

Note: [25 Sep 2009] - Proposed amendments to NI 52-109. Refer to Appendix B, Schedule B-1 of CSA Notice announcing proposed amendments to NI 52-109 dated 25 Sept 2009.

**Proposed Amendment Instrument for
National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings***

Although this amendment instrument amends section headers in National Instrument 52-109, section headers do not form part of the instrument and are inserted for ease of reference only

1. ***National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings is amended by this instrument.***
2. ***Section 1.1 of National Instrument 52-109 is amended by***
 - (a) ***after the definition of "financial period", adding the following definition:***

"financial statements" has the same meaning as in section 1.1 of NI 51-102;
 - (b) ***in the definition of "internal control over financial reporting", in paragraph (c), striking out "interim financial statements" and substituting "interim financial reports",***
 - (c) ***in the definition of "interim filings", striking out "interim financial statements" and substituting "interim financial report",***
 - (d) ***repealing the definition of "interim financial statements" and substituting the following:***

"interim financial report" means the interim financial report required to be filed under NI 51-102;
 - (e) ***in the definition of "material weakness", striking out "annual or interim financial statements" and substituting "annual financial statements or interim financial report",***
 - (f) ***in the definition of "NI 52-107", striking out "Acceptable Accounting Principles, Auditing Standards and Reporting Currency" and substituting "Acceptable Accounting Principles and Auditing Standards",***
 - (g) ***in the definition of "proportionately consolidated entity", striking out "revenues" and substituting "revenue",***
 - (h) ***after the definition of "Sarbanes-Oxley Act", adding the following definition:***

“special purpose entity” has, in respect of an issuer, the meaning ascribed to that term in the issuer’s GAAP;

- (i) *in the definition of “U.S. marketplace”, adding “and” after “NI 51-102;”,*
 - (j) *repealing the definition of “variable interest entity”.*
3. *Section 3.3 of National Instrument 52-109 is amended by striking out “variable interest entity” wherever it occurs and substituting “special purpose entity”.*
 4. *Section 5.6 of National Instrument 52-109 is amended by striking out “interim financial statements” wherever it occurs and substituting “interim financial reports”.*
 5. *Section 6.2 of National Instrument 52-109 is amended by*
 - (a) *in the title, striking out “interim financial statements” and substituting “interim financial report”, and*
 - (b) *striking out “interim financial statements” wherever it occurs and substituting “interim financial report”.*
 6. *Subsection 8.2(3) of National Instrument 52-109 is amended by striking out “interim financial statements” wherever it occurs and substituting “interim financial report”.*
 7. *Part 9 of National Instrument 52-109 is amended by adding the following after section 9.2:*

9.3 Transition - Application of Amendments – The amendments to this Instrument that came into force on January 1, 2011 only apply to periods relating to financial years beginning on or after January 1, 2011.
 8. *Section 3 of Form 52-109F1 Certification of annual filings – full certificate is amended by striking out “results of operations” and substituting “financial performance”.*
 9. *Section 5.3 of Form 52-109F1 Certification of annual filings – full certificate is amended by striking out “variable interest entity” wherever it occurs and substituting “special purpose entity”.*
 10. *Section 3 of Form 52-109FV1 Certification of annual filings – venture issuer basic certificate is amended by striking out “results of operations” and substituting “financial performance”.*
 11. *Section 3 of Form 52-109F1 – IPO/RTO Certification of annual filings following an initial public offering, reverse takeover or becoming a non-venture issuer is amended by striking out “results of operations” and substituting “financial performance”.*

12. ***Section 1 of Form 52-109F2 Certification of interim filings – full certificate is amended by striking out “interim financial statements” and substituting “interim financial report”.***
13. ***Section 3 of Form 52-109F2 Certification of interim filings – full certificate is amended by***
 - (a) ***striking out “interim financial statements” and substituting “interim financial report”, and***
 - (b) ***striking out “results of operations” and substituting “financial performance”.***
14. ***Section 5.3 of Form 52-109F2 Certification of interim filings – full certificate is amended by striking out “variable interest entity” wherever it occurs and substituting “special purpose entity”.***
15. ***Section 1 of Form 52-109FV2 Certification of interim filings – venture issuer basic certificate is amended by striking out “interim financial statements” and substituting “interim financial report”.***
16. ***Section 3 of Form 52-109FV2 Certification of interim filings – venture issuer basic certificate is amended by***
 - (a) ***striking out “interim financial statements” and substituting “interim financial report”, and***
 - (b) ***striking out “results of operations” and substituting “financial performance”.***
17. ***Section 1 of Form 52-109F2 – IPO/RTO Certification of interim filings following an initial public offering, reverse takeover or becoming a non-venture issuer is amended by striking out “interim financial statements” and substituting “interim financial report”.***
18. ***Section 3 Form 52-109F2 – IPO/RTO Certification of interim filings following an initial public offering, reverse takeover or becoming a non-venture issuer is amended by***
 - (a) ***striking out “interim financial statements” and substituting “interim financial report”, and***
 - (b) ***striking out “results of operations” and substituting “financial performance”.***
19. ***Section 1 of Form 52-109F2R Certification of refiled interim filings is amended by striking out “interim financial statements” and substituting “interim financial report”.***

20. *This instrument only applies to periods relating to financial years beginning on or after January 1, 2011.*
21. *This instrument comes into force on January 1, 2011.*