

## Corporate Securities Law

April 11, 2005

### Canadian Securities Administrators Extend Time for CEO and CFO Certification Regarding Internal Control Over Financial Reporting

In our Update of March 4, 2004, we outlined the certification requirements for chief executive officers and chief financial officers contained in Multilateral Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* (the "Rule"), which came into effect on March 30, 2004.

The Canadian Securities Administrators recently published proposed amendments to the Rule to allow CEOs and CFOs to omit the following certifications for permitted periods from (i) full annual certificates filed for financial years ending *on or before* June 29, 2006 ("Permitted Financial Years") and (ii) full interim certificates filed for interim periods that occur before the end of the issuer's first financial year ending *after* June 29, 2006 ("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

(collectively, the "Internal Control Certifications").

These proposed amendments will come into force on June 6, 2005, subject to any action taken by the Minister responsible for the Ontario Securities Commission before such date. The purpose of these amendments is to allow CEOs and CFOs to satisfy themselves that they have an appropriate basis for providing the Internal Control Certifications.

#### Practical Considerations

Issuers are still permitted to file "bare" annual certificates for financial years ending on or before March 30, 2005 and "bare" interim certificates for interim periods that occur before the end of the first financial year for which issuers are required to file full annual certificates. Full annual certificates filed for Permitted Financial Years (i.e., ending on or after March 31, 2005 to June 29, 2006) and full interim certificates filed for Permitted Interim Periods may omit the Internal Control Certifications. CEOs and CFOs will be required to file unmodified, full annual certificates for financial years ending on or after June 30, 2006 and unmodified, full interim certificates after the first financial year for which the issuer is required to file full annual certificates.

We invite you to contact any member of the Goodmans corporate securities team if you would like to discuss the certification requirements.

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