

Translation

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, SASKATCHEWAN, MANITOBA,
ONTARIO, QUEBEC, NEW BRUNSWICK, NOVA SCOTIA,
PRINCE EDWARD ISLAND AND NEWFOUNDLAND

AND

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

AND

IN THE MATTER OF BEHAVIOUR COMMUNICATIONS INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland (the "Jurisdictions") has received an application from Behaviour Communications Inc. (the "Filer") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the following requirements contained in the Legislation shall not apply to Behaviour Communications Inc.:

- i) to file with the securities regulatory authorities in the Jurisdictions and to provide the registered holders of its securities, within 140 days of the end of its financial year, with its audited annual financial statements for the year ended September 30, 1999 and, in accordance with securities legislation applicable in Québec, its annual report and to prepare its annual information form for such financial year;
- ii) to file with the securities regulatory authorities of the Jurisdictions and to provide the registered holders of its securities, within 60 days of the end of its quarter, with its financial statements for the quarter ended December 31, 1999.

AND WHEREAS, under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Commission des valeurs mobilières du Québec is the principal regulator for this application;

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

1. the Filer was incorporated under the *Canada Business Corporations Act*;
2. the Filer's principal place of business is located in Montréal, Québec;

3. the Filer is a reporting issuer in each of the Jurisdictions;
4. the Filer is not on the list of defaulting reporting issuers;
5. the Filer's financial year-end is September 30th;
6. it is unable, within the prescribed time limits, to file with the securities regulatory authorities in each of the Jurisdictions and to provide the registered holders of its securities with its annual financial statements accompanied by an auditors' report other than one which would contain a reservation given that the Filer is in the process of a corporate and financial restructuring which includes the sale of a large portion of its Canadian activities and negotiations for the refinancing of its American operations.

AND WHEREAS under 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 under the Legislation is that the requirements contained in the Legislation to, within 140 days of the end of its financial year, file with the securities regulatory authorities in each of the Jurisdictions and provide the registered holders of its securities with its audited financial statements for the period ended September 30, 1999 and, in accordance with securities legislation applicable in Québec, its annual report, and to prepare its annual information form for such financial year, file with the securities regulatory authorities of each Jurisdiction and provide the registered holders of its securities, within 60 days of the end of its quarter, with its financial statements for the quarter ended December 31, 1999, shall not apply to the Filer.

However, the following conditions shall be met:

1. the Filer shall file with securities regulatory authorities of the Jurisdictions its audited financial statements for the year ended September 30, 1999 as soon as they have been approved by the board of directors;
2. the Filer shall file with the regulatory authorities of the Jurisdictions its financial statements for the quarter ended December 31, 1999 and, in accordance with securities legislation applicable in Québec, its annual report and annual information form for the year ended September 30, 1999, no later than March 9, 2000;
3. the Filer shall provide the registered holders of its securities, no later than March 9, 2000, with its annual audited -financial statements for the year ended September 30,1999, its financial statements for the quarter ended December 31, 1999 and, in accordance with securities legislation applicable in Québec, its annual report for the year ended September 30, 1999.

Montréal, this "March 31", 2000.

Christine Lacasse

Chef du Service de l'information financière