

Schedule B-2

Amendments to Companion Policy 52-109CP to National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings

1. *Companion Policy 52-109CP to National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings is amended.*
2. *Part 1 is amended by adding the following after section 1.4:*
 - 1.5 **Accounting terms** – The Instrument uses accounting terms that are defined or used in Canadian GAAP applicable to publicly accountable enterprises. In certain cases, some of those terms are defined differently in securities legislation. In deciding which meaning applies, you should consider that National Instrument 14-101 *Definitions* provides that a term used in the Instrument and defined in the securities statute of a local jurisdiction has the meaning given to it in the statute unless: (a) the definition in that statute is restricted to a specific portion of the statute that does not govern continuous disclosure; or (b) the context otherwise requires.
 - 1.6 **Acceptable accounting principles other than Canadian GAAP applicable to publicly accountable enterprises** – If an issuer is permitted under NI 52-107 to file financial statements in accordance with acceptable accounting principles other than Canadian GAAP applicable to publicly accountable enterprises, then the issuer may interpret any reference in the Instrument to a term or provision defined or used in Canadian GAAP applicable to publicly accountable enterprises as a reference to the corresponding term or provision in the other acceptable accounting principles.
 - 1.7 **Rate-regulated activities** - If a qualifying entity is relying on the exemption in paragraph 5.4(1)(a) of NI 52-107, then the qualifying entity may interpret any reference in the Instrument to a term or provision defined or used in Canadian GAAP applicable to publicly accountable enterprises as a reference to the corresponding term or provision in Part V of the Handbook..
3. *Section 4.1 is amended*
 - (a) *in the title, by replacing “results of operations” with “financial performance”, and*
 - (b) *by replacing “results of operations” wherever it occurs with “financial performance”.*
4. *Section 4.2 is amended by replacing “balance sheet” with “statement of financial position”.*

5. *Section 6.10 is amended*

(a) *in subsection (2), by*

- (i) *replacing* “net sales” *with* “net revenue”,
- (ii) *deleting* “on the income statement”,
- (iii) *replacing* “gross sales” *wherever it occurs with* “gross revenue”, *and*
- (iv) *replacing* “sales returns” *with* “returns”,

(b) *in subparagraph (3)(f), by adding* “conditions that will give rise to” *after* “the likelihood (or possibility) of”, *and*

(c) *in subsection (4), by replacing* “revenues” *with* “revenue”.

6. *Subsection 7.9(2) is amended by replacing* “controls for recording sales transactions” *with* “controls for recording revenue”.

7. *Section 13.1 is amended*

(a) *in paragraph (b), by*

- (i) *replacing* “variable interest entity” *with* “special purpose entity”,
and
- (ii) *replacing* “VIE” *with* “SPE”,

(b) *in paragraph (e), by replacing* “entity that is accounted for using the cost method in the issuer’s financial statements (a portfolio investment)” *with* “entity that is not accounted for by consolidation, proportionate consolidation or the equity method (a portfolio investment)”, *and*

(c) *in the last paragraph, by*

- (i) *replacing* “VIE” *with* “SPE”, *and*
- (ii) *replacing* “The terms “consolidated”, “subsidiary”, “VIE”, “proportionately consolidated”, “equity method” and “cost method” have the meaning ascribed to such terms under the issuer’s GAAP.” *with* “The terms “consolidated”, “subsidiary”, “SPE”, “proportionately consolidated”, and “equity method” have the meaning ascribed to such terms under the issuer’s GAAP.”.

8. *Section 13.3 is amended*

- (a) *in subsection (1), by replacing “VIE” wherever it occurs with “SPE”,*
- (b) *in subparagraph (2)(b), by*
 - (i) *replacing “interim financial statements” with “interim financial reports”, and*
 - (ii) *replacing “GAAP” with “accounting principles”,*
- (c) *in subsection (4), by*
 - (i) *replacing “VIE” wherever it occurs with “SPE”,*
 - (ii) *replacing “sales or revenues” with “revenue”,*
 - (iii) *replacing “income or loss before discontinued operations and extraordinary items” with “profit or loss before discontinued operations”,*
 - (iv) *replacing “net income or loss for the period” with “profit or loss for the period”,*
 - (v) *replacing “balance sheet” with “statement of financial position”, and*
 - (vi) *replacing “contingencies” with “contingent liabilities”,*
- (d) *in subsection (5),*
 - (i) *in paragraph (c), by replacing “any required impairment charge related to the investment” with “any impairment loss in the investment”, and*
 - (ii) *in paragraph (d), by replacing “income/loss” with “profit or loss”, and*
- (e) *in subsection (6), by replacing “VIE” with “SPE”.*

9. *Section 14.2 is amended*

- (a) *by replacing “sales or revenues” with “revenue”,*
- (b) *by replacing “income or loss before discontinued operations and extraordinary items” with “profit or loss before discontinued operations”,*
- (c) *by replacing “net income or loss for the period” with “profit or loss for the period”,*

- (d) *by replacing* “balance sheet” *with* “statement of financial position”, *and*
 - (e) *by replacing* “contingencies” *with* “contingent liabilities”.
10. *Section 17.1 is amended by replacing* “acceptable form of GAAP” *with* “acceptable form of accounting principles”.
 11. *Part 19 is amended by adding the following after section 19.1:*
 - 19.2 Application of Amendments** – The amendments to the Instrument and this Policy which came into effect on January 1, 2011 only apply to annual filings and interim filings for periods relating to financial years beginning on or after January 1, 2011..
 12. *These amendments only apply to annual filings and interim filings for periods relating to financial years beginning on or after January 1, 2011.*
 13. *Despite section 12, an issuer may apply these amendments 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.*
 14. *These amendments become effective on January 1, 2011.*