

IN THE MATTER OF
THE SECURITIES LEGISLATION OF BRITISH COLUMBIA,
ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUEBEC, NOVA SCOTIA AND
NEWFOUNDLAND AND LABRADOR

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF
APPLICATIONS

AND

IN THE MATTER OF
IVANHOE CAMBRIDGE I INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia and Newfoundland and Labrador (the "Jurisdictions") has received an application from Ivanhoe Cambridge I Inc. (the "Corporation") for:

(i) a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the requirements, where applicable, contained in the Legislation to file and send to securityholders, its:

(a) comparative financial statements for the year ended December 31, 2001 (the "Annual Statements");

(b) annual report for the year ended December 31, 2001 (the "Annual Report");

(c) report in lieu of an information circular for the year ended December 31, 2001 (the "Annual Filing"); and

(d) interim financial statements for the quarter ending March 31, 2002 (the "Interim Statements");

shall not apply to the Corporation; and

(ii) in Ontario, Saskatchewan and Quebec only, a decision pursuant to the securities legislation of Ontario, Saskatchewan and Quebec that the requirements to file and send to securityholders, its:

(a) annual information form for the year ended December 31, 2001 (the "AIF");

(b) management discussion and analysis for the year ended December 31, 2001 (the "Annual MD&A"); and

(c) interim management discussion and analysis for the quarter ending March 31, 2002 (the "Interim MD&A");

shall not apply to the Corporation;

AND WHEREAS pursuant to the Mutual Reliance System for Exemptive Relief Applications (the "System"), the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS the Corporation has represented to the Decision Makers that:

1. The Corporation is a corporation amalgamated under the laws of the Province of Ontario and its head office is located in Toronto, Ontario;
2. The Corporation is a reporting issuer or the equivalent in each of the Jurisdictions and is not in default of any of the requirements of the Legislation;
3. The financial year end for the Corporation is December 31;
4. The authorized share capital of the Corporation consists of common shares and special shares, of which 222,000,000 common shares and 100 special shares (collectively, the "Shares") are currently issued and outstanding;
5. All of the Shares of the Corporation are held by Ivanhoe Realties Inc., a wholly-owned subsidiary of Ivanhoe Cambridge Inc.;
6. Currently, other than the Shares, the Corporation has no securities outstanding other than approximately \$2.9 million in aggregate principal amount of 6% Convertible Subordinated Debentures due June 30, 2007 (the "2007 Debentures").
7. Ivanhoe Cambridge Inc. holds \$2.6 million principal amount of the 2007 Debentures. The remaining principal amount of \$337,920 in 2007 Debentures is owned by 179 beneficial holders;
8. The Corporation's securities are not listed or traded on any stock exchange.
9. Pursuant to the terms of the trust indenture, the 2007 Debentures are no longer convertible into any other security and may only be redeemed for cash on or after June 30, 2002;
10. The Corporation intends to redeem the 2007 Debentures at principal plus accrued interest on June 30, 2002 and will send notices to the holders of the 2007 Debentures in May 2002 of its intention to redeem the 2007 Debentures on June 30, 2002;

12. Upon redemption of the 2007 Debentures, the only outstanding securities of the Corporation will be the Shares owned by Ivanhoe Realties Inc.;

13. The Corporation is not in default under the trust indenture governing the 2007 Debentures with respect to payment of interest or otherwise;

14. When the 2007 Debentures are redeemed, the Corporation will make an application to the applicable securities regulatory authorities requesting that the Corporation cease to be a reporting issuer;

15. Following the making of this Decision (as defined below), the Corporation will issue a press release stating that it has obtained relief from the requirement to file and send its Annual Statements, Annual Report, Annual Filing, Interim Statements, AIF, Annual MD&A and Interim MD&A and that it will apply to cease to be a reporting issuer following the redemption of the 2007 Debentures;

AND WHEREAS pursuant to the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that the requirements contained in the Legislation to file and send to securityholders, the Annual Statements, the Annual Report, the Annual Filing and the Interim Statements, shall not apply to the Corporation provided that:

(a) the 2007 Debentures are redeemed on or about June 30, 2002; and

(b) the Corporation files an application as soon as reasonably possible after the redemption of the 2007 Debentures to the various securities regulatory authorities or regulators to have the Corporation deemed to have ceased to be a reporting issuer in the Jurisdictions;

DATED this "16th" day of "April" , 2002.

THE FURTHER DECISION of the securities regulatory authority or securities regulator in each of Ontario, Saskatchewan and Quebec under the Legislation is that the requirements pursuant to the legislation of Ontario, Saskatchewan and Quebec to file and send to securityholders, the AIF, the Annual MD&A and the Interim MD&A shall not apply to the Corporation provided that:

(a) the 2007 Debentures are redeemed on or about June 30, 2002; and

(b) the Corporation files an application as soon as reasonably possible after the redemption of the 2007 Debentures to the various securities regulatory authorities or regulators to have the Corporation deemed to have ceased to be a reporting issuer in the Jurisdictions.

DATED this "16th" day of "April", 2002.

John Hughes
Manager, Corporate Finance

Headnote:

Mutual Reliance Review System for Exemptive Relief Applications - exemptive relief granted from filing continuous disclosure documents for year ended December 31, 2001 and first quarter ended March 31, 2002 - issuer has only one series of public debt securities outstanding and intends to redeem the securities on June 30, 2002, the earliest possible redemption date - notice of redemption will be given to debenture holders before continuous disclosure documents are required to be filed and redemption is mandatory

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c.S.5, as am, s. 77, 78, and 79, s.80(b)(iii),

Applicable Ontario Rules Cited

OSC Rule 51-501- AIF and MD&A

OSC Rule 52-501 - Financial Statements