

APPENDIX D

AMENDMENT INSTRUMENT FOR FORM 51-102F1 *MANAGEMENT'S DISCUSSION & ANALYSIS OF* NATIONAL INSTRUMENT 51-102 *CONTINUOUS DISCLOSURE OBLIGATIONS*

1. **This Instrument amends Form 51-102F1 *Management's Discussion & Analysis*.**
2. **Item 1.15 is amended by striking out the following instruction:**

"INSTRUCTION

Your company may also be required to provide additional disclosure in its MD&A as set out in Form 52-109F1 Certification of Annual Filings and Form 52-109F2 Certification of Interim Filings."

3. **Item 1.15 is amended by adding the following paragraph after paragraph 1.15(b):**

"(c) Except for an issuer that files certificates on Form 52-109FV1 Certification of Annual Filings Venture Issuer Basic Certificate and Form 52-109FV2 Certification of Interim Filings Venture Issuer Basic Certificate, your MD&A must also provide the information required in the following sections of National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings and the following paragraphs of Form 52-109F1 Certification of Annual Filings – Full Certificate, if applicable:

- (i) Section 3.2 of NI 52-109 and paragraph 5.2 of Form 52-109F1 – MD&A disclosure of material weakness;
- (ii) Section 3.3 of NI 52-109 and paragraph 5.3 of Form 52-109F1 – Limitations on scope of design;
- (iii) Paragraph 6 of Form 52-109F1 – Evaluation; and
- (iv) Paragraph 7 of Form 52-109F1 – Reporting changes in ICFR;"

4. **This amendment comes into force December 15, 2008.**