

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

AND

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

AND

IN THE MATTER OF
MACKENZIE FINANCIAL CORPORATION

MRRS DECISION DOCUMENT

WHEREAS the Canadian securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia and Newfoundland (the "Jurisdictions") has received an application from Mackenzie Financial Corporation ("MFC") for a decision pursuant to the securities legislation and securities directions of the Jurisdictions (the "Legislation") providing an exemption from the insider reporting requirement for present and future employees of MFC or its subsidiaries holding the title "Assistant Vice- President" ("Mackenzie AVPs") subject to certain conditions;

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

AND WHEREAS MFC has represented to the Decision Makers that:

1. MFC is a corporation existing under the laws of the Province of Ontario;
2. MFC is a reporting issuer or the equivalent thereof in all Jurisdictions and is not on the list of defaulting reporting issuers maintained pursuant to the Legislation;
3. the head office of MFC is located in Ontario;
4. Mackenzie AVPs are subject to the insider reporting requirement;
5. MFC is a publicly traded company with its common shares listed on The Toronto Stock Exchange, the Montreal Exchange and the Nasdaq National Market;
6. MFC has eight principal subsidiaries all of which are directly or indirectly wholly-owned by MFC;

7. As at July 20, 1999 there were fifty-seven (57) Mackenzie AVPs;

8. Except as described in paragraph 9, the Mackenzie AVPs do not, in the ordinary course of their employment, receive notice of material facts or material changes in respect of MFC prior to the general disclosure to the public of such facts or changes. The following are examples of departments in which Mackenzie AVPs have day to day involvement: Print Management, Dealer Production Services, Distribution Services (i.e. mailroom), Computing Services, Information Technology Architecture, Corporate Data Systems, Marketing/Sales, Fund Financial and Tax Reporting, Shareholder Processing, End-user Support Services, and Shareholder Services. The level and significance of information available in the ordinary course of their employment within those departments would not constitute material non-public information. The purpose of the Mackenzie AVPs is to manage the people and the processes within those departments, not to interpret the financial and operational significance of information in the context of MFC as a reporting issuer. Over time, the top-performing Mackenzie AVPs will migrate to more senior management positions within MFC where their responsibilities and titles will reflect their status as insiders requiring them to comply with the insider reporting requirement; and

9. MFC has identified three departments in which a Mackenzie AVP could, in the ordinary course of his employment, obtain access to confidential material market sensitive information prior to the disclosure of that information to the public: Corporate Finance (which includes the preparation of financial results and operating plan analysis on a monthly basis), Legal (which includes involvement in potential acquisitions or other major transactions with the potential to impact MFC's status as a reporting issuer) and Publications (which includes print production of quarterly operating results and press releases) (each, a Sensitive Department). Currently, there is one Mackenzie AVP in each Sensitive Department.

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 jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that Mackenzie AVPs are exempt from the insider reporting requirement provided that the exemptions contained in this Decision Document do not apply to:

1. any Mackenzie AVP who receives, in the ordinary course, information as to material facts or material changes concerning MFC (which for this purpose includes material facts or material changes with respect to a subsidiary of MFC that constitute material facts or material changes with respect to MFC itself) before the material facts or material changes are generally disclosed;

2. any Mackenzie AVP who works in a Sensitive Department;
3. any Mackenzie AVP who beneficially owns, directly or indirectly, voting securities of MFC, or exercises control or direction over voting securities of MFC, or a combination of both, that carry more than 10 percent of the voting rights attached to all outstanding voting securities of MFC; or
4. any person who is denied the exemptions contained in this Decision Document by another Decision of the Decision Makers.

DATED at Toronto, Ontario this 5th day of October, 1999.

Sd/ JA Geller

Sd/ JF Howard

Headnote

Assistant Vice-Presidents of the issuer and its subsidiaries (other than those specifically excluded in the Decision Document) exempted from the insider reporting requirement subject to certain conditions.

Applicable Ontario Statutes Cited

Securities Act, R.S.O. 1990, c.S.5, as am., ss. 1(1), 107, 108, 121(2)(a)(ii).

Applicable Ontario Regulations Cited

Regulation made under the *Securities Act*, R.R.O. 1990, Reg. 1015, as am.

Applicable Ontario Policies Cited

Policy Statement 10.1 - *Applications for Exemption from Insider Reporting Obligations for Insiders of Subsidiaries and Affiliated Issuers*.

Applicable National Instruments Cited

National Instrument 14-101 - *Definitions*