

NOTE TO READER

In contrast to the usual certificate required for non-venture issuers under Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings (Regulation 52-109), namely, Form 52-109F2, this Form 52-109F2 – IPO/RTO 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 Regulation 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 issuer to design and implement on a cost effective basis DC&P and ICFR as defined in Regulation 52-109 in the first financial period following

- completion of the issuer's initial public offering in the circumstances described in s. 5.3 of Regulation 52-109;
- completion of a reverse takeover in the circumstances described in s. 5.4 of Regulation 52-10; or
- the issuer becoming a non-venture issuer in the circumstances described in s. 5.5 of Regulation 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.

**FORM 52-109F2R
CERTIFICATION OF REFILED INTERIM
FILINGS**

This certificate is being filed on the same date that *<identify the issuer>* (the "issuer") has refiled *<identify the filing(s) that have been refiled>*.

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 the issuer for the interim period ended *<state the relevant date>*.

<Insert all paragraphs included in the interim certificates originally filed with the interim filings, other than paragraph 1. If the originally filed interim certificates were in Form 52-109FV2 or Form 52-109F2 – IPO/RTO, include the "note to reader" contained in Form 52-109FV2 or Form 52-109F2 – IPO/RTO, as the case may be, in this certificate .>

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.>

9045

M.O., 2008-17

Order number V-1.1-2008-17 of the Minister of Finance, dated 25 November 2008

Securities Act
(R.S.Q., c. V-1.1)

CONCERNING Regulation to amend Regulation 51-102 respecting Continuous Disclosure Obligations

WHEREAS subparagraphs 1, 8 and 20 of section 331.1 of the Securities Act (R.S.Q., c. V-1.1), amended by section 108 of chapter 50 of the statutes of 2006, by section 15 of chapter 15 of the statutes of 2007 and

by section 170 of chapter 7 of the statutes of 2008, stipulate that the Autorité des marchés financiers may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act stipulate that a draft regulation shall be published in the Bulletin de l'Autorité des marchés financiers, accompanied with the notice required under section 10 of the Regulations Act (R.S.Q., c. R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section stipulate that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or any later date specified in the regulation;

WHEREAS the Regulation 51-102 respecting Continuous Disclosure Obligations has been approved by Ministerial Order no. 200503 dated May 19th, 2005 (2005, *G.O.* 2, 1507);

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 51-102 respecting Continuous Disclosure Obligations was published in the Bulletin de l'Autorité des marchés financiers, volume 5, no. 15 of April 18th, 2008;

WHEREAS on November 17th, 2008, by the decision no. 2008PDG-0260, the Autorité des marchés financiers made Regulation to amend Regulation 51-102 respecting Continuous Disclosure Obligations;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment Regulation to amend Regulation 51-102 respecting Continuous Disclosure Obligations appended hereto.

November 25, 2008

MONIQUE JÉRÔME-FORGET,
Minister of Finance

Regulation to amend Regulation 51-102 respecting Continuous Disclosure Obligations*

Securities Act
(R.S.Q., c.V-1.1, s. 331.1, par. (1), (8) and (20);
2006, c. 50)

1. Form 51-102F1 of Regulation 51-102 respecting Continuous Disclosure Obligations is amended:

(1) by replacing, in item 1.15, the instructions with the following paragraph:

“(c) Your MD&A must include the MD&A disclosure required by Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings approved by Ministerial Order No. 2008-16, 25 November 2008 and, as applicable, Form 52-109F1 Certification of Annual Filings – Full Certificate, Form 52-109F1R Certification of Refiled Annual Filings, or Form 52-109F1 AIF Certification of Annual Filings in Connection with Voluntarily Filed AIF.”;

(2) by adding, after item 2.2, the following:

“2.3 Other Interim MD&A Requirements

Your interim MD&A must include the interim MD&A disclosure required by Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings and, as applicable, Form 52-109F2 Certification of Interim Filings – Full Certificate or Form 52-109F2R Certification of Refiled Interim Filings.”.

2. This Regulation comes into force on December 15, 2008.

9046

* Regulation 51-102 respecting Continuous Disclosure Obligations, approved by Ministerial Order no. 2005-03 dated May 19, 2005 (2005, *G.O.* 2, 1507), was last amended by the regulation amending that regulation approved by Ministerial Order no. 2008-10 dated June 17, 2008 (2008, *G.O.* 2, 2569). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Éditeur officiel du Québec, 2008, updated to September 1, 2008.