

REGULATION TO AMEND REGULATION 52-109 RESPECTING CERTIFICATION OF DISCLOSURE IN ISSUERS' ANNUAL AND INTERIM FILINGS

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (3), (11), (19.4), (20) and (34))

1. Section 1.1 of Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings is amended:

(1) in paragraph (c) of the definition of "internal control over financial reporting", by replacing the words "interim financial statements" with the words "interim financial reports";

(2) in the definition of "interim filings", by replacing the words "interim financial statements" with the words "interim financial report";

(3) by replacing the definition of "variable interest entity" with the following, and making the necessary changes:

""special purpose entity" has, in respect of an issuer, the meaning ascribed to that term in the issuer's GAAP;";

(4) in the definition of "proportionately consolidated entity", by replacing the word "revenues" with the word "revenue";

(5) after the definition of "financial period", by adding the following definition:

""financial statements" has the meaning ascribed to it in section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations;";

(6) by deleting the definition of "interim financial statements";

(7) in the definition of "material weakness", by replacing the words "annual or interim financial statements" with the words "annual financial statements or interim financial report";

(8) in the definition of "U.S. marketplace", by adding the word "and" after the word "Obligations;";

(9) in the definition of "issuer's GAAP", by replacing the words "Regulation 52-107 respecting Acceptable Accounting Principles, Auditing Standards and Reporting Currency" with the words "Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards";

(10) in the definition of "accounting principles", by replacing the words "Regulation 52-107 respecting Acceptable Accounting Principles, Auditing Standards and Reporting Currency approved by Ministerial Order no. 2005-08 dated May 19, 2005" with the words "Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards approved by Ministerial Order (*indicate the number and date of the Ministerial Order approving the Regulation*)";

(11) by inserting the following after the definition of "interim filings":

""interim financial report" means the interim financial report required to be filed under Regulation 51-102 respecting Continuous Disclosure Obligations;";

2. Section 5.6 of the Regulation is amended by replacing, wherever they occur, the

words “interim financial statements” with “interim financial reports”.

3. Section 6.2 of the Regulation is replaced with the following:

“6.2. Refiled interim financial report or interim MD&A

If an issuer refiles its interim financial report or interim MD&A for an interim period, it must file separate interim certificates for that interim period in Form 52-109F2R on the date that it refiles the interim financial report or interim MD&A, as the case may be.”.

4. Form 52-109F1 of the Regulation is amended:

(1) in paragraph 3, by replacing the words “results of operations” with the words “financial performance”;

(2) in paragraph 5.3, by replacing, wherever they occur, the words “variable interest entity” with the words “special purpose entity”;

(3) in the French text of paragraph 8, by replacing, wherever they occur, the word “vérificateurs” with the word “auditeurs” and the words “comité de vérification” with the words “comité d’audit”.

5. The Regulation is amended by replacing, wherever they occur, the words “results of operations” with the words “financial performance”.

6. The Regulation is amended by replacing, wherever they occur, the words “variable interest entity” with the words “special purpose entity”.

7. The Regulation is amended by replacing, wherever they occur, the words “interim financial statements” with the words “interim financial report”.

8. This Regulation only applies to annual filings and interim filings for periods relating to financial years beginning on or after January 1, 2011.

9. Despite section 8, an issuer may apply the amendments set out in this Regulation to annual filings and interim filings for periods relating to a financial year that begins before January 1, 2011 if the immediately preceding financial year ends no earlier than December 21, 2010 and if the issuer is relying on the exemption in section 5.3 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.

10. This Regulation comes into force on January 1, 2011.