

Nova Scotia Securities Commission

**Rule 52-109(Amendment)
Amendments to Multilateral Instrument 52-109
Certification of Disclosure in Issuers' Annual and Interim Filings**

-And-

**Amendments to Multilateral Instrument 52-109
Certification of Disclosure in Issuers' Annual and Interim Filings**

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**Amendments to Companion Policy 52-109CP to
Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual
and Interim Filings**

WHEREAS:

1. Pursuant to section 150 of the *Securities Act*, R.S.N.S. 1989, chapter 418, as amended (the "Act"), the Nova Scotia Securities Commission (the "Commission") has power to make rules subject to compliance with the requirements of the Act;
2. Pursuant to section 19 of the Act, the Commission has power to issue and publish policy statements;
3. Amendments to Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings and Amendments to Companion Policy 52-109CP to Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, copies of which are attached hereto and are hereinafter called the "Rule" and "Companion Policy" respectively, have been made a rule by one or more of the Canadian securities regulatory authorities; and
4. The Commission is of the opinion that the attainment of the purpose of the Act is advanced by this Instrument.

NOW THEREFORE the Commission hereby:

- (a) pursuant to the authority contained in section 150 of

the Act and subject to compliance with the requirements of section 150A of the Act, approves the Rule and makes the same a rule of the Commission except insofar as the Rule contains coming into force or effective date provisions;

(b) pursuant to the authority contained in section 19 of the Act and subject to publication in the *Royal Gazette*, issues the Companion Policy as a policy statement of the Commission except insofar as the Companion Policy contains coming into force or effective date provisions; and

(c) declares that the rule approved and made pursuant to clause (a) and the policy statement issued pursuant to clause (b) shall both take effect on **June 13, 2005**, unless the Governor-in-Council disapproves the rule or returns it to the Commission in accordance with subsection 150A(3) of the Act in which event the rule and the policy statement shall not be effective until the rule is approved by the Governor-in-Council.

IN WITNESS WHEREOF this Instrument has been signed by the Chair and Vice-Chair of the Commission, being the members of the Commission prescribed by the Chair pursuant to subsection 15(3) of the Act to attend the hearing of this matter and the quorum with respect to this matter, on the 30th day of March, 2005.

"H. Leslie O'Brien"
H. Leslie O'Brien

"R. Daren Baxter"
R. Daren Baxter

Attachments

MULTILATERAL INSTRUMENT 52-109
CERTIFICATION OF DISCLOSURE IN ISSUERS' ANNUAL AND INTERIM FILINGS
AMENDMENT INSTRUMENT

1. Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* is amended by this Instrument.
2. Subsection 5.2(1) is amended by adding the following after paragraph (b):
 - (c) Notwithstanding Part 2 or paragraph 5.2(1)(a), an issuer that files an annual certificate in Form 52-109F1 in respect of a financial year ending on or before June 29, 2006 may omit from the Form 52-109F1
 - (i) the words “and internal control over financial reporting” in the introductory language in paragraph 4;
 - (ii) paragraph 4(b); and
 - (iii) paragraph 5.
3. Subsection 5.2(2) is amended by adding the following after paragraph (b):
 - (c) Notwithstanding Part 3 or paragraph 5.2(2)(a), an issuer that files an interim certificate in Form 52-109F2 for a permitted interim period may omit from the Form 52-109F2
 - (i) the words “and internal control over financial reporting” in the introductory language in paragraph 4;
 - (ii) paragraph 4(b); and
 - (iii) paragraph 5.
 - (d) For the purpose of paragraph 5.2(2)(c), a permitted interim period is an interim period that occurs prior to the end of the issuer's first financial year ending after June 29, 2006.
4. This Instrument comes into force on June 6, 2005.

COMPANION POLICY 52-109CP
CERTIFICATION OF DISCLOSURE IN ISSUERS' ANNUAL AND INTERIM FILINGS
AMENDMENTS

1. Appendix A to 52-109CP is amended by adding the following at the end of footnote 4:

In accordance with subsection 5.2(1) of the Instrument, an issuer that files a full annual certificate in respect of a financial year ending on or before June 29, 2006 may omit from the full annual certificate

- (i) the words “and internal control over financial reporting” in the introductory language in paragraph 4;
- (ii) paragraph 4(b); and
- (iii) paragraph 5.

2. Appendix A to 52-109CP is amended by adding the following at the end of footnote 5:

In accordance with subsection 5.2(2) of the Instrument, an issuer that files a full interim certificate in respect of a permitted interim period may omit from the full interim certificate

- (i) the words “and internal control over financial reporting” in the introductory language in paragraph 4;
- (ii) paragraph 4(b); and
- (iii) paragraph 5.

A permitted interim period is an interim period that occurs prior to the end of the issuer's first financial year ending after June 29, 2006.

3. These amendments are effective on June 6, 2005.