

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

AND

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

AND

IN THE MATTER OF  
ROGERS WIRELESS COMMUNICATIONS INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Newfoundland and Labrador and Nova Scotia (collectively, the "Jurisdictions") has received an application from Rogers Wireless Communications Inc. ("RWCI") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirement contained in the Legislation to file insider reports shall not apply to certain individuals who are insiders of RWCI on the grounds they are "nominal vice-presidents" (as defined in CSA Staff Notice 55-306 *Application for Relief from the Insider Reporting Requirements by Certain Vice-Presidents* (the "Staff Notice")).

AND WHEREAS pursuant to 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, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 — Definitions or in Quebec Commission Notice 14-101;

AND WHEREAS RWCI has represented to the Decision Makers that:

1. RWCI is continued under the *Canada Business Corporations Act* and is a reporting issuer (or equivalent) in each of the provinces of Canada and, to the best of its knowledge, is not in default of any requirement of the Act or the respective regulations or rules made thereunder.
2. The authorized share capital of RWCI consists of an unlimited number of Class A Multiple Voting Shares (the "RWCI Multiple Voting Shares"), without par value, an unlimited number of Class B Restricted Voting Shares (the "RWCI Restricted Voting Shares"), without par value and an unlimited number of Preferred Shares (the "RWCI Preferred Shares"), issuable in one or more series. As at May 22, 2003, 90,468,259 RWCI Multiple Voting Shares, 51,278,683 RWCI Restricted Voting Shares and no RWCI Preferred Shares were issued and outstanding.

3. The RWCI Restricted Voting Shares are listed and traded on the Toronto Stock Exchange.
4. RWCI operates under the co-brand Rogers AT&T Wireless and has offices in Canadian cities from coast-to-coast. The Company is one of Canada's leading wireless communications service providers, offering a complete range of wireless solutions including Digital PCS, cellular, advanced wireless data services, two-way messaging and paging to over 3.7 million customers across Canada.
5. RWCI maintains an insider trading and corporate disclosure policy (the "Policy") that applies to all directors, officers and employees of RWCI. RWCI has also established a disclosure committee (the "Disclosure Committee") to monitor the effectiveness of and compliance with the Policy and oversee RWCI's disclosure practices.
6. Pursuant to the Policy, insiders and employees and other persons in a "special relationship" (as defined in the Policy) with RWCI (collectively, the "Insiders") who have knowledge of material undisclosed information are prohibited from trading in securities of RWCI until the information has been fully disclosed publicly and a reasonable period of time (at least one full trading day) has passed for the information to be widely disseminated. In addition, the Insiders may not trade in securities of RWCI during "black-out" periods around the preparation of financial results or any other "black-out" period as determined by the board of directors of RWCI (the "Board of Directors"), the Chief Executive Officer of RWCI, the Chief Financial Officer of RWCI or the Disclosure Committee.
7. As of [May 29, 2003](#), [61](#) individuals are "insiders" of RWCI, by reason of being an officer or director of RWCI or its subsidiaries. Of those individuals, [3](#) are currently exempt from the insider reporting requirements of the Legislation by reason of the exemptions contained in National Instrument 55-101 *Exemption from Certain Insider Reporting Requirements* ("NI 55-101"). RWCI has made this application in respect of [18](#) individuals (the "Exempted Vice-Presidents").
8. Each of the Exempted Vice-Presidents meets the definition of "nominal vice-president" (as defined in the Staff Notice):
  - (a) the individual is a vice-president;
  - (b) the individual is not in charge of a principal business unit, division or function of RWCI or a "major subsidiary" of RWCI (as defined in NI 55-101);
  - (c) the individual does not in the ordinary course receive or have access to information as to material facts or material changes concerning RWCI before the material facts or material changes are generally disclosed; and
  - (d) the individual is not an insider of RWCI in any other capacity.

9. RWCI determined that each of the Exempted Vice-Presidents meets the criteria for exemption set out in the Staff Notice, by considering each such Exempted Vice-President's activities and responsibilities within RWCI and/or its major subsidiaries, as applicable.

10. On an ongoing basis, RWCI intends to monitor the eligibility for the exemption available under the Staff Notice of each of the Exempted Vice-Presidents, and that of other employees of RWCI and its major subsidiaries whose title is vice president and who may satisfy the criteria of "nominal vice-president" from time to time, by monitoring such persons' respective job functions and responsibilities and assessing the extent to which in the ordinary course they receive notice of material facts or material changes with respect to RWCI prior to such facts or changes being generally disclosed.

11. RWCI has filed with the Decision Makers in connection with the relief a copy of the Policy and a list of Exempted Vice-Presidents.

AND WHEREAS pursuant to 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 pursuant to the Legislation is that the requirement contained in the Legislation to file insider reports shall not apply to the Exempted Vice-Presidents or any other employee of RWCI or its major subsidiaries who hereafter is given the title vice-president, provided that:

- (a) each such person satisfies the definition of "nominal vice-president" contained in the Staff Notice;
- (b) RWCI prepares and maintains a list of all individuals who propose to rely on the exemption granted herein, submits the list on an annual basis to the Board of Directors for approval and files the list with the Decision Makers;
- (c) RWCI files with the Decision Makers a copy of its internal policies and procedures relating to monitoring and restricting the trading activities of its insiders and other persons whose trading activities are restricted by RWCI; and
- (d) the relief granted herein will cease to be effective on the date when NI 55-101 is amended.

DATED at Montreal, June 26, 2003.

José Deslauriers  
Director of Capital Markets