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STAKE TECHNOLOGY LTD
Form 10-K/A
July 02, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
Amendment No. 2

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002
Commission File No. 0-9989

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

STAKE TECHNOLOGY LTD.

(Exact name of registrant as specified in its charter)

CANADA
(Jurisdiction of Incorporation)

Not Applicable
(I.R.S. Employer Identification
No.)

2838 Highway 7
Norval, Ontario L0P 1K0, Canada
(Address of Principle Executive Offices)

(905) 455-1990
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Securities registered pursuant to 12(g) of the Act:

Common Shares, no Par value
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes No

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At March 7, 2003 the registrant had outstanding 42,489,943 common shares, the only class of registrant's common stock outstanding. There were no other classes of stock outstanding and the aggregate market value of voting stock held by non-affiliates at such date was US\$102,730,000. The Company's common shares traded on Nasdaq Small Cap Market tier of The Nasdaq Stock Market under the symbol STKL and on the Toronto Stock Exchange under the symbol SOY.

Explanatory Note

This Amendment No. 2 to Form 10-K (the "Form 10-K/A") of Stake Technology Ltd. (the "Company") for the fiscal year ended December 31, 2002, is being filed to file a copy of Exhibit 100, the Production Agreement and Addendum dated August 6, 2001 between The Hain Celestial Group and Nordic Aseptic, Inc., a wholly-owned subsidiary of the Company. Portions of this Exhibit have been omitted pursuant to a request for confidential treatment filed with the SEC.

Item 15. Exhibits, Financial Statements and Reports on Form 8-K

STAKE TECHNOLOGY LTD.

(a) Documents filed herewith as part of the Report on Form 10-K.

Exhibits

- | | |
|------|--|
| 100. | Production Agreement and Addendum dated August 6, 2001 between The Hain Celestial Group and Nordic Aseptic, Inc. (a wholly-owned subsidiary of the Company) ** / *** |
| 99.1 | Certification by Jeremy Kendall, Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ** |
| 99.2 | Certification by Steven Bromley, Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ** |

** Filed herewith

*** Portions of the Exhibit have been omitted pursuant to a request for confidential treatment filed with the SEC.

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1984, the registrant has duly caused this amendment to report to be signed on its behalf by the undersigned. Thereunto duly authorized.

STAKE TECHNOLOGY LTD.

Steven R. Bromley

/s/ Steven R. Bromley

Executive Vice President and Chief Financial Officer

Date: June 25, 2003

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Pursuant to the requirements of the Securities Exchange Act of 1934, the following persons on behalf of the Registrant and in the capacities and on the dates indicated have signed this amendment to report below.

| Signature | Title | Date |
|---|--|------|
| * ----- Jeremy N. Kendall | Chairman, Chief Executive Officer And Director (Principal Executive Officer) | Jun |
| /s/ Steven R. Bromley ----- Steven R. Bromley | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | Jun |
| * ----- Cyril A. Ing | Director and Corporate Secretary | Jun |
| * ----- Joseph Riz | Director | Jun |
| * ----- Jim Rifenberg | Director | Jun |
| * ----- Allan Routh | Director | Jun |
| * ----- Dennis Anderson | Director | Jun |
| * ----- Katrina Houde | Director | Jun |
| * ----- Camillo Lisio | Director | Jun |
| * ----- Stephen Bronfman | Director | Jun |
| * ----- Robert Fetherstonhaugh | Director | Jun |

* By his signature set forth below, Steven R. Bromley, pursuant to a duly executed power of attorney filed with the Securities and Exchange Commission as an exhibit to the report on Form 10-K, has signed this amendment to report on behalf of and as Attorney-In-Fact for this person.

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/s/ Steven R. Bromley - Steven R. Bromley -Attorney-in-Fact

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