

**IN THE MATTER OF THE SECURITIES LEGISLATION OF BRITISH  
COLUMBIA, ALBERTA, SASKATCHEWAN AND ONTARIO**

**AND**

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

**AND**

**IN THE MATTER OF MULTIACTIVE SOFTWARE INC.**

**MRRS DECISION DOCUMENT**

- ¶ 1 WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of British Columbia, Alberta, Saskatchewan and Ontario (the “Jurisdictions”) has received an application from Multiactive Software Inc. (the “Filer”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that the requirement contained in the Legislation to deliver printed copies of the Information Circular to the Filer’s registered and non-registered shareholders shall not apply to the Filer in connection with its proposed plan of arrangement (the “Arrangement”);

- ¶ 2 AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the “System”), the British Columbia Securities Commission is the principal regulator in this application;
- ¶ 3 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;
- ¶ 4 AND WHEREAS the Filer has represented to the Decision Makers that:  
The Filer is a corporation formed by amalgamation under the *Canada Business Corporations Act*.
1. the Filer’s head office is located in British Columbia;
  2. the Filer is a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan and Ontario;
  3. the Filer is up to date with all its filings under the Legislation in British Columbia, Alberta, Saskatchewan and Ontario and the *Canada Business Corporations Act*;
  4. the Filer plans to seek court approval of an arrangement (the “Arrangement”) involving the Filer, its shareholders and its wholly-owned subsidiary, Maximizer Software Inc. (“Maximizer”);
  5. in connection with the proposed Arrangement, the Filer will be calling a special or extraordinary shareholder’s meeting to approve the Arrangement on November 12, 2002;
  6. the proposed Arrangement is an internal reorganization which does not trigger dissent rights;
  7. a group of three significant shareholders hold a sufficient number of votes to approve the Arrangement and have indicated their intention to vote in favour of the Arrangement;
  8. the Filer has over 8,000 shareholders, approximately 15% of whom own less than 200 shares;
  9. the current trading value of the Filer’s shares is \$0.11;

10. the cost to print and mail the Information Circular will be approximately \$6.00 per copy and the Filer will be required to send over 8,000 copies of the Information Circular;
11. the costs and expense of mailing a printed copy of the Information Circular to all of the Filer's shareholders in connection with the special and extraordinary meeting of the shareholders that would be incurred by the Filer will be substantially reduced by delivering the Information Circular through electronic means;
12. having regard to the provisions of National Policy 11-201 *Delivery of Documents by Electronic Means* relating to the electronic delivery or access to a document, the Filer will ensure that:
  - (a) its shareholders receive written notice, by mail, that the Information Circular is electronically available to them;
  - (b) its shareholders are provided with a summary of the Information Circular (the "Summary") that contains a succinct and clear outline of the Arrangement proposed, with references to where and how the full text of the Information Circular may be accessed electronically or provided to the shareholder in printed form, free of charge;
  - (c) its shareholders have access to the Information Circular, either electronically through one of more websites designated in the notice referred to in paragraph (a) or by requesting and receiving from the Filer or its transfer agent, a printed copy of the Information Circular, free of charge; and
  - (d) the Information Circular available electronically to shareholders is identical in its content to the printed copy of that document;

¶ 5 AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

¶ 6 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;

¶ 7 THE DECISION of the Decision Makers under the Legislation is that the requirement contained in the Legislation to deliver printed copies of the Information Circular to the Filer's registered and non-registered shareholders shall not apply to the Filer in connection with the proposed Arrangement, provided that

the Filer ensures that in connection with the preparation of the meeting materials associated with the Filer's special and extraordinary meeting of the shareholders:

- (a) printed copies of the respective notice of special or extraordinary meeting, the Summary and form of proxy are delivered to the Filer's shareholders by mail, which notice states that the Information Circular is available to them electronically or in its printed form;
- (b) the Filer's shareholders are provided with access to the Information Circular
  - (i) electronically, through the websites designated in the notice referred to in paragraph (a); or
  - (ii) in its printed form, by requesting and receiving from the Filer or its transfer agent, a printed copy of the Information Circular free of charge; and
- (c) the Information Circular available electronically to shareholders is identical in its content to the printed copy of that document.

¶ 8 October 21, 2002

*"Brenda Leong"*  
Director

**Headnote**

Mutual Reliance Review System for Exemptive Relief Applications – relief from the requirement to send an information circular by prepaid mail, subject to certain conditions

**Applicable British Columbia Provisions**

*Securities Act*, R.S.B.C. 1996, c. 418, s. 119(2)