

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

AND

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

AND

IN THE MATTER OF SUN LIFE FINANCIAL SERVICES OF CANADA INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Newfoundland and Nova Scotia (the "Jurisdictions") has received an application on behalf of Sun Life Financial Services of Canada Inc. ("Sun Life Financial") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirement contained in the Legislation for an insider of a reporting issuer, or equivalent thereof, to file insider reports (the "Insider Reporting Requirements") shall not apply to insiders of Sun Life Financial and its subsidiaries (collectively, "Sun Life") who are participants ("Participating Insiders") in Sun Life's U.S. employee stock purchase plan (the "Plan"), 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 Sun Life Financial has represented to the Decision Makers that:

1. Sun Life Financial is incorporated under the *Insurance Companies Act* (Canada) and has its head office at Sun Life Centre, 150 King Street West, Toronto, Ontario, Canada, M5H 1J9.
2. Sun Life Financial is a reporting issuer, or the equivalent thereof, in the Jurisdictions and is not in default of any requirements of the Legislation.
3. There are 421,784,491 common shares of Sun Life Financial issued and outstanding as of December 15, 2000.
4. The common shares of Sun Life Financial are listed on The Toronto Stock Exchange, the New York Stock Exchange, the London Stock Exchange and the Philippine Stock Exchange.
5. Employees of Sun Life participating in the Plan ("Participants") may acquire common shares of Sun Life Financial by electing to have a percentage of their salary automatically deducted

("Automatic Contributions") on a bi-weekly basis and deposited with the party appointed under the Plan to administer the acquisition of securities under the Plan (the "Trustee") to be used to purchase common shares of Sun Life Financial.

6. A Participant may begin or discontinue Automatic Contributions at any time provided the request to begin or discontinue contributions is received at least 10 business days in advance of the effective day of the Participant joining or leaving the Plan, as the case may be. In addition, changes to the amount contributed to the Plan by a Participant by way of Automatic Contributions may be made at any time provided a change request is received at least 10 business days prior to the effective date of the change.

7. There are currently approximately 94 Participants in the Plan. This number will change periodically as employees join and leave the Plan.

8. The Plan qualifies as an "automatic securities purchase plan" as defined in proposed National Instrument 55-101 Exemption from Certain Insider Reporting Requirements ("NI 55-101").

9. The number of common shares of Sun Life Financial to be acquired under the Plan is expected to be *de minimus* in relation to the number of common shares of Sun Life Financial issued and outstanding.

AND WHEREAS, pursuant to the System, this 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;

IT IS HEREBY DECIDED by the Decision Makers pursuant to the Legislation that the Insider Reporting Requirements shall not apply to Participating Insiders with respect to the acquisition of common shares of Sun Life Financial pursuant to Automatic Contributions under the Plan, provided that:

A. each such Participating Insider shall report, in the form prescribed for insider trading reports under the Legislation, all acquisitions of securities of Sun Life Financial pursuant to Automatic Contributions under the Plan that have not previously been reported by or on behalf of the Participating Insider.

(i) for any securities acquired pursuant to Automatic Contributions under the Plan which have been disposed of or transferred, within the time required by the Legislation for reporting the disposition or transfer; and

(ii) for any securities acquired pursuant to Automatic Contributions under the Plan during a calendar year (the "Reporting Period") which have not been disposed of or transferred, within 90 days of the end of the Reporting Period;

B. in the case of the Legislation in Jurisdictions other than Quebec, the Participating Insider does not beneficially own, directly or indirectly, voting securities of Sun Life Financial, or exercise control or direction over voting securities of Sun Life Financial, or a combination of both, that carry more than 10 per cent of the voting rights attaching to all outstanding voting securities of Sun Life Financial;

C. in the case of the Legislation in Quebec, the Participating Insider does not exercise control over more than 10 per cent of a class of shares of Sun Life Financial to which are attached voting rights or an unlimited right to a share of the profits of Sun Life Financial and in its assets in case of winding-up; and

D. this Decision shall expire in each Jurisdiction upon the date that NI 55-101 comes into effect in that Jurisdiction.

DATED this 13th day of February, 2001.

"Margo Paul"

Margo Paul

Headnote

Mutual Reliance Review System for Exemptive Relief - Relief for officers and directors of reporting issuer and its subsidiaries from the insider reporting requirements with respect to the acquisition of securities under the automatic share purchase plan, subject to certain conditions including annual reporting.

Statutes Cited

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

Instruments Cited

Proposed National Instrument 55-101 Exemption From Certain Insider Reporting Requirements (1999), 22 O.S.C.B. 5161