

British Columbia Securities Commission

BC Instrument 52-511

The British Columbia Securities Commission, having considered it to be not prejudicial to the public interest, orders that, effective December 15, 2008,

1. BC Instrument 52-511 entitled *Relief for Venture Issuers and OTC Reporting Issuers from Certain Certification Requirements* made on September 15, 2008, is revoked, and
2. the attached BC Instrument 52-511 entitled *Relief for OTC Reporting Issuers from Certain Certification Requirements*, is made.

December 5, 2008

Douglas M. Hyndman
Chair

(This part is for administrative purposes only and is not part of the Order)

Authority under which Order is made:

Act and sections: *Securities Act*, sections 91 and 171

BC Instrument 52-511

Relief for OTC Reporting Issuers from Certain Certification Requirements

Order under Section 91 of the Securities Act

Interpretation

1. In this instrument:

“NI 52-109” means National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*; and

“eligible issuer” means an issuer that, as at the end of the period covered by the annual or interim filings, as the case may be,

(a) was an OTC reporting issuer as defined in BC Instrument 51-509 *Issuers Quoted in the U.S. Over-the-Counter Markets*, and

(b) was not a reporting issuer in any other province or territory of Canada.

2. Terms defined in NI 52-109 have the same meaning in this instrument.

Exemptions

3. The requirement in section 4.2 of NI 52-109 that a reporting issuer file an annual certificate in the required form does not apply to an eligible issuer for financial years ending on or after January 1, 2008, if the issuer files an annual certificate in the form set out in Appendix A and complies with all other requirements of NI 52-109 relating to annual certificates.
4. The requirement in section 5.2 of NI 52-109 that a reporting issuer file an interim certificate in the required form does not apply to an eligible issuer for interim periods beginning on or after January 1, 2008 and ending on or after September 15, 2008, if the issuer files an interim certificate in the form set out in Appendix B and complies with all other requirements of NI 52-109 relating to interim certificates.

Appendix A

Certification of annual filings - OTC reporting issuer basic certificate

I, *<identify (i) the certifying officer, (ii) his or her position at the issuer, (iii) the name of the issuer and (iv) if the certifying officer's title is not "chief executive officer" or "chief financial officer", indicate in which of these capacities the certifying officer is providing the certificate>*, certify the following:

1. **Review:** I have reviewed the AIF, if any, annual financial statements and annual MD&A, including for greater certainty, all documents and information that are incorporated by reference in the AIF (together, the "annual filings") of *<identify issuer>* (the "issuer") for the financial year ended *<state the relevant date>*.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, 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, for the period covered by the annual filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, 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 of and for the periods presented in the annual filings.

Date: *<insert date of filing>*

[Signature]

[Title]

<If the certifying officer's title is not "chief executive officer" or "chief financial officer", indicate in which of these capacities the certifying officer is providing the certificate.>

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), this OTC reporting issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process 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.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of an OTC reporting issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

INSTRUCTION: File this certificate in the same filing category as Form 52-109FV1.

Appendix B

Certification of interim filings - OTC reporting issuer basic certificate

I, *<identify (i) the certifying officer, (ii) his or her position at the issuer, (iii) the name of the issuer and (iv) if the certifying officer's title is not "chief executive officer" or "chief financial officer", indicate in which of these capacities the certifying officer is providing the certificate>*, certify the following:

1. **Review:** I have reviewed the interim financial statements and interim MD&A (together, the "interim filings") of *<identify issuer>* (the "issuer") for the interim period ended *<state the relevant date>*.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, 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, for the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, 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 of and for the periods presented in the interim filings.

Date: *<insert date of filing>*

[Signature]

[Title]

<If the certifying officer's title is not "chief executive officer" or "chief financial officer", indicate in which of these capacities the certifying officer is providing the certificate.>

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), this OTC reporting issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process 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.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of an OTC reporting issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

INSTRUCTION: File this certificate in the same filing category as Form 52-109FV2.