5, 2000, File No. 1-12497.
4.5	Form of Series N Warrant (Ladenburg)	Incorporated by reference to the Registration Statement on Form S-3 filed with the Commission on May 5, 2000, File No. 1-12497.
4.6	Shareholders Rights Plan Agreement dated November 27, 1998, between Altair International Inc. and Equity Transfer Services Inc.	Incorporated by reference to the Report on Form 8-K filed with the Commission on December 29, 1998, File No. 1-12497.
4.7	Amended and Restated Shareholder Rights Plan dated October 15, 1999, between the Company and Equity Transfer Services, Inc.	Incorporated by reference to the Report on Form 8-K filed with the Commission on November 19, 1999, File No. 1-12497.
4.8	Form of Doral Warrant	Incorporated by reference to the Report on Form 8-K filed with the Commission on December 26, 2000, as amended by Form 8-K/A filed with the Commission on December 26, 2000, File No. 1-12497.

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Exhibit No.	Description	Incorporated by Reference Filed Herewith (and Sequence)
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4.9	Asset-backed Exchangeable Term Note dated December 15, 2000	Incorporated by reference to the Report on Form 8-K filed with the Commission on December 26, 2000, as amended by Form 8-K/A filed with the Commission on December 26, 2001, File No. 1-12497.
4.10	Form of Series 2000B Warrant	Incorporated by reference to the Report on Form 10-Q filed with the Commission on November 14, 2000, File No. 1-12497.
4.11	Form of Series 2000C Warrant	Incorporated by reference to the Report on Form 10-Q filed with the Commission on November 14, 2000, File No. 1-12497.

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5	Opinion of Goodman and Carr LLP as to legality of securities offered	Incorporated by reference to Amendment to Registration Statement on form S-3 filed with the Commission on April 18, 2001, File No. 1-12497.
10.1	Registration Rights Agreement dated December 15, 2001 with Doral 18, LLC	Incorporated by reference to the Report on Form 8-K filed with the Commission on December 26, 2000, as amended by Form 8-K/A filed with the Commission on November 15, 2001, File No. 1-12497.
10.2	Form of Registration Rights Agreement (with MBRT Trust dated August 4, 2000; with Gibson Family Limited Partnership dated August 22, 2000; with Louis Schnur August 4, 2000)	Incorporated by reference to the Report on Form 10-Q filed with the Commission on November 15, 2000, File No. 1-12497.
23.1	Consent of McGovern, Harley, Cunningham, LLP	Incorporated by reference to the Report on Form 10-K/A filed with the Commission on November 15, 2001, File No. 1-12497.
23.2	Consent of Deloitte & Touche LLP	Incorporated by reference to the Report on Form 10-K/A, filed with the Commission on May 9, 2001, File No. 1-12497.
23.3	Consent of Goodman and Carr LLP	Included in Exhibit No. 5.
24	Powers of Attorney	Incorporated by reference to the Report on Form S-3 filed with the Commission on January 22, 2001, File No. 333-54

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Item 17. Undertakings.  
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(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; notwithstanding the foregoing, any increase or decrease in volume of securities

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offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the

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changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company, the Company has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to Registration Statement on Form S-3/A to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cody, State of Wyoming, on May 5, 2001.

ALTAIR INTERNATIONAL INC.

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By /s/ William P. Long

-----  
William P. Long  
President and Chief Executive Officer

ADDITIONAL SIGNATURES

Signature -----	Title -----
/s/ William P. Long ----- William P. Long	President, Chief Executive Officer, and Director (Principal Executive Officer and authorized representative of the Company in the United States)
/s/ Edward H. Dickinson ----- Edward H. Dickinson	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ James I. Golla* ----- April 16, 2001 James I. Golla	Secretary and Director
/s/ George E. Hartman* ----- George E. Hartman	Director
/s/ Robert Sheldon* ----- Robert Sheldon	Director
* By: /s/ William P. Long ----- William P. Long, Attorney-in-Fact	

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EXHIBIT INDEX  
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4.10	Form of Series 2000B Warrant	Incorporated by reference to the Report on Form 10-Q filed with the Commission on November 14, 2000, File No. 1-12497.

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4.11	Form of Series 2000C Warrant	Incorporated by reference to the Report on Form 10-Q filed with November 14, 2000, File No. 1-124
5	Opinion of Goodman and Carr LLP as to legality of securities offered	Incorporated by reference to Amendment Registration Statement on form S-3 filed with the Commission on April 18, 2001, File No. 1-12497.
10.1	Registration Rights Agreement dated December 15, 2001 with Doral 18, LLC	Incorporated by reference to the Report on Form 8-K filed with the Commission on December 26, 2000, as amended by Form 8-K/A filed with the Commission on January 18, 2001, File No. 1-12497.
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23.3	Consent of Goodman and Carr LLP	Included in Exhibit No. 5.
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