

IN THE MATTER OF THE SECURITIES LEGISLATION
OF MANITOBA AND Québec

AND

IN THE MATTER OF

AGF Funds Inc.
AGF RSP American Growth Fund
AGF RSP European Growth Fund
AGF RSP International Value Fund
AGF RSP Japan Fund
AGF RSP MultiManager™ Fund

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulatory (the "Decision Maker") in the provinces of Manitoba and Québec (the "Jurisdictions") has received an application (the "Application") from AGF Fund Inc. ("AGF") in its own capacity and on behalf of AGF RSP American Growth Fund, AGF RSP European Growth Fund, AGF RSP International Value Fund, AGF RSP Japan Fund and AGF RSP MultiManager™ Fund (the "Existing Top Funds") and other mutual funds managed by AGF after the date of this Decision (defined herein) (together with the Existing Top Funds, the "Top Funds") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the requirements contained in the Legislation requiring the filing of insider reports where a person owns more than 10% of the outstanding securities of a reporting issuer (the "Applicable Requirements"), shall not apply in respect of investments to be made by the Top Funds in AGF American Growth Class, AGF European Growth Class, AGF International Value Fund, AGF Japan Class or AGF MultiManager™ Class (the "Existing Underlying Funds") or other corresponding AGF managed mutual funds from time to time (the funds, including the "Existing Underlying Funds", in which such investments are to be made being collectively referred to as the "Underlying Funds").

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

AND WHEREAS AGF has represented to the Decision Makers that:

1. AGF is a corporation established under the laws of the Province of Ontario with its head office in Toronto, Ontario. AGF is the manager, trustee and promoter of the Top Funds and AGF International Value Fund. AGF is the manager and promoter of the Underlying Funds that are classes of AGF International Group Limited ("AGF International Group"), a corporation incorporated under the laws of the Province of Ontario.
2. Each of the Top Funds and AGF International Value Fund are, or will be, open-end mutual fund trusts established under the laws of the Province of Ontario.

3. Certain of the Underlying Funds are classes of AGF International Group.

4. The securities of the Top Funds and the Underlying Funds are, or will be, qualified for distribution pursuant to a simplified prospectus and annual information form and will continue to be qualified under a renewal simplified prospectus and annual information form which will be filed in all provinces and territories of Canada on or about March 16, 2001 (hereinafter referred to as the "Prospectus").

5. The Top Funds and the Underlying Funds are, or will be, reporting issuers in the Jurisdictions and are not in default of any requirements of the Legislation or the rules or regulations made thereunder.

6. Each of the Top Funds invests its assets in securities such that its units will, in the opinion of tax counsel to the Top Funds, be "qualified investments" for registered retirement savings plans, registered retirement income funds and deferred profit sharing plans (collectively, "Registered Plans") under the *Income Tax Act* (Canada) (the "Tax Act") and will not constitute foreign property in a Registered Plan. This will primarily be achieved through the implementation of a derivative strategy. However, the Top Fund also intends to invest a portion of their assets in securities of the Underlying Fund. This investment by the Top Fund will at all times be equal to or below the maximum foreign property limit prescribed for Registered Plans.

7. In the absence of this Decision, as soon as the aggregate holdings by the Top Fund of securities of the Underlying Fund exceed 10% of the outstanding securities of such Underlying Fund, AGF would be required to comply with the insider reporting requirements of the Legislation.

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;

THE DECISION of the Decision Makers pursuant to the Legislation is that the Applicable Requirements do not apply to the investment by each Top Fund in securities of the Underlying Funds.

DATED at Winnipeg, Manitoba, on March 16th, 2001.

"Douglas R. Brown"
Director – Legal