

THE SECURITIES ACT) Order No. 3482
)
Section 116(1)(c)) September 6, 2001

SYNERGY ASSET MANAGEMENT INC.

WHEREAS:

(A) Synergy Asset Management Inc. ("Synergy") has made application The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 116(1)(c) of the *Securities Act*, R.S.M. 1988, c. S50 (the "Act") exempting Synergy Canadian Value Class (the "Top Fund") from the reporting requirements contained in section 109 of the Act with respect to investments by the Top Fund and Synergy Global Value Class (the "Underlying Fund").

(B) Synergy has represented to the Commission that:

1. Synergy is a corporation incorporated under the laws of the Province of Ontario and is the manager of the Top Fund and the Underlying Fund (collectively, the "Synergy Funds"). Synergy's head office is located in Toronto, Ontario.
2. The Top Fund is a class of shares of Synergy Canadian Fund Inc., a mutual fund corporation incorporated under the laws of the Province of Ontario, the mutual fund shares of which are currently offered for sale in each of the provinces and territories of Canada pursuant to a simplified prospectus and annual information form dated November 13, 2000.
3. The Underlying Fund is a class of shares of Synergy Global Fund Inc., a mutual fund corporation incorporated under the laws of the Province of Ontario, the mutual fund shares of which are currently offered for sale in each of the provinces and territories of Canada pursuant to a simplified prospectus and annual information form dated January 26, 2001.
4. Shares of the Synergy Funds are shortly to be qualified for distribution under a single prospectus.
5. Each of the Synergy Funds is a reporting issuer in each of the provinces and territories of Canada.
6. As part of achieving its investment objective the Top Fund seeks to obtain foreign content exposure by investing 15% of its assets in shares of the Underlying Fund, subject to a variation of 2.5% above or below this amount.
7. If shares of the Synergy Funds are qualified under separate prospectuses, the simplified prospectus for the Top Fund will disclose the investment objectives, investment strategies, risks and restrictions of the Underlying Fund.

8. In the absence of this Decision, as soon as the aggregate holdings of the Top Fund of securities of the Underlying Fund exceed 10% of the outstanding securities of the Underlying Fund, the Manager and possibly the Top Fund would be required to comply with the insider reporting requirements of the Act.

(C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the order requested.

IT IS ORDERED:

1. THAT, pursuant to subsection 116(1)(c) of the Act, the Top Fund shall be exempt from the reporting requirements of section 109 of the Act with respect to the purchase and sale of securities of the Underlying Fund.

2. THAT the fee for this Order is \$25.00.

BY ORDER OF THE COMMISSION

Deputy Director – Legal