

*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, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland (the "Jurisdictions") have received an application from Behaviour Communications Inc. (the "Filer") for a decision under the securities legislation of the Jurisdictions (the "Legislation") extending the time limit which was granted to the Filer on March 3, 2000 by way of a Mutual Reliance Review System ("MRRS") decision (the "Decision"), by the securities regulatory authorities of Canada in order to file with the securities regulatory authorities and provide to the registered holders of its securities, as the case may be, its audited annual financial statements for the year ended September 30, 1999 as well as its quarterly financial statements for the first quarter ended December 31, 1999, and in accordance with securities legislation applicable in Quebec, its annual report and its annual information form for such financial year, to March 17, 2000 with respect to the filing and to April 10, 2000 with respect to the forwarding of the Documents. For ease of reference, the annual financial statements for the year ended September 30, 1999, the annual report, the annual information form and the quarterly financial statements for the quarter ended December 31, 1999 are herein collectively referred to as the "Documents";

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 head office of the Filer is located in Montreal, Québec;
3. the Filer is a reporting issuer in each of the Jurisdictions;
4. the Filer's fiscal year end is September 30;
5. on March 3, 2000, exemptive relief was granted to the Filer by way of the Decision, which provided, among others, that the requirements contained in the applicable securities legislation did not apply to the Filer, provided the Documents were filed with each of the securities regulatory authorities of Canada and forwarded to the registered holders of the Filer's securities no later than March 9, 2000;
6. the initial application was premised on the Filer's good faith belief that a financing to ensure the continuity of the Filer's U.S. operations would be secured by that time. This in turn would have allowed the Filer to file its financial statements with the securities regulatory authorities of Canada and to forward to the registered holders of its securities the Documents, as the case may be, on or prior to March 9, 2000;
7. on March 9, 2000 it became unlikely that the financing mentioned above in the preceding paragraph would be secured;
8. on the evening of March 9, 2000, negotiations among the parties resumed and resulted in an agreement which was finalized and approved by the Filer's board of directors on March 10, 2000;
9. the Filer's financial statements must be finalized by the Filer, audited by its auditors, submitted for review to its audit committee and lastly, submitted for approval by the Filer's board of directors.

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 time limit authorized on March 3, 2000 by way of the Decision be further extended to March 17, 2000, with respect to the filing of the Documents with the securities regulatory authorities and to April 10, 2000 with respect to the forwarding of the Documents, as the case may be, to the registered holders of the Filer's securities at the condition that the annual results at September 30, 1999 and the interim results at December 31, 1999 be disclosed by Press Release at the latest on March 17, 2000.

Montréal, this "March 17", 2000.

Christine Lacasse  
Chef du Service de l'information financière

