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STAKE TECHNOLOGY LTD
Form 10-K/A
April 11, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
Amendment No. 1

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. 1 to Form 10-K (the "Form 10-K/A") of Stake Technology Ltd. for the fiscal year ended December 31, 2002, is being filed: (1) to submit certifications made by the Chief Executive Officer and Chief Financial Officer in compliance with Section 906 of the Sarbanes-Oxley Act; and (2) to amend the Supplemental Financial Information (Unaudited), the final item contained in the Notes to Consolidated Financial Statements.

Stake Technology Ltd.
Notes to Consolidated Financial Statements
(Expressed in thousands of U.S. dollars)

Supplemental Financial Information (Unaudited)

	Quarter ended December 31		Quarter ended September 30	
	2002	2001	2002	2001
Revenues	33,437	23,811	32,800	22,904
Cost of goods sold	28,000	20,723	27,510	20,093
Gross profit	5,437	3,088	5,290	2,811
Selling, general and administrative expenses	4,835	3,732	3,240	2,536
Earnings (loss) before the following	602	(644)	2,050	275
Interest expense	(383)	(338)	(302)	(398)
Interest and other income (expense)	(20)	(4)	30	102
Foreign exchange gain (loss)	36	19	(322)	347
	(367)	(323)	(594)	51
Earnings (loss) before income taxes	235	(967)	1,456	326
Provision for (recovery of) income taxes	(277)	283	(71)	170
Net earnings (loss) for the year	512	(684)	1,527	156
Net earnings (loss) per share for the year				
Basic	0.01	(0.02)	0.04	0.00
Diluted	0.01	(0.02)	0.04	0.00

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	Quarter ended June 30		Quarter ended March 31	
	2002	2001	2002	2001
Revenues	31,378	23,988	23,283	19,119
Cost of goods sold	25,942	20,180	19,979	16,454
Gross profit	5,436	3,808	3,304	2,665
Selling, general and administrative expenses	3,223	2,494	2,983	2,380
Earnings before the following	2,213	1,314	321	285
Interest expense	(306)	(519)	(422)	(489)
Interest and other income	97	143	111	87
Foreign exchange gain (loss)	466	(41)	(4)	27
	257	(417)	(315)	(375)
Earnings before income taxes	2,470	897	6	(90)
Provision for income taxes	766	372	(17)	112
Net earnings for the year	1,704	525	23	22
Net earnings per share for the year				
Basic	0.04	0.02	0.00	0.00
Diluted	0.04	0.02	0.00	0.00

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

STAKE TECHNOLOGY LTD.

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

Form 10-K

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For the Years ended December 31, 2002, 2001 and 2000

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Notes to Consolidated Financial Statements -

For the Years ended December 31, 2002 and 2001

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3. Exhibits

- 2.1 - Agreement and Plan of Merger dated as of October 25, 2002 among Opta Food Ingredients, Inc., Stake Technology Ltd. and Stake Acquisition Corp. (A)
- 3.1 - Amalgamation of Stake Technology Ltd and 3754481 Canada Ltd. (formerly George F. Pettinos (Canada) Limited) (B)
- 3.3 - Bylaw No. 14 approved by shareholders - June 17, 1997 (C)
- 10.1(a) - 1993 Employee/Director Stock Option Plan dated May 19, 1993 (D)
- 10.1(b) - 1996 Employee/Director Stock Option Plan dated September 27, 1996 (E)
- 10.1(c) - 1998 Stock Option Plan dated December 12, 1997 (F)
- 10.1(d) - 1999 Stock Option Plan dated February 18, 1999 (G)
- 10.1(e) - 2001 Stock Option Plan dated March 13, 2001 (H)
- 10.1(f) - 2002 Stock Option Plan dated March 26, 2002 (I)
- 10.3(a) - Credit Agreement with Bank of Montreal dated February 28, 2002 (H)
- 10.3(b) - Facility B Loan Authorization Agreement with Harris Trust and Savings Bank (H)
- 10.3(c) - Credit Agreement dated as of November 25, 2002 among Stake Acquisition Corp., certain Lenders and Harris Trust and Savings Bank, as Administrative Agent (I)
- 10.3(d) - Debenture Purchase Agreement dated as of December 4, 2002 between Stake Technology Ltd. and Claridge Israel LLC (I)

Exhibits (continued)

- 10.3(e) - Amended and Restated Credit Agreement dated as of February 21, 2003 among Stake Technology Ltd. (the "Company"), certain affiliates of the Company, Bank of Montreal and Harris Trust and Savings Bank. (I)
- 21 - List of subsidiaries (I)
- 24 - Powers of Attorney (I)
- 99.1 - Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (J)
- 99.2 - Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (J)

(A) Previously filed as an Exhibit to Company's Form 8K filed November

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6, 2002.

- (B) Previously filed as an Exhibit to Company's annual report on Form 10-KSB for the year ended December 31, 2000 and incorporated herein by reference.
- (C) Previously filed as an Exhibit to Company's annual report on Form 10-KSB for the year ended December 31, 1997 and incorporated herein by reference.
- (D) Previously filed as an Exhibit to Company's annual report on Form 10-KSB for the year ended December 31, 1995 and incorporated herein by reference.
- (E) Previously filed as an Exhibit to Company's annual report on Form 10-KSB for the year ended December 31, 1996 and incorporated herein by reference.
- (F) Previously filed as an Exhibit to Company's annual report on Form 10-KSB for the year ended December 31, 1998 and incorporated herein by reference.
- (G) Previously filed as an Exhibit to Company's annual report on Form 10-KSB for the year ended December 31, 1999 and incorporated herein by reference.
- (H) Previously filed as an Exhibit to Company's annual report on Form 10-K for the year ended December 31, 2001 and incorporated herein by reference.
- (I) Previously filed as an Exhibit to Company's annual report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference.
- (J) Filed herewith

4. Filings of Form 8-K in the last Quarter of 2002

Form 8-K filed November 6, 2002 relating to the Agreement and Plan of Merger dated as of October 25, 2002 among Opta Food Ingredients, Inc., Stake Technology Ltd. and Stake Acquisition Corp.

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
Executive Vice President and
Chief Financial Officer

/s/ Steven R. Bromley

Date: April 10, 2003

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.

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Signature	Title	Date
/s/ Jeremy N. Kendall ----- Jeremy N. Kendall	Chairman, Chief Executive Officer And Director (Principal Executive Officer)	April 1
/s/ Steven R. Bromley ----- Steven R. Bromley	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 1
/s/ Cyril A. Ing ----- Cyril A. Ing	Director and Corporate Secretary	April 1
/s/ Joseph Riz ----- Joseph Riz	Director	April 1
/s/ Jim Rifembergh ----- Jim Rifembergh	Director	April 1
/s/ Allan Routh ----- Allan Routh	Director	April 1
/s/ Dennis Anderson ----- Dennis Anderson	Director	April 1
/s/ Larry Anderson ----- Larry Anderson	Director	April 1
/s/ Katrina Houde ----- Katrina Houde	Director	April 1
/s/ Camillo Lisio ----- Camillo Lisio	Director	April 1
/s/ Stephen Bronfman ----- Stephen Bronfman	Director	April 1
/s/ Robert Fetherstonhaugh		

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Robert Fetherstonhaugh

Director

April 1

* 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.

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