

**NOTICE****PROPOSED AMENDMENTS TO  
MULTILATERAL INSTRUMENT 52-109  
CERTIFICATION OF DISCLOSURE IN ISSUERS' ANNUAL AND INTERIM FILINGS  
AND  
COMPANION POLICY 52-109CP****Introduction**

The following are initiatives of members of the Canadian Securities Administrators, other than British Columbia (the Participating Jurisdictions):

- a proposed amendment instrument (the Proposed Amendment Instrument) amending Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (the Certification Instrument); and
- proposed amendments (the Proposed CP Amendments and together with the Proposed Amendment Instrument, the Proposed Amendments) to Companion Policy 52-109CP to the Certification Instrument (the Companion Policy).

The Proposed Amendment Instrument has been made, or is expected to be made, by each of the Participating Jurisdictions and will be implemented as:

- a rule in each of Alberta, Manitoba, Ontario, New Brunswick, Nova Scotia and Newfoundland and Labrador;
- a Commission regulation in Saskatchewan and a regulation in the Northwest Territories;
- a policy in each of Prince Edward Island and Yukon; and
- a code in Nunavut.

It is expected that the Proposed CP Amendments will be adopted as a policy in each of Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, the Northwest Territories, Nunavut and Yukon.

In Québec, since the Certification Instrument and the Companion Policy have not been adopted yet, the Proposed Amendment Instrument is being published as Amendment to Proposed *Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings*, and the Proposed CP Amendments are being published as Amendment to Proposed Policy Statement 52-109 to *Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings*.

## **Ministerial approvals**

In Ontario, the Proposed Amendment Instrument and other required materials were delivered to the Minister responsible for the Ontario Securities Commission on March 23, 2005. The Minister may approve or reject the Proposed Amendment Instrument or return it for further consideration. If the Minister approves the Proposed Amendment Instrument or does not take any further action by June 6, 2005, the Proposed Amendment Instrument will come into force on June 6, 2005. The Proposed CP Amendments will come into force on the date that the Proposed Amendment Instrument comes into force.

In Alberta, the Proposed Amendment Instrument and other materials were delivered to the Minister of Revenue on March 24, 2005. The Minister may approve or reject the Proposed Amendment Instrument. Subject to Ministerial approval, the Proposed Amendment Instrument and the Proposed CP Amendments will come into force on June 6, 2005. The Alberta Securities Commission will issue a separate notice advising of whether the Minister has approved or rejected the Proposed Amendment Instrument.

Provided all necessary ministerial approvals are obtained, we expect to implement the Proposed Amendment Instrument and the Proposed CP Amendments on June 6, 2005.

## **Background to the Certification Instrument and the Companion Policy**

The Certification Instrument and the Companion Policy were initiatives of the Participating Jurisdictions.

The purpose of the Certification Instrument is to improve the quality and reliability of financial and other continuous disclosure reporting by reporting issuers. We believe that this in turn will help to maintain and enhance investor confidence.

## **Current filing requirements under the Certification Instrument**

Under the Certification Instrument, issuers are required to file annual certificates for each financial year beginning on or after January 1, 2004. The form of annual certificate is Form 52-109F1 (the full annual certificate); however, issuers are permitted to file annual certificates in Form 52-109FT1 (the bare annual certificate) for financial years ending on or before March 30, 2005.

Issuers are also required to file interim certificates for each interim period beginning on or after January 1, 2004. The form of interim certificate is Form 52-109F2 (the full interim certificate); however, issuers are permitted to file interim certificates in Form 52-109FT2 (the bare interim certificate) for interim periods that occur before the end of the first financial year for which issuers are required to file full annual certificates.

## **Substance of the Proposed Amendments**

The Proposed Amendments contain the following changes to the Certification Instrument and the Companion Policy:

### **1. *Deferral of certifications regarding internal control over financial reporting***

The Proposed Amendments allow certifying officers to omit the following certifications from their full annual certificates filed for financial years ending on or before June 29, 2006 (permitted financial years) and their full interim certificates filed for permitted interim periods:

- (a) the certification that the certifying officers are responsible for establishing and maintaining internal control over financial reporting;
- (b) the certification that the certifying officers have designed internal control over financial reporting, or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP; and
- (c) the certification that the certifying officers have caused the issuer to disclose in the issuer's MD&A any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent period that materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting.

The permitted interim periods are those interim periods that occur before the end of the first financial year for which an issuer is required to file full annual certificates that include the certifications described in paragraphs (a), (b) and (c) above.

If the Proposed Amendments are made, issuers will be permitted to file annual certificates and interim certificates for the specified financial years and interim periods in the forms set out in Appendix A to this Notice.

### **2. *Appendix A to the Companion Policy***

In light of the changes to the Certification Instrument described above, the Proposed Amendments also include consequential changes to Appendix A to the Companion Policy.



<b>Summary of certifications<sup>1</sup></b>	<b>Bare interim certificate</b>	<b>Bare annual certificate</b>	<b>Interim certificate for permitted interim periods</b>	<b>Annual certificate for permitted financial years</b>	<b>Full interim certificate</b>	<b>Full annual certificate</b>
The certifying officers are responsible for establishing and maintaining disclosure controls and procedures and have designed (or caused to be designed) such disclosure controls and procedures. <i>Introductory language to paragraph 4 and paragraph 4(a)</i>	Not required	Not required	Required	Required	Required	Required
The certifying officers are responsible for establishing and maintaining internal control over financial reporting and have designed (or caused to be designed) such internal control over financial reporting. <i>Introductory language to paragraph 4 and paragraph 4(b)</i>	Not required	Not required	Not required	Not required	Required	Required
The certifying officers have evaluated the effectiveness of disclosure controls and procedures and caused the issuer to disclose their conclusions. <i>Paragraph 4(c)</i>	Not required	Not required	Not required	Required	Not Required	Required
The certifying officers have caused the issuer to disclose certain changes in internal control over financial reporting. <i>Paragraph 5</i>	Not required	Not required	Not required	Not required	Required	Required

<sup>1</sup> Please see Forms 52-109F1, 52-109FT1, 52-109F2 and 52-109FT2 for the prescribed wording of the required certifications.

### **Purpose of the Proposed Amendments**

We believe that it is critical for our markets that all reporting issuers have sound internal control over financial reporting. The Proposed Amendments will allow additional time for certifying officers to satisfy themselves that they have an appropriate basis for providing the certifications

regarding internal control over financial reporting in their full annual certificates and full interim certificates.

### **Summary of written comments received by the Participating Jurisdictions**

The Proposed Amendments were published for comment on November 26, 2004. The comment period expired on February 24, 2005.

We received submissions from two commenters, Christopher Loucks, CA and the CICA's Canadian Performance Reporting Board. We have considered the comments received and thank the commenters. A summary of the comments, together with the responses of the Participating Jurisdictions, are set out in Appendix B of this Notice.

After considering the comments, we have determined that no substantive changes to the Proposed Amendments are required. We have made certain drafting changes to the Proposed Amendments; however, as we believe these changes do not change the substance of the Proposed Amendments and are not material, we are not republishing the Proposed Amendments for a further comment period.

### **Authority – Ontario**

In Ontario, securities legislation provides the Ontario Securities Commission (the Commission) with rule-making or regulation-making authority regarding the subject matter of the Certification Instrument.

Paragraph 143(1) 22 of the *Securities Act* (Ontario) (the Act) authorizes the Commission to make rules prescribing requirements in respect of the preparation and dissemination and other use, by reporting issuers, of documents providing for continuous disclosure that are in addition to the requirements under the Act.

Paragraph 143(1) 25 of the Act authorizes the Commission to make rules prescribing requirements in respect of financial accounting, reporting and auditing for the purposes of the Act, the regulations and the rules.

Paragraph 143(1) 39 of the Act authorizes the Commission to make rules requiring or respecting the media, format, preparation, form, content, execution, certification, dissemination and other use, filing and review of all documents required under or governed by the Act, the regulations or the rules and all documents determined by the regulations or the rules to be ancillary to the documents, including financial statements, proxies and information circulars.

Paragraphs 143(1) 58 and 59 of the Act authorize the Commission to make rules requiring reporting issuers to devise and maintain systems of disclosure controls and procedures and internal controls, the effectiveness and efficiency of their operations, including financial reporting and assets control.

Paragraphs 143(1) 60 and 61 of the Act authorize the Commission to make rules requiring chief executive officers and chief financial officers of reporting issuers to provide certification relating

to the establishment, maintenance and evaluation of the systems of disclosure controls and procedures and internal controls.

### **Related instruments**

The Certification Instrument is related to:

- National Instrument 51-102 *Continuous Disclosure Obligations*;
- National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*; and
- National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*.

### **Alternatives**

We did not identify any alternatives that we believed accomplished the purposes of the Certification Instrument, as discussed above, while allowing additional time for certifying officers to satisfy themselves that they have an appropriate basis for providing the representations regarding internal control over financial reporting.

### **Anticipated costs and benefits**

The anticipated costs and benefits of implementing the Certification Instrument were previously outlined in the paper entitled *Investor Confidence Initiatives: A Cost-Benefit Analysis*, which was published on June 27, 2003. The Proposed Amendments do not impose any additional requirements upon reporting issuers. As a result, we believe that the benefits of the Proposed Amendments outweigh the costs, if any.

### **Reliance on unpublished studies, etc.**

In developing the Proposed Amendments, we did not rely upon any significant unpublished study, report or other written materials.

## Questions

Please refer your questions to any of:

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**Text of the Proposed Amendments**

The text of the Proposed Amendments follows.

**Date: April 1, 2005**

## APPENDIX A

### Sample annual certificate permitted to be filed for financial years ending on or before June 29, 2006 Form 52-109F1 - Certification of Annual Filings

I, *<identify the certifying officer, the issuer, and his or her position at the issuer>*, certify that:

1. I have reviewed the annual filings (as this term is defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) of *<identify issuer>* (the issuer) for the period ending *<state the relevant date>*;
2. Based on my knowledge, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the annual filings;
3. Based on my knowledge, the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the annual filings;
4. The issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures ~~and internal control over financial reporting~~ for the issuer, and we have:
  - (a) designed such disclosure controls and procedures, or caused them to be designed under our supervision, to provide reasonable assurance that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the annual filings are being prepared;
  - (b) ~~designed such internal control over financial reporting, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP; and~~
  - (c) evaluated the effectiveness of the issuer's disclosure controls and procedures as of the end of the period covered by the annual filings and have caused the issuer to disclose in the annual MD&A our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by the annual filings based on such evaluation; and
5. ~~I have caused the issuer to disclose in the annual MD&A any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent~~

~~interim period that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting.~~

Date: .....

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[Signature]

[Title]

**Sample interim certificate permitted to be filed  
for permitted interim periods  
Form 52-109F2 - Certification of Interim Filings**

I *<identify the certifying officer, the issuer, and his or her position at the issuer>*, certify that:

1. I have reviewed the interim filings (as this term is defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) of *<identify the issuer>*, (the issuer) for the interim period ending *<state the relevant date>*;
2. Based on my knowledge, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings;
3. Based on my knowledge, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the interim filings;
4. The issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures ~~and internal control over financial reporting~~ for the issuer, and we have:
  - (a) designed such disclosure controls and procedures, or caused them to be designed under our supervision, to provide reasonable assurance that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the interim filings are being prepared; and
  - (b) ~~designed such internal control over financial reporting, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP; and~~
5. ~~I have caused the issuer to disclose in the interim MD&A any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent interim period that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting.~~

Date: .....

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[Signature]  
[Title]

## APPENDIX B

### Summary of Comments and Reponses

#	Theme	Comment	Response
<b>Certifications regarding internal control over financial reporting</b>			
1.	Need for sound internal control over financial reporting.	One commenter stated that sound internal control over financial reporting in all reporting issuers is critical for Canadian capital markets.	We agree.
2.	Need for deferral of certifications regarding internal control over financial reporting	One commenter believes that additional time is needed for certifying officers to satisfy themselves that they have an appropriate basis for providing the certifications regarding internal control over financial reporting.	We agree.
3.	Rationale for deferral of certifications regarding internal control over financial reporting	One commenter submits that any further delay in Canadian regulatory change is a failure. The commenter further submits that we have already fallen behind our competition in terms of external investor confidence. The commenter reminds us of Canadian reporting failures that have contributed to the lack of confidence which the commenter believes is present.	<p>We believe that it is critical for our markets that all reporting issuers have sound internal control over financial reporting. The purposes of the Certification Instrument are to improve the quality and reliability of financial and other continuous disclosure reporting by reporting issuers, which will in turn help to maintain and enhance investor confidence in the integrity of our capital markets.</p> <p>In order for the certifications regarding internal control over financial reporting by certifying officers to achieve the purposes identified above, the certifying officers must have satisfied themselves that they have an appropriate basis for providing the certifications. If the certifying officers do not have a sufficient amount of time to do so, there is a risk of inappropriate or premature</p>

#	Theme	Comment	Response
			<p>certifications of internal control over financial reporting. Such certifications could undermine investor confidence or create false investor confidence, which in turn could undermine the purposes of the Certification Instrument.</p>
4.	<p>Rationale for deferral of certifications regarding internal control over financial reporting</p>	<p>One commenter suggests that the Proposed Amendments were proposed because the SEC delayed the full implementation of the rules implementing the <i>Sarbanes-Oxley Act of 2002</i> (SOX). The commenter questions whether this rationale for the Proposed Amendments is appropriate.</p>	<p>The rationale for the Proposed Amendments is not merely to follow changes to the rules implementing the requirements of section 302 of SOX. The rationale of the Proposed Amendments is to allow additional time for certifying officers to satisfy themselves that they have an appropriate basis for providing the certifications regarding internal control over financial reporting in their full annual certificates and full interim certificates.</p>
5.	<p>Rationale for deferral of certifications regarding internal control over financial reporting</p>	<p>One commenter questions whether there are any surveys or other data supporting the Proposed Amendments.</p>	<p>In developing the Proposed Amendments, we did not rely upon any significant unpublished study, report or other written materials. We became aware of the need to defer the certifications regarding internal control over financial reporting through consultations with various market participants and direct feedback from issuers.</p>
6.	<p>Deferral of certification of responsibility for establishing and maintaining internal control over financial reporting</p>	<p>One commenter questions whether it is appropriate to defer the certification that the certifying officers are responsible for establishing and maintaining internal control over financial reporting. The commenter submits that the CEO and CFO are responsible and questions why they cannot state so.</p>	<p>We are proposing to defer the certification regarding responsibility for establishing and maintaining internal control over financial reporting as there is currently no stand-alone requirement that an issuer have internal control over financial reporting in our securities legislation.</p> <p>The requirement to have internal</p>

#	Theme	Comment	Response
			<p>control over financial reporting is built in through the certification of the design of internal control over financial reporting.</p> <p>As a result, we believe that it is inappropriate to require certifying officers to certify that they are responsible for establishing and maintaining internal control over financial reporting before they are required to certify that they have designed, or caused to be designed under their supervision, internal control over financial reporting.</p> <p>On February 4, 2005, the Participating Jurisdictions published for comment a proposed amended and restated Multilateral Instrument 52-109 <i>Certification of Disclosure in Issuers' Annual and Interim Filings</i> (the Revised Certification Instrument). The Revised Certification Instrument includes an express provision that every issuer must have disclosure controls and procedures and internal control over financial reporting.</p>
7.	Length of deferral of certifications regarding internal control over financial reporting	One commenter questions the appropriateness of the length of the deferral of the certifications regarding internal control over financial reporting. The commenter suggests that if a delay is required, one year might be an appropriate length.	<p>We believe that the deferral of the certifications regarding internal control over financial reporting until financial years ending on or after June 30, 2006 is appropriate.</p> <p>This deferral recognizes that:</p> <ul style="list-style-type: none"> <li>• the legislative requirement for issuers to have internal control over financial reporting is relatively new for Canadian reporting issuers;</li> </ul>

#	Theme	Comment	Response
			<ul style="list-style-type: none"><li>• the design of internal control over financial reporting involves a significant amount of work; and</li><li>• issuers have advised us that in order to complete this work in a cost-effective manner, they need additional time.</li></ul>



#	Theme	Comment	Response
<b>Certifications regarding disclosure controls and procedures</b>			
8.	Overlap between disclosure controls and procedures and internal control over financial reporting	One commenter believes that disclosure controls and procedures include most aspects of internal control over financial reporting.	We agree that there is a substantial overlap between the definition of disclosure controls and procedures and internal control over financial reporting. There are, however, some elements of disclosure controls and procedures that are not subsumed within the definition of internal control over financial reporting and some elements of internal control over financial reporting that are not subsumed within the definition of disclosure controls and procedures. For example, as noted in the Companion Policy, disclosure controls and procedures may include those components of internal control over financial reporting that provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with the issuer's GAAP; however, some issuers may design their disclosure controls and procedures so that certain components of internal control over financial reporting pertaining to the accurate recording of transactions and disposition of assets or to the safeguarding of assets are not included.
9.	Deferral of certifications regarding disclosure controls and procedures	One commenter suggests that the deferral of the certifications regarding internal control over financial reporting will be ineffectual given that the certifying officers are required to certify that they have evaluated the effectiveness of disclosure controls	We disagree that that the deferral of the certifications regarding internal control over financial reporting will be ineffectual without the deferral of the certifications regarding disclosure controls and procedures. We also do not believe that the deferral of the certifications

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		<p>and procedures.</p> <p>Given the overlap between disclosure controls and procedures and internal control over financial reporting, the commenter believes that an evaluation of the effectiveness of disclosure controls and procedures necessarily involves an evaluation of most aspects of the effectiveness of internal control over financial reporting.</p> <p>As a result, the commenter believes that deferral of certifications regarding internal control over financial reporting should be extended to the certifications regarding disclosure controls and procedures.</p>	<p>regarding disclosure controls and procedures is necessary or appropriate.</p> <p>While there is a significant overlap between disclosure controls and procedures and internal control over financial reporting, not all aspects of internal control over financial reporting are subsumed within disclosure controls and procedures.</p> <p>We agree that an evaluation of the effectiveness of disclosure controls and procedures will involve an evaluation of many aspects of the effectiveness of internal control over financial reporting; however, we believe that the level of effort required to evaluate disclosure controls and procedures under the Certification Instrument is less than the level of effort required to evaluate internal control over financial reporting under the proposed Multilateral Instrument 52-111 <i>Reporting on Internal Control over Financial Reporting</i>.</p> <p>The level of effort and nature of work required to evaluate disclosure controls and procedures is left to the judgment of the certifying officers, acting reasonably, taking into consideration the issuer's circumstances, including its size, nature of its business and complexity of its operations. The nature and extent of evidence to support the evaluation of the effectiveness of disclosure controls and procedures is also a matter of judgment for the certifying officers. A control framework may provide</p>

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			<p>certifying officers with a useful tool for organizing the evaluation of disclosure controls and procedures and maintaining evidence; however, the Certification Instrument does not prescribe the use of a control framework for that purpose. An audit of the effectiveness of disclosure controls and procedures is not required under the Certification Instrument.</p> <p>We recognize that the evaluation of the effectiveness of disclosure controls and procedures may involve a significant amount of work and as a result, we did not require certifying officers to certify that they had designed or evaluated the effectiveness of disclosure controls and procedures for financial years ending on or before March 30, 2005, the one-year anniversary of the Certification Instrument coming into force.</p>
10.	Scope of certification of design and evaluation of the effectiveness of disclosure controls and procedures	One commenter suggests that the scope of the certification of the design and evaluation of the effectiveness of disclosure controls and procedures differs. Disclosure controls and procedures address the accumulation and communication of information internally and the external reporting of that information. The commenter suggests that the certification in respect of the design of disclosure controls and procedures is limited to the internal communication of information, whereas the certification in respect of the evaluation of the effectiveness of disclosure controls and procedures	<p>We disagree that the scope of the certification of the design and evaluation of the effectiveness of disclosure controls and procedures differs.</p> <p>Certifying officers are required to certify that they have designed disclosure controls and procedures, or caused them to be designed under their supervision, to provide reasonable assurance that material information relating to the issuer, including its consolidated subsidiaries, is made known to the certifying officers by others within those entities.</p>

#	Theme	Comment	Response
		address all aspects of disclosure controls and procedures.	<p>“Disclosure controls and procedures” is a defined term. As noted by the commenter, “disclosure controls and procedures” is defined to address the reporting of information required to be disclosed by an issuer in its annual filings, interim filings and other reports filed or submitted under securities legislation and the accumulation and communication of that information internally.</p> <p>Certifying officers are required to certify that they have designed disclosure controls and procedures as that term is defined in the Certification Instrument.</p>
<b>Auditor attestation of internal control over financial reporting</b>			
11.	Auditor attestation of internal control over financial reporting	One commenter submits that market participants should know whether auditor attestation of internal control over financial reporting will be required for Canadian reporting issuers.	On February 4, 2005, the Participating Jurisdictions published for comment proposed Multilateral Instrument 52-111 <i>Reporting on Internal Control over Financial Reporting</i> (MI 52-111). The issue of auditor attestation is addressed in the proposed MI 52-111.
12.	Auditor attestation of internal control over financial reporting	One commenter believes that auditor attestation is required to enhance confidence in both reporting issuers and in the audit profession.	We acknowledge the comment.
13.	Timing of implementation of auditor attestation of internal control over financial reporting	One commenter submits that auditor attestation of internal control over financial reporting does not have to be implemented at the same time as the full annual certificates and full interim certificates.	The requirement to provide the certifications regarding internal control over financial reporting is not linked to a requirement to obtain auditor attestation of internal control over financial reporting. As noted above, the rationale for the Proposed Amendments is to allow additional

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			time for certifying officers to satisfy themselves that they have an appropriate basis for providing the certifications regarding internal control over financial reporting in their full annual certificates and full interim certificates.
<b>Disclosure of reliance on Proposed Amendments</b>			
14.	Disclosure of reliance on the Proposed Amendments	<p>One commenter suggested that if the Proposed Amendments are adopted, the form of annual certificates and interim certificates should be amended to include the following statement:</p> <p>“Despite the fact that we are presenting financial statements to the shareholders, the certifying officer is not in a position to offer the full certification as anticipated within the original timeframe and intent of [the Certification Instrument] and has taken advantage of the delayed implementation timetable being offered by security regulators. We will eventually do something if and when forced to.”</p>	We do not believe that it is necessary to amend the form of annual certificates and interim certificates permitted by the Proposed Amendments in the manner suggested.