

THE SECURITIES ACT

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Order No. 4713

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Section 131(1)(c)

)

March 23, 2005

CROCUS INVESTMENT FUND

WHEREAS:

(A) Application has been made by Crocus Investment Fund ("**Crocus**" or the "**Fund**") to The Manitoba Securities Commission (the "**MSC**") for an order pursuant to subsection 131(1)(c) of The Securities Act, R.S.M. 1988, c. S50 (as amended) (the "**Act**") for relief from the requirement to file within 170 days from its year end (September 30th) a copy of its financial statements for the period from October 1, 2003 to September 30, 2004 (the "**Financial Statements**") as would otherwise be required pursuant to the Act (the "**Requested Relief**").

(B) It has been represented to the MSC by the Fund that:

1. Crocus is a Manitoba based labour-sponsored venture capital corporation.
2. Crocus is a corporation created by The Crocus Investment Fund Act (Manitoba) (the "**Fund Act**") and is a prescribed labour-sponsored venture capital corporation for the purposes of the Income Tax Act (Canada) (the "**ITA**") and The Income Tax Act (Manitoba). Pursuant to MSC Order No. 3581 dated November 22, 2001, Crocus is designated as a mutual fund company for the purposes of the Act.
3. Crocus has offered its Class A Common Shares (the "**Common Shares**") for sale to the public in each of Manitoba, the Northwest Territories and Nunavut on a continuous basis.
4. Crocus is subject to the reporting requirements of Parts X, XI and XII of the Act and provides to the holders of Common Shares, regardless of their province of residence, financial statements and other disclosure documents as and when required under the Act.
5. On December 10, 2004 Crocus announced that it had initiated a review and comprehensive assessment of the value of its portfolio (the "**Portfolio Review**"). This review was precipitated by underperformance of the Fund and new developments with key holdings in its portfolio. As a result of this, pursuant to National Instrument 81-102 Crocus requested and received the approval of the MSC to suspend redemptions of its Common Shares and it also halted new sales of its Common Shares.

6. In addition, as a result of the Portfolio Review, the Office of the Auditor General (Manitoba) has commenced an audit of Crocus' operations pursuant to The Auditor General's Act (Manitoba) (the "**OAG Audit**").

7. Management of the Fund will have to finalize the statements as a result of the valuation adjustments that will occur once the Portfolio Review is completed.

8. Until such time as the Portfolio Review and the OAG Audit are completed and management have finalized the statements, the Fund's auditors, PricewaterhouseCoopers LLP ("**PWC**") will not be able to finalize their Auditor's Report on the Fund's financial statements for the year ended September 30, 2004. It is currently anticipated that the Financial Statements will be completed by April 30, 2005.

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

IT IS ORDERED:

1. THAT, the Fund is exempt from the requirement to file with the MSC within 170 days from its year-end (September 30th) a copy of its Financial Statements for the period from October 1, 2003 to September 30, 2004 as would otherwise be required pursuant to the Act, provided that it will file the required Financial Statements within 10 days from the date the Auditor's Report on the Financial Statements is finalized by PWC.

2. THAT this order will remain in effect until June 30, 2005.

3. THAT the fee for this order shall be \$25.00.

BY ORDER OF THE COMMISSION

Director