

THE MANITOBA SECURITIES COMMISSION
MSC RULE 2010-20
(Section 149.1, *The Securities Act*)

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 is amended*

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

"financial statements" has the meaning ascribed to it in section 1.1 of NI 51-102;

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

(c) *in the definition of "interim filings", by replacing "interim financial statements" with "interim financial report",*

(d) *by deleting the definition of "interim financial statements" and adding the following definition:*

"interim financial report" means the interim financial report required to be filed under NI 51-102;

(e) *in the definition of "material weakness", by replacing "annual or interim financial statements" with "annual financial statements or interim financial report",*

(f) *in the definition of "NI 52-107", by replacing "Acceptable Accounting Principles, Auditing Standards and Reporting Currency" with "Acceptable Accounting Principles and Auditing Standards",*

(g) *in the definition of "proportionately consolidated entity", by replacing "revenues" with "revenue",*

(h) *after the definition of "Sarbanes-Oxley Act", by 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", by adding "and" after "NI 51-102"; and*

(j) *by deleting the definition of "variable interest entity".*

3. *Section 3.3 is amended by replacing "variable interest entity" wherever it occurs with "special purpose entity".*

4. *Section 5.6 is amended by replacing "interim financial statements" wherever it occurs with "interim financial reports".*

5. *Section 6.2 is amended*

(a) *in the title, by replacing "interim financial statements" with "interim financial report", and*

(b) *by replacing "interim financial statements" wherever it occurs with "interim financial report".*

6. *Subsection 8.2(3) is amended by replacing "interim financial statements" wherever it occurs with "interim financial report".*

7. *Section 3 of Form 52-109F1 Certification of annual filings – full certificate is amended by replacing "results of operations" with "financial performance".*

8. *Section 5.3 of Form 52-109F1 Certification of annual filings – full certificate is amended by replacing "variable interest entity" wherever it occurs with "special purpose entity".*

9. *Section 3 of Form 52-109FV1 Certification of annual filings – venture issuer basic certificate is amended by replacing "results of operations" with "financial performance".*

10. *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 replacing "results of operations" with "financial performance".*

11. *Section 1 of Form 52-109F2 Certification of interim filings – full certificate is amended by replacing "interim financial statements" with "interim financial report".*

12. *Section 3 of Form 52-109F2 Certification of interim filings – full certificate is amended*

(a) *by replacing "interim financial statements" with "interim financial report", and*

(b) *by replacing "results of operations" with "financial performance".*

13. *Section 5.3 of Form 52-109F2 Certification of interim filings – full certificate is amended by replacing "variable interest entity" wherever it occurs with "special purpose entity".*

14. *Section 1 of Form 52-109FV2 Certification of interim filings – venture issuer basic certificate is amended by replacing "interim financial statements" with "interim financial report".*

15. *Section 3 of Form 52-109FV2 Certification of interim filings – venture issuer basic certificate is amended*

(a) *by replacing "interim financial statements" with "interim financial report", and*

(b) *by replacing "results of operations" with "financial performance".*

16. *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 replacing "interim financial statements" with "interim financial report".*

17. *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*

(a) *by replacing "interim financial statements" with "interim financial report", and*

(b) *by replacing "results of operations" with "financial performance".*

18. Section 1 of Form 52-109F2R Certification of refiled interim filings is amended by replacing "interim financial statements" with "interim financial report".

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

20. Despite section 19, an issuer may apply the amendments set out in this Instrument 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 National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards.

21. This Instrument comes into force on January 1, 2011.

22. This Instrument may be cited as MSC Rule 2010-20.