



CERTIFICATION OF ANNUAL FILINGS FORM 52-109F1

I, Allan Silber, Chief Executive Officer of **Counsel Corporation**, certify the following:

1. **Review:** I have reviewed the AIF, 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 **Counsel Corporation** (the issuer) for the financial year ended **December 31, 2008**.
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 as 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 and for the periods presented in the annual filings;
4. **Responsibility:** The issuer’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (“DC&P”) and internal controls over financial reporting (“ICFR”), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer and I have, as at the financial year end
 - a) designed DC&P, or caused them to be designed under our supervision, to provide reasonable assurance that
 - i. material information relating to the issuer is made known to us by others particularly during the period in which the annual filings are being prepared; and
 - ii. information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
 - b) designed ICFR, or caused it be designed under our supervision, 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.
- 5.1. **Control Framework:** The control framework the issuer’s other certifying officer and I used to design the issuer’s ICFR is based on “*Internal Control over Financial Reporting – Guidance for Smaller Public Companies*” published by COSO.
- 5.2. **ICFR – material weakness relating to design:** n/a

5.3 **Limitation on scope of design:** n/a

6. **Evaluation:** The issuer's other certifying officer and I have

- a) Evaluated, or caused to be evaluated under our supervision, the effectiveness of the issuer's DC&P at the financial year end and the issuer has disclosed in its annual MD&A our conclusions about the effectiveness of DC&P at the financial year end based on the evaluation; and
- b) Evaluated, or caused to be evaluated under our supervision, the effectiveness of the issuer's ICFR at the financial year end and the issuer has disclosed in its annual MD&A
 - i. our conclusions about the effectiveness of ICFR at the financial year ended based on that evaluation; and
 - ii. n/a

7. **Reporting changes in ICFR:** The issuer has disclosed in its annual MD&A any changes in the issuer's ICFR that occurred during the period beginning on October 1, 2008 and ended on December 31, 2008 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

8. **Reporting to the issuer's auditors and board of directors or audit committee:** The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of ICFR, to the issuer's auditors, and the board of directors or the audit committee of the board of directors any fraud that involves management or other employees who have a significant role in the issuer's ICFR.

Dated: June 18, 2009

"Allan Silber"

Allan Silber
Chief Executive Officer



CERTIFICATION OF ANNUAL FILINGS FORM 52-109F1

I, Stephen Weintraub, Chief Financial Officer of **Counsel Corporation**, certify the following:

1. **Review:** I have reviewed the AIF, 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 **Counsel Corporation** (the issuer) for the financial year ended **December 31, 2008**.
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 as 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 and for the periods presented in the annual filings;
4. **Responsibility:** The issuer’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (“DC&P”) and internal controls over financial reporting (“ICFR”), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer and I have, as at the financial year end
 - a) designed DC&P, or caused them to be designed under our supervision, to provide reasonable assurance that
 - i. material information relating to the issuer is made known to us by others particularly during the period in which the annual filings are being prepared; and
 - ii. information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
 - b) designed ICFR, or caused it be designed under our supervision, 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.
- 5.1. **Control Framework:** The control framework the issuer’s other certifying officer and I used to design the issuer’s ICFR is based on “*Internal Control over Financial Reporting – Guidance for Smaller Public Companies*” published by COSO.
- 5.2. **ICFR – material weakness relating to design:** n/a

5.3 *Limitation on scope of design:* n/a

6. *Evaluation:* The issuer's other certifying officer and I have

- a) Evaluated, or caused to be evaluated under our supervision, the effectiveness of the issuer's DC&P at the financial year end and the issuer has disclosed in its annual MD&A our conclusions about the effectiveness of DC&P at the financial year end based on the evaluation; and
- b) Evaluated, or caused to be evaluated under our supervision, the effectiveness of the issuer's ICFR at the financial year end and the issuer has disclosed in its annual MD&A
 - i. our conclusions about the effectiveness of ICFR at the financial year ended based on that evaluation; and
 - ii. n/a

7. *Reporting changes in ICFR:* The issuer has disclosed in its annual MD&A any changes in the issuer's ICFR that occurred during the period beginning on October 1, 2008 and ended on December 31, 2008 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

8. *Reporting to the issuer's auditors and board of directors or audit committee:* The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of ICFR, to the issuer's auditors, and the board of directors or the audit committee of the board of directors any fraud that involves management or other employees who have a significant role in the issuer's ICFR.

Dated: June 18, 2009

"Stephen Weintraub"

Stephen Weintraub
Chief Financial Officer



**CERTIFICATION OF INTERIM FILINGS
FORM 52-109F2**

I, Allan Silber, Chief Executive Officer of **Counsel Corporation**, certify the following:

1. **Review:** I have reviewed the interim financial statements and interim MD&A (together, the “interim filings”) of **Counsel Corporation** (the issuer) for the interim period ended **March 31, 2009**.
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 as 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 and for the periods presented in the interim filings;
4. **Responsibility:** The issuer’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (“DC&P”) and internal controls over financial reporting (“ICFR”), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer and I have, as at the end of the period covered by the interim filings
 - a) designed DC&P, or caused them to be designed under our supervision, to provide reasonable assurance that
 - i. material information relating to the issuer is made known to us by others particularly during the period in which the interim filings are being prepared; and
 - ii. information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
 - b) designed ICFR, or caused it be designed under our supervision, 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.
- 5.1. **Control Framework:** The control framework the issuer’s other certifying officer and I used to design the issuer’s ICFR is based on “*Internal Control over Financial Reporting – Guidance for Smaller Public Companies*” published by COSO.
- 5.2. **ICFR – material weakness relating to design:** n/a

5.3 *Limitation on scope of design:* n/a

6. *Reporting changes in ICFR:* The issuer has disclosed in its interim MD&A any changes in the issuer's ICFR that occurred during the period beginning on January 1, 2009 and ended on March 31, 2009 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Dated: June 18, 2009

"Allan Silber"

Allan Silber
Chief Executive Officer



**CERTIFICATION OF INTERIM FILINGS
FORM 52-109F2**

I, Stephen Weintraub, Chief Financial Officer of **Counsel Corporation**, certify the following:

1. **Review:** I have reviewed the interim financial statements and interim MD&A (together, the “interim filings”) of **Counsel Corporation** (the issuer) for the interim period ended **March 31, 2009**.
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 as 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 and for the periods presented in the interim filings;
4. **Responsibility:** The issuer’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (“DC&P”) and internal controls over financial reporting (“ICFR”), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer and I have, as at the end of the period covered by the interim filings
 - a) designed DC&P, or caused them to be designed under our supervision, to provide reasonable assurance that
 - i. material information relating to the issuer is made known to us by others particularly during the period in which the interim filings are being prepared; and
 - ii. information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
 - b) designed ICFR, or caused it be designed under our supervision, 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.
- 5.1. **Control Framework:** The control framework the issuer’s other certifying officer and I used to design the issuer’s ICFR is based on “*Internal Control over Financial Reporting – Guidance for Smaller Public Companies*” published by COSO.
- 5.2. **ICFR – material weakness relating to design:** n/a

5.3 *Limitation on scope of design:* n/a

6. *Reporting changes in ICFR:* The issuer has disclosed in its interim MD&A any changes in the issuer's ICFR that occurred during the period beginning on January 1, 2009 and ended on March 31, 2009 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Dated: June 18, 2009

“Stephen Weintraub”

Stephen Weintraub
Chief Financial Officer