CI FUND MANAGEMENT INC.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

for the

Annual and Special Meeting of Shareholders

to be held on November 17, 2004

CI Funds®

CI FUND MANAGEMENT INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders of CI Fund Management Inc. (the "Corporation") will be held at Arcadian Court, 401 Bay Street, 8th Floor, Toronto, Ontario on Wednesday, November 17, 2004 at 2:00 p.m. (Toronto time) for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the fiscal year ended May 31, 2004, together with the auditors' report thereon;

2. to elect directors for the ensuing year;

3. to appoint auditors for the ensuing year and authorize the directors to fix the auditors' remuneration;

4. to consider and, if deemed advisable, pass a resolution in the form set forth in Schedule "A" in the accompanying management information circular, confirming the resolution passed by the Board of Directors of the Corporation on September 15, 2004 reserving up to 40,000 of the Corporation's unissued common shares for issue to certain outside directors of the Corporation as directors' compensation; and

5. to transact such other business as may properly be brought before the meeting or any adjournment thereof.

The accompanying management information circular provides additional information relating to matters to be dealt with at the meeting and is deemed to form part of this notice.

Important: Shareholders who are unable to be present at the meeting are requested to complete and sign the accompanying proxy form and to return it to Computershare Trust Company of Canada, Attention: Proxy Department, in the envelope provided for this purpose, or to hand deliver it to Computershare Trust Company of Canada at 100 University Avenue, 9th Floor, Toronto, Ontario so as to arrive, in either case, not later than 5:00 p.m. (Toronto time) on the business day immediately preceding the meeting.

DATED at Toronto, Canada this 30th day of September, 2004.

By Order of the Board,

M Killeen

MICHAEL J. KILLEEN
Senior Vice-President,
General Counsel and Corporate Secretary

CI FUND MANAGEMENT INC.

MANAGEMENT INFORMATION CIRCULAR

This management information circular is furnished in connection with the solicitation by management of CI Fund Management Inc. (the "Corporation") of proxies for use at the Annual and Special Meeting of Shareholders of the Corporation (the "Meeting") to be held on Wednesday, November 17, 2004 at the time and place and for the purposes set forth in the accompanying notice of the Meeting. It is expected that the solicitation will be made primarily by mail,but proxies may also be solicited personally or by telephone by employees of the Corporation. The cost of such solicitation will be borne by the Corporation. The Corporation will reimburse intermediaries such as clearing agencies, securities dealers, banks, trust companies or their nominees for reasonable expenses incurred in sending proxy material to beneficial shareholders of the Corporation and obtaining proxies therefrom.

Except as otherwise stated, the information contained in this circular is given as of September 30, 2004.

APPOINTMENT AND REVOCATION OF PROXIES

The management representatives designated in the enclosed proxy form are officers of the Corporation. **Each shareholder has the right to appoint a person, other than the persons designated in the enclosed proxy form and who need not be a shareholder of the Corporation, to represent that shareholder at the Meeting.** Such right may be exercised by inserting in the blank space provided the name of the person to be appointed, signing and returning the proxy. The completed proxy must be returned to Computershare Trust Company of Canada, Attention: Proxy Department, by using the envelope provided for this purpose, or by hand delivering it to Computershare Trust Company of Canada at 100 University Avenue, 9th Floor, Toronto, Ontario, so as to arrive, in either case, not later than 5:00 p.m. (Toronto time) on the business day immediately preceding the Meeting or any adjournment thereof at which the proxy is to be used.

A shareholder who has given a proxy has the right to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by that proxy and may do so: (a) by delivering another properly executed proxy bearing a later date and depositing it in the manner described in the preceding paragraph; (b) by depositing an instrument in writing revoking the proxy and executed by the shareholder or by the shareholder's attorney authorized in writing (i) at the registered office of the Corporation at any time up to and including 5:00 p.m. (Toronto time) on the business day immediately preceding the day of the Meeting or any adjournment thereof, at which the proxy is to be used, or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (c) in any other manner permitted by law.

In many cases, common shares of the Corporation beneficially owned by a holder (a "Non-Registered Holder") are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares such as, among others, banks, trust companies, securities dealers, brokers, and trustees or administrators of self-administeredRRSPs, RRIFs, RESPs and similar plans, or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with National Instrument 54-101, the Corporation has distributed copies of the notice of the Meeting, this circular, the enclosed proxy form and its Annual Report for the year ended May 31, 2004 (collectively the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, Intermediaries will use a service company (such as ADP Independent Investor Communications Corporation) to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

(a) be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Computershare Trust Company of Canada as described above; or

(b) more typically, be given a voting instruction form which must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form (which may in some cases permit the completion of the voting instruction form by telephone).

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares they beneficially own. Should a Non-Registered Holder who receives either a proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons designated in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of the voting instruction form, follow the corresponding instruction on the form. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly executed proxies in favour of the persons designated in the enclosed proxy form will be voted on any ballot that may be called for and, where the person whose proxy is solicited specifies a choice with respect to the matters identified in the proxy, the shares will be voted in accordance with the specifications so made. **Where shareholders have not specified in the proxy the manner in which the named proxyholders are required to vote the shares represented thereby, such shares will on any ballot be voted FOR the election of directors and FOR the appointment of auditors, as described under those headings in this circular, and FOR the resolution referred to in paragraph 4 of the accompanying notice of the Meeting relating to the directors' compensation shares.**

The enclosed proxy form confers discretionary authority on the persons designated in the proxy to vote in their discretion with respect to amendments to or variations of the matters identified in the notice of the Meeting and other matters that may properly come before the Meeting or any adjournment thereof. At the date hereof, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

As at September 30, 2004, 295,202,707 common shares of the Corporation are issued and outstanding. Each common share entitles the holder to one vote in respect of each matter to be voted on at the Meeting.

Each shareholder of record at the close of business on October 12, 2004 (the "Record Date") will be entitled to one vote at the Meeting for each common share of the Corporation held by that shareholder, except to the extent that that shareholder has transferred any common shares after the Record Date and the transferee of those shares establishes proper ownership thereof and demands, not later than 10 days before the Meeting, to be included in the list of shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote such shares.

To the knowledge of the directors and officers of the Corporation, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, securities of the Corporation carrying more than 10% of the voting rights attached to any class of outstanding voting securities of the Corporation, other than those listed in the table below.

Name	Number of Common Shares Beneficially Owned, Controlled or Directed	Percentage of Outstanding Common Shares
Sun Life Assurance Company of Canada (1)	100,198,995	33.9%
AIC Limited (2)	29,564,968	10.0%

(1) Sun Life Assurance Company of Canada ("Sun Life") is a wholly-owned subsidiary of Sun Life Financial Inc.

(2) These shares are owned or are or may be considered to be controlled by AIC Limited, on behalf of mutual funds and other accounts managed by it.

PARTICULAR MATTERS TO BE ACTED UPON

1. ELECTION OF DIRECTORS

The Board of Directors presently consists of eight directors and the same number is to be elected this year. The term of office of each of the eight existing directors will expire immediately prior to the election of directors at the Meeting. Each of the nominees listed below is currently a director and is proposed to be elected as a director of the Corporation to serve until the termination of the next annual meeting of shareholders or until his successor is elected or appointed. **On any ballot relating to the election of directors, the shares represented by proxies in favour of management nominees will be voted, in the absence of contrary instructions, FOR the election as directors of the proposed nominees**. Management does not contemplate that any of the nominees will be unable to serve as a director, but should that occur for any reason prior to the Meeting, the persons named in the enclosed proxy form reserve the right to vote in their discretion for other nominees.

Name	Principal Occupation and Positions with the Corporation	Director Since	Number of Common Shares Beneficially Owned, Controlled or Directed
Ronald D. Besse (2)(3) Toronto, Ontario, Canada	President and Chief Executive Officer, Besseco Holdings Inc. (private investment company); Director and Lead Director of the Corporation	October 11, 1995	94,404
G. Raymond Chang Toronto, Ontario, Canada	President, G. Raymond Chang Ltd. (private investment company); Chairman (non-executive) and Director of the Corporation	April 12, 1994	14,124,792
Paul W. Derksen (2)(5) Mississauga, Ontario, Canada	Executive Vice-President and Chief Financial Officer, Sun Life Financial Inc. (financial services company); Director of the Corporation	July 25, 2002	--
William T. Holland Toronto, Ontario, Canada	President, Chief Executive Officer and Director of the Corporation	April 12, 1994	13,789,330
A. Winn Oughtred (1)(3) Toronto, Ontario, Canada	Partner, Borden Ladner Gervais LLP (law firm); Director of the Corporation	April 12, 1994	15,304
George W. Oughtred (1)(2) Calgary, Alberta, Canada	President, Privatbanken Holdings Inc. (private investment company); Director of the Corporation	April 12, 1994	4,721,920
C. James Prieur (1)(3)(5) Toronto, Ontario, Canada	President and Chief Operating Officer, Sun Life Financial Inc. (financial services company); Director of the Corporation	September 6, 2004	--
David J. Riddle (1)(2)(3) Vancouver, B.C., Canada	President, C-Max Capital Inc. (private investment company); Director of the Corporation	October 7, 1997	1,401,920

(1) Member of the Compensation Committee.
(2) Member of the Audit Committee.
(3) Member of the Corporate Governance Committee
(4) The Corporation does not have an executive committee of the Board of Directors.
(5) Sun Life Assurance Company of Canada, the Corporation, G. Raymond Chang Ltd. and Messrs. G.R. Chang and W.T. Holland (the latter individuals being directors and officers of the Corporation) entered into a shareholders' agreement dated July 25, 2002 under which Sun Life is permitted to nominate these two individuals for election as members of the Board of Directors and Messrs. Chang and Holland have agreed to vote in favour of these nominations.

Further information about each proposed director is set out below.

Mr. Besse, 65, is President and Chief Executive Officer of Besseco Holdings Inc. Prior to assuming his current position, he was President and Chief Executive Officer of Gage Learning Corporation and related predecessor companies from 1978 until 2003. Mr. Besse is a director of Rogers Communications Inc., Rogers Media Inc., Rogers Cable Inc., CML Healthcare Inc. and Luxembourg Cambridge Holding Group.

Mr. Chang, 55, is President of G. Raymond Chang Ltd. and Chairman of the Board (non-executive) of the Corporation. He joined the Corporation in 1983 and, prior to assuming his non-executive Chairman role in fiscal 2003, he was appointed President and Chief Executive Officer in June 1996 and then executive Chairman of the Board in November 1999. Mr. Chang is on the Ryerson University Board of Governors and is a director of Toronto General & Western Hospital Foundation and Grace Kennedy & Company Limited.

Mr. Derksen, 54, is Executive Vice-President and Chief Financial Officer of Sun Life Financial Inc. He is on the board of directors of a number of Sun Life's subsidiaries. Prior to joining Sun Life in February 2000, he was Executive Vice-President and Chief Financial Officer of CT Financial Services Inc. and Canada Trustco Mortgage Company, Chairman of Truscan Property Corporation, Canada Trustco's real estate investment subsidiary, and Executive Vice-President of Merrill Lynch Canada Inc.

Mr. Holland, 45, is President and Chief Executive Officer of the Corporation. Since joining the Corporation in 1989, he has held positions of increasing responsibility and was appointed President and Chief Executive Officer in November 1999. As a matter of policy, Mr. Holland chooses not to serve on any other boards.

Mr. Winn Oughtred, 61, has been a partner with Borden Ladner Gervais LLP since 1977 and has practised corporate and securities law for over 35 years. Mr. Oughtred was called to the Ontario Bar in 1969 and is a member of the Law Society of Upper Canada and the Canadian Bar Association. He is a director and the secretary of Oppenheimer Holdings Inc., a director of State Bank of India (Canada) and a number of closely held corporations.

Mr. George Oughtred, 75, has been President of Privatbanken Holdings Inc. for over 30 years. He has been an executive officer and/or a director of a number of publicly traded corporations. Mr. Oughtred has worked in or been associated with the investment business, including the mutual fund business, throughout Canada for 50 years.

Mr. Prieur, 53, is President and Chief Operating Officer of Sun Life Financial Inc. and Sun Life Assurance Company of Canada. He was appointed President and Chief Operating Officer of Sun Life Assurance in April 1999 and President and Chief Operating Officer of Sun Life Financial in September 1999. He is on the board of directors of a number of Sun Life's subsidiaries. Mr. Prieur is a director of The Canadian Opera Company and Life Insurance Marketing and Research Association International. In the past 5 years, he has served as a director of Newton Wellesley Hospital.

Mr. Riddle, 48, is President of C-Max Capital Inc. He has worked in the investment business throughout Canada for the past 20 years with major Canadian investment dealers and as a senior executive in the mutual fund industry.

2. APPOINTMENT OF AUDITORS

It is proposed to reappoint Ernst & Young LLP, the present auditors of the Corporation, as the auditors of the Corporation, to hold office until the termination of the next annual meeting of shareholders, and that the directors be authorized to fix the auditors' remuneration. The Audit Committee has recommended to the Board of Directors and the Board has approved the nomination of Ernst & Young LLP for such reappointment.

On any ballot relating to the appointment of auditors, the shares represented by proxies in favour of management nominees will be voted, in the absence of contrary instructions, FOR the appointment of Ernst & Young LLP as auditors of the Corporation and the authorization of the directors to fix the auditors' remuneration.

The fees paid to the auditors by the Corporation are reviewed by the Audit Committee. For the years ended May 31, 2004 and 2003, the fees paid to Ernst & Young LLP (in $ thousands) were in the amount of $1,172 and $540, as detailed below:

Service (1)	Year Ended May 31 ($ thousands)	
	2004	2003
Audit Services	$327	$159
Audit-Related Services	226	179
Tax Services	188	55
Other Services	431	147
Total	$1,172	$540

(1) See "Audit Committee Information" in the Corporation's 2004 Annual Information Form available on SEDAR at www.sedar.com for further details regarding the above services and fees of the auditors.

3. DIRECTORS' COMPENSATION SHARES

At the Meeting, shareholders are being asked to consider and, if deemed advisable, pass the resolution which appears as Schedule "A" to this circular (the "Resolution"). The Resolution confirms a resolution passed by the Board of Directors of the Corporation on September 15, 2004 reserving up to 40,000 of the Corporation's unissued common shares for issue to directors of the Corporation as part of their directors' fees ("Directors' Compensation Shares") and authorizing the issue of the Directors' Compensation Shares in accordance with the Corporation's director remuneration policy. The 40,000 Directors' Compensation Shares form part of the 20,012,297 unissued common shares of the Corporation reserved for issue upon the exercise of employee stock options granted under the Corporation's Employee Incentive Stock Option Plan (the "Plan"). The shareholders of the Corporation have previously approved the reservation of the shares reserved for issue under the Plan.

As stated under "Compensation of Directors" below, effective September 1, 2003, the Board of Directors amended the Corporation's director remuneration policy to discontinue the grant of stock options to directors and to set directors' fees (for directors that are not employees of the Corporation or nominees of Sun Life) at $60,000 per year payable in quarterly instalments of $7,500 in cash and $7,500 worth of common shares of the Corporation. In the four fiscal quarters ending August 31, 2004, 7,616 common shares in the aggregate were issued to Messrs. R.D. Besse, A.W. Oughtred, G.W. Oughtred and D.J. Riddle as 50% of their directors' compensation for fiscal 2004. Full particulars of directors' compensation paid in fiscal 2004 is provided under "Compensation of Directors" below.

The number of Directors' Compensation Shares issued and to be issued in each quarter is and will be determined by dividing $7,500 by the closing prices of the common shares on the Toronto Stock Exchange (the "TSX") on the last trading day of each fiscal quarter.

In accordance with the requirements of the TSX, it is necessary to obtain shareholder approval for the issue of the Directors' Compensation Shares after August 31, 2004. Because the decision by the Board of Directors in 2003 to amend the Corporation's director remuneration policy was made too late to seek shareholder approval for the issue of Directors' Compensation Shares at the Corporation's 2003 annual meeting of shareholders, the TSX permitted the issue of the 7,616 Directors' Compensation Shares issued to date. The TSX permission was conditional on the Directors' Compensation Shares being issued from those shares already reserved for employee and director stock options which had previously been approved by shareholders and on the Corporation agreeing to seek shareholder approval at the Meeting to the issue of Directors' Compensation Shares for fiscal quarters ending after August 31, 2004.

The Corporation estimates that the reserving of the 40,000 Directors' Compensation Shares should, based on current market prices, meet the Corporation's needs for Directors' Compensation Shares for at least four years.

In order to pass, the Resolution requires the approval of a simple majority of the votes cast thereon at the Meeting. In accordance with the requirements of the TSX, Messrs. R.D. Besse, A.W. Oughtred, G.W. Oughtred and D.J. Riddle may not vote the 6,233,548 common shares owned or controlled by them collectively on the Resolution as they are the current directors entitled to receive Directors' Compensation Shares. If the Resolution is not passed, the Corporation will discontinue the issue of Directors' Compensation Shares.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth certain compensation information for the past three fiscal years of the Corporation's Chief Executive Officer and Chief Financial Officer and each of the three most highly compensated executive officers of the Corporation (collectively the "Named Executive Officers").

Name and Principal Position at May 31, 2004	Year Ended May 31	Annual Compensation (1)		Long-Term Compensation Awards (2)		All Other Compensation (5)	Total Compensation
		Salary	Bonus	Number of Options Granted (3)	Value of Options Granted (4)		
William T. Holland President and Chief Executive Officer, CI Fund Management Inc.	2004 2003 2002	$600,000 600,000 450,000	$900,000 800,000 550,000	353,000 200,000 200,000	$896,620 430,000 578,000	$15,500 13,500 13,500	$2,412,120 1,843,500 1,591,500
Stephen A. MacPhail Executive Vice-President, Chief Operating Officer and Chief Financial Officer, CI Fund Management Inc.	2004 2003 2002	400,000 400,000 300,000	600,000 400,000 400,000	185,000 150,000 120,000	469,900 322,500 346,800	15,500 13,500 13,500	1,485,400 1,136,000 1,060,300
Peter W. Anderson Executive Vice-President, CI Fund Management Inc.	2004 2003 2002	400,000 400,000 300,000	600,000 400,000 400,000	185,000 150,000 120,000	469,900 322,500 346,800	15,500 13,500 13,500	1,485,400 1,136,000 1,060,300
David C. Pauli Executive Vice-President, Fund Operations, CI Mutual Funds Inc.	2004 2003 2002	215,000 189,450 161,867	355,000 200,000 120,000	33,000 30,000 35,000	83,820 64,500 101,150	 9,333	653,820 453,950 392,350
Michael J. Killeen Senior Vice-President, General Counsel and Corporate Secretary, CI Fund Management Inc.	2004 2003 2002	190,000 172,783 161,867	235,000 128,000 110,000	20,000 30,000 30,000	50,800 64,500 86,700	 9,333	475,800 365,283 367,900

(1) *In all cases, the value of perquisites and other personal benefits is less than $50,000 and 10% of the total of the annual salary and bonus.*

(2) *Long-Term Compensation Awards reflect aggregate amounts awarded during the relevant year.*

(3) *These option grants represent the only Long-Term Compensation Awards for the relevant year.*

(4) *The following assumptions were made for purposes of calculating the Value of Options Granted: an expected option term of 2.92 years to exercise; a dividend projected to grow $0.04 per annum; projected stock price volatility of 35%, 35% and 27% for the 2002, 2003 and 2004 fiscal years, respectively; and a risk-free interest rate of 5%, 3.5% and 3.5% for the 2002, 2003 and 2004 fiscal years, respectively. The actual value realized, if any, on stock option exercises will be dependent on overall market conditions and the future performance of the Corporation and its common shares. The Corporation cannot be certain that the actual value realized will approximate the amount calculated under the valuation model.*

(5) *These amounts represent a contribution by the Corporation to a retirement savings plan specified by the Named Executive Officer. The Corporation does not have a pension plan.*

Option Grants During the Most Recently Completed Fiscal Year

The following table summarizes options granted to the Named Executive Officers during the year ended May 31, 2004.

Name	Number of Options Granted (1)	% of Total Options Granted to Employees in the Fiscal Year	Exercise Price Per Share	Expiration Date
William T. Holland	353,000	15.5%	$15.59	April 13, 2009
Stephen A. MacPhail	185,000	8.1%	15.59	April 13, 2009
Peter W. Anderson	185,000	8.1%	15.59	April 13, 2009
David C. Pauli	33,000	1.5%	15.59	April 13, 2009
Michael J. Killeen	20,000	0.9%	15.59	April 13, 2009

(1) These option grants were made pursuant to the Corporation's Employee Incentive Stock Option Plan (the "Plan"). The exercise price of each option granted under the Plan is determined based on the weighted average trading price of the Corporation's common shares on the Toronto Stock Exchange for the five trading days preceding the grant date. These options are not exercisable during the first year after the grant date, and thereafter become exercisable in cumulative installments of 33% on each anniversary of the grant date, such that the options are fully exercisable on and after three years from the grant date until the expiration date, subject to accelerated vesting in certain circumstances.

Aggregated Option Exercises During the Most Recently Completed Fiscal Year and Year-End Option Values

The following table summarizes option exercises by the Named Executive Officers during the year ended May 31, 2004 and the value of their unexercised options at May 31, 2004, on an aggregated basis.

Name	Number of Options Exercised	Aggregate Value Realized (1)	Number of Unexercised Options at May 31, 2004	Value of Unexercised In-the-Money Options at May 31, 2004
			Exercisable/ Unexercisable (2)	Exercisable/ Unexercisable (1)(2)
William T. Holland	225,314	$1,788,633	426,500 / 726,000	$2,385,210 / $2,646,012
Stephen A. MacPhail	237,189	2,761,602	462,200 / 469,800	3,906,700 / 2,188,559
Peter W. Anderson	180,000	1,908,600	237,200 / 394,800	1,221,809 / 1,293,595
David C. Pauli	3,700	42,495	85,800 / 107,500	655,837 / 571,849
Michael J. Killeen	45,200	527,145	83,600 / 76,600	510,417 / 345,794

(1) Value realized and value of unexercised options are calculated by determining the difference between the market value of the common shares underlying the options and the exercise price of the options at exercise or May 31, 2004, respectively. The closing price of the common shares on the Toronto Stock Exchange on May 31, 2004 was $16.44.

(2) In the event of a change of control of the Corporation, all options held by the above officers become fully exercisable under the Plan.

Share Ownership by Executives Officers and Directors

The following table sets out information, as at September 30, 2004, with respect to common share ownership by the Named Executive Officers and, to the knowledge of the directors and officers of the Corporation, other management and directors as a group.

Name	Number of Common Shares Beneficially Owned, Controlled or Directed	Percentage of Outstanding Common Shares	Value of Holding as Multiple of Base Salary [(1)]
William T. Holland	13,789,330	4.7%	362
Stephen A. MacPhail	764,545	0.3%	30
Peter W. Anderson	687,600	0.2%	27
David C. Pauli	689,000	0.2%	50
Michael J. Killeen	147,000	0.1%	12
Other Management and Directors [(2)]	23,624,494	8.0%	--
Total	39,701,969	13.5%	--

(1) The multiple has been calculated based on (i) the closing price of the common shares on the Toronto Stock Exchange on September 30, 2004 of $15.75, and (ii) the individual's base salary at the end of the last fiscal year.
(2) See "Election of Directors" above for the common share ownership by the directors.

Effective September 1, 2003, the Corporation adopted a policy that requires the Chief Executive Officer of the Corporation to beneficially own that number of common shares of the Corporation the market value of which is at least five times his current base salary and for each other executive officer to own the number of common shares the market value of which is at least two times his current base salary. This policy currently applies to the Named Executive Officers, each of whom holds common shares well in excess of his minimum requirement. New executive officers of the Corporation to whom this policy applies will be given one year from the commencement of his or her appointment as CEO or as an executive officer to acquire at least the minimum number of common shares required to be held.

As part of such policy, each director (except directors who are officers of the Corporation or nominees of Sun Life) is required to beneficially own that number of common shares the market value of which is at least three times the annual directors' fees paid to such director. Each such director holds common shares well in excess of his minimum requirement.

Employment Agreements

Each of Messrs. W.T. Holland, P.W. Anderson and S.A. MacPhail entered into an executive employment agreement with the Corporation dated as of July 25, 2002 (the "Employment Agreements"). The Employment Agreements provide for the continuing employment of each executive in their respective offices, for a three year term commencing July 25, 2002 at an annual base salary of $600,000, $400,000 and $400,000 respectively, plus bonuses and stock options determined by the Board of Directors.

If an executive's employment is terminated without cause, he is entitled to receive by lump sum payment an amount equal to 2.5 times (in Mr. Holland's case) or 1.5 times (in the case of Messrs. Anderson and MacPhail) his then annual salary plus bonus, and at the executive's option a continuation of his employment benefits for 2.5 years or a lump sum payment representing the estimated cost of providing such benefits for 2.5 years, and all of his stock options become fully exercisable. The Employment Agreements also provide for non-competition covenants from each executive on termination of employment.

Equity Compensation Plan Information

The following table summarizes the compensation plans under which equity securities of the Corporation are authorized for issuance as of the end of the most recently completed fiscal year:

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options (a)	Weighted Average Exercise Price of Outstanding Options (b)	Number of Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans (excluding (a)) (c)
Equity compensation plans approved by securityholders (1)	9,685,799	$10.81	10,328,354 (2)
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	9,685,799		10,328,354 (2)

(1) See "Employee Incentive Stock Option Plan" below for further information.
(2) Of this number, subject to shareholder approval at the Meeting, 40,000 common shares have been reserved for future issue to outside directors as part of their directors' compensation. See "Directors' Compensation Shares" above for further information.

Employee Incentive Stock Option Plan

The Employee Incentive Stock Option Plan (the "Plan") was adopted by the Corporation effective April 15, 1994 and originally provided that up to 12,800,000 common shares of the Corporation could be issued upon the exercise of options granted under the Plan. The shareholders of the Corporation, at subsequent meetings, have authorized increases to the current aggregate limit of 41,722,566 common shares issuable under the Plan.

The Plan is designed to promote the long term profitability of the Corporation by fostering a proprietary interest in the Corporation among key employees and directors, and by retaining and attracting qualified employees. The Corporation considers equity ownership by management to be an integral component of its reward system and therefore option grants under the Plan are an important element of overall compensation. Options may be granted under the Plan to executives, key employees and directors of the Corporation and its subsidiaries. Options may be granted for a term not to exceed ten years, at an exercise price equal to the weighted average trading price of the common shares on the Toronto Stock Exchange for the five trading days preceding the grant. Effective September 1, 2003, directors' compensation was adjusted to discontinue the grant of stock options to directors who are not employees of the Corporation or nominees of Sun Life. The Compensation Committee of the Board of Directors is responsible for monitoring the Plan.

The Plan is subject to the following restrictions with respect to grants of options and issues of common shares to insiders of the Corporation:

(1) the number of common shares that may, at any time, be reserved for issue pursuant to options granted to insiders shall not in the aggregate exceed 5% of the issued common shares;

(2) the number of common shares that may, within any one year period, be issued to insiders on the exercise of options shall not exceed 5% of the issued common shares;

(3) the number of common shares that may, within any one year period, be issued to any one insider (including associates of the insider) on the exercise of options shall not exceed 1% of the issued common shares;

(4) the number of common shares that may be reserved for issue to any one person pursuant to options granted under the Plan shall not exceed 1% of the issued common shares; and

(5) the number of common shares that may be reserved for issue pursuant to the grant of options during any fiscal year shall not exceed 2% of the common shares outstanding at the start of that fiscal year.

The percentage thresholds set out in items (1) through (4) above have been reduced from 10%, 10%, 5% and 5% respectively effective September 1, 2003.

The Plan allows holders of options under the Plan to elect, on the exercise of an option, to receive the "in the money" value of the option in lieu of common shares.

Copies of the Plan, as amended and restated, are available for inspection by shareholders at the Corporation's head office.

Composition of the Compensation Committee

The Compensation Committee is responsible for and deals with the compensation of the executive officers and directors of the Corporation, reviewing the design and competitiveness of the Corporation's overall compensation policies, monitoring the Plan, and reporting and making recommendations to the Board of Directors with respect thereto. The Compensation Committee consults with senior management with respect to the Corporation's compensation policies.

The Compensation Committee in the fiscal year ending May 31, 2004 was composed of five directors, Messrs. R.M. Astley, R.D. Besse, A.W. Oughtred (Chair), G.W. Oughtred and D.J. Riddle, all of whom are "unrelated directors" of the Corporation (see "Statement of Corporate Governance Practices" below). Mr. Riddle was an officer of a subsidiary of the Corporation prior to July 1997 and Mr. Astley was an officer of Sun Life prior to September 2004. The Compensation Committee has prepared and submitted the report that follows.

Report of the Compensation Committee

The Corporation's principal business is carried on through its subsidiaries CI Mutual Funds Inc. ("CIMF"), Assante Corporation ("Assante") and Skylon Advisors Inc. ("Skylon"). CIMF and Skylon are investment fund management companies in the business of sponsoring, managing, distributing and administering investment funds in Canada. The businesses of Assante's subsidiaries include financial services, distribution of financial products and investment fund management. The sectors of the financial services industry in which the Corporation, through its subsidiaries, is involved is highly competitive, the keys to success being product, marketing and distribution, and investment performance (absolute and relative). Therefore, the Corporation's overall compensation plan is highly performance driven and is significantly affected by the Corporation's relative performance against its competition, as well as its absolute performance in terms of creating shareholder value. Because the Corporation is focused on creating wealth for its shareholders, it considers equity ownership by management to be an integral component of its reward system and therefore grants of employee stock options under the Corporation's Employee Incentive Stock Option Plan are an important element of executive compensation. The corporate performance criteria applied in determining executive compensation vary from time to time.

In April 2003, the Board of Directors, on the recommendations of the Compensation Committee, set base salaries for the fiscal year ended May 31, 2004 for Messrs. W.T. Holland ($600,000), P.W. Anderson ($400,000) and S.A. MacPhail ($400,000) (the "Executive Officers") who are named in the "Summary Compensation Table" above. In making its base salary recommendations (which were unchanged from the prior year) for the Executive Officers, the Compensation Committee adhered to the Corporation's compensation policy of setting relatively modest base salaries and rewarding performance by the payment of performance bonuses and the grant of employee stock options at or close to the end of the fiscal year. Consideration was also given to prior years' base salaries, overall contributions to the Corporation and executive compensation paid by a comparator group of corporations. Such comparator group includes the remaining two other publicly traded Canadian investment management corporations. The base salaries for Messrs. D.C. Pauli and M.J. Killeen were set in April 2003 and their fiscal 2004 bonus and stock option grants were set in April 2004 by the Chief Executive Officer of the Corporation in accordance with the Corporation's compensation procedures.

Messrs. Holland, Anderson and MacPhail are parties to employment agreements with the Corporation as described under "Employment Agreements" above.

Included in the bonuses paid to Messrs. Holland, Anderson and MacPhail in fiscal 2003 were special bonuses of $300,000, $100,000 and $100,000 respectively, paid with respect to the successful completion of the acquisitions in July 2002 of the mutual fund and segregated fund businesses of Sun Life Assurance Company of Canada and Clarica Life Insurance Company.

The Executive Officers work as an executive team led by Mr. Holland, the President and Chief Executive Officer of the Corporation. Accordingly, the Compensation Committee, in making its recommendations, applies the same considerations to Messrs. Anderson and MacPhail as it does to Mr. Holland. The Compensation Committee in making recommendations for base salaries, bonuses and stock option grants considers the individual performances and contributions of each Executive Officer and the performance of the Corporation.

By any measure, fiscal 2004 was an exceptional year for the Corporation as is reported in the 2004 annual report. The acquisitions of Synergy Asset Management Inc., Skylon and Assante were completed at attractive acquisition costs without the involvement of investment bankers. These acquisitions were immediately accretive and have enhanced the Corporation's competitive position. In the 12 months ended May 31, 2004, the share price of the Corporation's shares returned 42% outperforming the major indexes and share performance of the Corporation's major competitors. In the same period, total fee-earning assets increased from $33.1 billion on May 31, 2003 to $61.3 billion at May 31, 2004, an 85% increase. On a per share basis, EBITDA (less mutual fund redemption fees, performance fees and stock-based compensation) increased by 24%. In addition, expenses charged to the Corporation's mutual funds as a percentage of assets under management were reduced in the year, thereby providing benefits directly to the funds' unitholders.

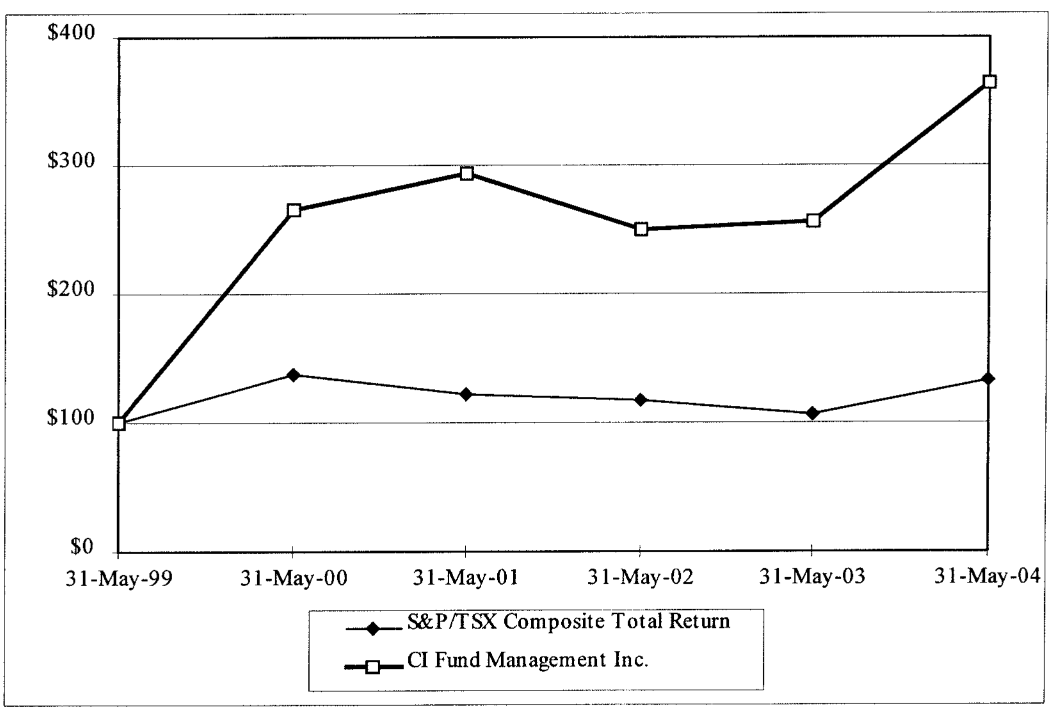
In recognition of this corporate performance and the individual contributions of the three Executive Officers in achieving that performance, the Compensation Committee awarded cash bonuses of $900,000 to Mr. Holland and $600,000 to each of Messrs. Anderson and MacPhail, and stock option grants of 353,000 options (valued at $896,620) to Mr. Holland and 185,000 options (valued at $469,900) to each of Messrs. Anderson and MacPhail. The total compensation paid to each of the Executive Officers in 2004 represents a 30% increase over 2003.

While stock options have recently been the subject of both warranted and, perhaps, unwarranted criticism, the Compensation Committee is of the opinion that, in the case of the Corporation's compensation policy that emphasizes performance, stock options used responsibly provide true incentives aligning the interests of shareholders and management. The Corporation expenses its options and, by having a cash settlement feature (which most optionees are expected to utilize), dilution is essentially eliminated.

R.M. Astley
R.D. Besse
A.W. Oughtred (Chair)
G.W. Oughtred
D.J. Riddle
As at May 31, 2004

Performance Graph

The following graph shows a comparison of the total shareholder return of an investment in common shares of the Corporation with the S&P/TSX Composite Index from June 1, 1999 to May 31, 2004. It assumes that $100 was invested in the Corporation on June 1, 1999 and that dividends were reinvested when received. The comparative index assumes the same investment in the S&P/TSX Composite Index which incorporates dividend reinvestment.



Compensation of Directors

The directors of the Corporation who are not employees of the Corporation or nominees of Sun Life were paid directors' fees of $37,500 in the aggregate for the period from June 1, 2003 to August 31, 2003. Sun Life was paid an aggregate of $18,750 for the services of its two nominees as directors for the same period.

Effective September 1, 2003, directors' compensation was adjusted to discontinue the grant of stock options to directors and to provide for annual directors' fees for each of the directors who are not employees of the Corporation or nominees of Sun Life of $60,000 per annum payable in quarterly instalments of $7,500 in cash and by the issue of $7,500 worth of common shares of the Corporation. In each quarter, the number of shares to be issued is determined by dividing $7,500 by the current market price of the Corporation's common shares. In the case of the Sun Life nominees, $120,000 per annum is paid to Sun Life for the services of the Sun Life nominees as directors. From September 1, 2003 to May 31, 2004, $270,000 was paid by the Corporation in directors' compensation in cash and common shares. See "Directors' Compensation Shares" above for further information.

Mr. G.R. Chang, as non-executive Chairman of the Board, received a fee for the year ended May 31, 2004 in the amount of $250,000, payable quarterly.

Directors' and Officers' Liability Insurance and Indemnification

The Corporation has purchased directors' and officers' liability insurance for the benefit of the directors and officers of the Corporation and its subsidiaries. The policy has an aggregate limit of $20 million per policy year. An annual premium of $339,000 was paid by the Corporation for the insurance for the most recent policy year which began on May 15, 2004. No part of this premium was paid by the directors or officers of the Corporation. Any deductible payable by any director or officer making a claim under the policy and a $250,000 deductible is also payable by the Corporation.

The Corporation will indemnify directors and officers in accordance with its specific indemnification agreements and to the maximum extent permitted under applicable law.

Indebtedness of Directors and Executive Officers

The following table summarizes the aggregate indebtedness to the Corporation and its subsidiaries, as at September 30, 2004, of all executive officers, directors, employees and former executive officers, directors and employees of the Corporation or any of its subsidiaries:

Aggregate Indebtedness	
Purpose	**To the Corporation or its Subsidiaries**
Share Purchases	$6,528,245
Other	--

The Corporation maintains an Employee Share Purchase Loan Program (the "Program") pursuant to which the Corporation lends money to qualified key employees to purchase common shares of the Corporation in the market. The Program is designed to encourage long term equity investment by such employees. Loans are made for one year terms, renewable at the option of the Corporation for up to four additional one year terms, and bear interest at prescribed rates. Interest payments are made out of participants' salaries, and principal payments are generally made from the proceeds of any sale of such shares. Unsold shares are held by the Corporation as security against repayment of the loans. To the extent that the value of the shares held as collateral falls below the amount of the loan, the participant must post additional security or repay the loan. Eligibility for participation in the Program is determined by the Chief Executive Officer and Chief Financial Officer of the Corporation. Loans are made based on the Corporation's assessment of the financial ability of qualified participants to repay the loans and each participant must agree that his or her loan is to be repaid in accordance with its terms without exception.

Effective September 30, 2003, the Program was revised to provide that no further loans will be made to the senior executive officers of the Corporation. Messrs. MacPhail and Anderson fully repaid their outstanding loans during fiscal 2004 in accordance with the Program. The following table summarizes the indebtedness to the Corporation of each other participant under the Program who is, or during the last fiscal year was, a director or executive officer of the Corporation:

Indebtedness of Directors and Executive Officers Under Share Purchase Program						
Name and Principal Position	**Involvement of the Corporation**	**Largest Amount Outstanding During the Last Fiscal Year ($)**	**Amount Outstanding as at Sep. 30, 2004 ($)**	**Assisted Securities Purchased During the Last Fiscal Year (#)**	**Security for Indebtedness (# of shares)**	**Value of Security as at Sep. 30, 2004 ($)**
David C. Pauli Executive Vice-President, Fund Operations, CI Mutual Funds Inc.	Lender	1,076,986	1,000,000	Nil	231,000	3,638,250
Michael J. Killeen Senior Vice-President, General Counsel and Corporate Secretary	Lender	470,625	298,667	Nil	40,000	630,000

The Corporation has never forgiven any amount of indebtedness under the Program. There are no other programs under which the directors or executive officers of the Corporation are or have been indebted to the Corporation or any of its subsidiaries.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Board believes that the Corporation's governance system is effective and appropriate to its circumstances. The following describes the Corporation's adherence to the corporate governance guidelines adopted by the Toronto Stock Exchange (the "TSX Guidelines"). The TSX Guidelines are intended to assist listed companies in their approach to corporate governance but do not require listed companies to comply with these guidelines.

This Statement has been approved by the Corporate Governance Committee and the Board of Directors.

Board Composition and Size

The Board of Directors is currently composed of eight members. The Board considers its size and composition on a regular basis, each of which has been determined to be appropriate in view of its responsibilities and the risks and strategic direction of the Corporation. This number of directors permits the Board to operate in an efficient and cohesive manner. The Board believes that a diversity of views and experience enhances the ability of the Board as a whole to fulfill its responsibilities to the Corporation. Directors are not required to be specialists in the business of the Corporation but rather to provide the benefit of their business experience, judgment and vision. As well, the Board believes that the interests of the Corporation are well served by the experience and expertise in the financial services industry that are brought to the Corporation by the two nominees of Sun Life.

The directors believe that six of the eight directors are currently "unrelated directors" and the remaining two (Messrs. W.T. Holland and G.R. Chang) are "related directors" within the meaning of the TSX Guidelines. Accordingly, the Board of Directors is currently constituted with a majority of individuals who qualify as "unrelated directors" within the meaning of the TSX Guidelines. Further information about each director is found on pages 4-5 of this circular.

In this Statement, the term "unrelated director" has the meaning given to it in the TSX Guidelines - a director who is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the directors' ability to act with a view to the best interests of the Corporation, other than interests arising from shareholdings.

Mandate of the Board

The mandate of the Board of Directors is to supervise the management of the business and affairs of the Corporation acting in the best interests of the Corporation. In addition to dealing with and approving major transactions and matters legally requiring Board involvement, the Board is consulted regularly by senior management on significant business developments in the affairs of the Corporation and its subsidiaries. In view of its current structure, the Board is of the view that there is no present need for specific written mandates for the roles of the Board or the Chief Executive Officer. In fulfilling its mandate, the Board's responsibilities include:

- monitoring and overseeing the Corporation's strategic planning
- monitoring the performance of the Corporation's business, evaluating associated opportunities and risks, and controlling risk
- monitoring systems for audit, internal control and information management systems
- monitoring the performance of senior management, including the Chief Executive Officer
- succession planning for senior management and directors
- remuneration of the executive officers and reviewing general compensation policy for the Corporation and its subsidiaries
- corporate governance including composition and effectiveness of the Board, selection of Board nominees and ensuring the independence of the Board.

The Board has delegated certain responsibilities to its committees and requires that each of them perform certain advisory functions and make recommendations to the Board in accordance with written mandates. See "Committees" below. Four quarterly meetings of the Board are scheduled for each fiscal year, and special meetings are called as necessary. The frequency of meetings and the nature of agenda items depend on the state of the Corporation's affairs and particular opportunities or risks that the Corporation faces.

Independence From Management

The Board of Directors believes that the fact that six of the eight directors of the Corporation are "unrelated directors" under the TSX Guidelines is an important factor in assuring the ability of the Board to act independently of management. In addition, the Corporation does not have a "significant shareholder" within the meaning of the TSX Guidelines (that is, a shareholder with the ability to exercise the majority of the votes for the election of the directors attached to the outstanding common shares of the Corporation). As Lead Director of the Board since 1999, Mr. Besse, an unrelated director, is responsible for ensuring that the Board of Directors properly discharges its responsibilities and maintains its independence from management. Mr. Besse, as Lead Director, is responsible for chairing all Board meetings. The Corporation has split the offices of chairman and chief executive officer. In fiscal 2003, Mr. Chang, the Chairman of the Board, ceased to be a full-time employee of the Corporation and to be involved in the day to day management of the Corporation.

Multilateral Instrument 52-110 of the Canadian Securities Administrators (the "Instrument") which will apply to the Corporation commencing in November 2004 requires that the Corporation's Audit Committee be composed of at least three directors each of whom must be "independent" of the Corporation. The Instrument provides that an audit committee member is independent if the member has no direct or indirect material relationship with the Corporation. A material relationship means a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of the member's independent judgement.

The Board of Directors has determined that each of the members of the Audit Committee is independent. Mr. P.W. Derksen, the Chairman of the Audit Committee, is the Executive Vice-President and Chief Financial Officer of Sun Life Financial Inc., the parent corporation of Sun Life Assurance Company of Canada ("Sun Life") the owner of 33.9% of the Corporation's issued shares. Sun Life, the Corporation, G. Raymond Chang Ltd. and Messrs. G.R. Chang and W.T. Holland are parties to a shareholders' agreement dated July 25, 2002 under which Sun Life has the right to nominate two individuals for election as members of the Board of Directors and Messrs. Chang and Holland have agreed to vote in favour of these nominees. Mr. Derksen is one of the Sun Life nominees and Mr. C. James Prieur is the other. Sun Life does not control the Corporation. While Messrs. Derksen and Prieur are nominees of Sun Life, as directors of the Corporation, their obligations are to act in the best interests of the Corporation. At their request, Messrs. Derksen and Prieur do not receive directors' compensation and, as stated under "Compensation of Directors" above, Sun Life is paid an annual amount of $60,000 for the services of each of Messrs. Derksen and Prieur as directors being the equivalent of the directors' compensation paid to the Corporation's unrelated directors. Messrs. Derksen and Prieur have no other relationships with the Corporation or its affiliates. Accordingly, the Board of Directors (other than Messrs. Derksen and Prieur) has determined that neither Mr. Derksen nor Mr. Prieur, as an individual, has a material relationship with the Corporation which could reasonably interfere with the exercise of his independent judgement. If matters arise between the Corporation and Sun Life and its affiliates, Messrs. Derksen and Prieur would be required to declare their interests, refrain from voting and, if necessary, not participate in any directors' meeting or any portion of a directors' meeting dealing with such issues.

As part of each regular Board meeting, the unrelated directors meet alone in the absence of management to independently assess the performance of senior management and to discuss issues involving the Corporation.

Committees

There are currently three standing committees of the Board - the Audit Committee, the Compensation Committee and the Corporate Governance Committee. The Board has delegated certain authority and responsibilities to each of these committees and has mandated that each of them perform certain advisory functions and make recommendations to the Board. Each committee has a written mandate, copies of which are contained in Appendices "A" to "C" in the 2004 Annual Information Form of the Corporation available on SEDAR at www.sedar.com. Each committee is required to reassess its charter at least annually and report to the Board thereon.

The Audit Committee is currently composed of four unrelated and independent directors: Messrs. P.W. Derksen (Chair), R.D. Besse, G.W. Oughtred and D.J. Riddle. The committee is responsible for reviewing quarterly financial statements, annual financial statements and other financial disclosure documents prior to their approval by the full Board of Directors. The committee is also responsible for making recommendations to the Board regarding the appointment and compensation of the external auditors, reviewing the Corporation's financial reporting process, internal controls and the performance of the Corporation's external auditors, and approving non-audit services by the external auditors. The external auditors report directly to the committee. The committee has direct access to management and to the Corporation's external auditors in order to review specific issues, and meets quarterly with the auditors without management present. The members of the Audit Committee during fiscal 2004 were R.D. Besse, P.W. Derksen, A.W. Oughtred, G.W. Oughtred and D.J. Riddle (Chair). Additional information regarding the Audit Committee, including its written charter, composition, and the relevant education and experience of its members, is contained under the heading "Audit Committee Information" in the Corporation's 2004 Annual Information Form.

The Compensation Committee is currently composed of four unrelated directors: Messrs. C. James Prieur (Chair), A.W. Oughtred, G.W. Oughtred and D.J. Riddle. The committee is responsible for making recommendations to the Board regarding the remuneration of the executive officers and the directors of the Corporation, reviewing the design and competitiveness of the Corporation's overall compensation plan, monitoring the Employee Incentive Stock Option Plan, and reviewing the Corporation's succession planning for the Chief Executive Officer and other executive officers. The members of the Compensation Committee during fiscal 2004 were Messrs. R.M. Astley, R.D. Besse, A.W. Oughtred (Chair), G.W. Oughtred and D.J. Riddle.

The Corporate Governance Committee is currently composed of four unrelated directors: Messrs. A.W. Oughtred (Chair), R.D. Besse, C. James Prieur and D.J. Riddle. The committee is responsible for developing the Corporation's approach to corporate governance issues, ensuring the Board functions independently of management, assessing the effectiveness of the Board as a whole and its committees and the contribution and performance of each incumbent director, and making recommendations to the Board on the size and composition of the Board, director succession planning and recruitment of new candidates, and the orientation and education of the directors. The members of the Corporate Governance Committee during fiscal 2004 were Messrs. R.D. Besse (Chair), R.M. Astley, P.W. Derksen, A.W. Oughtred, G.W. Oughtred and D.J. Riddle.

Board, Committee and Director Assessment

The Corporate Governance Committee is responsible for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution and performance of each director. Effective September 1, 2003, the Corporation Governance Committee formalized the Corporation's assessment procedures. Prior to each fiscal year end, each director is required to complete an evaluation of the Board as a whole, each Board committee, the contribution of each director, and the Lead Director. The Lead Director annually is required to conduct informal interviews and meetings with each director to review the results of the directors' assessments and other pertinent matters with respect to the Board and the contribution and performance of the individual director. The Chairman of the Board reviews the Lead Director assessments and is required to review the results with the Lead Director. The Chairman and the Lead Director are required to report their findings to the full Board. For fiscal 2004, such assessments were completed in May 2004. In view of these assessment procedures, the Board is of the view that there is no present need for written position descriptions for the roles of chairman, committee chairman, or director.

Orientation and Education

The Corporation provides an orientation program for newly elected directors and provides information for all directors on the activities of the Corporation and its subsidiaries on an ongoing basis. Directors are offered the opportunity on a regular basis, and new directors are required, to tour the Corporation's head office operations and to meet and make inquiries of CI's senior managers. Regular communications between senior management, in particular the Chief Executive Officer, and the current directors also assists in the ongoing education of the directors.

Directors' Compensation

The Board of Directors, acting on the recommendations of the Compensation Committee, reviews the adequacy and form of the directors' compensation annually and ensures that it reflects the workload, responsibilities and risks of the directors. The Board has determined that the current policy and the level of compensation set out under "Compensation of Directors" above are appropriate.

Retention of Outside Advisors

The Board of Directors or any committee thereof is authorized to, subject to prior consultation with the Chief Executive Officer or the Chief Financial Officer (except in unusual circumstances), engage independent counsel and other advisors it determines necessary to carry out its duties and responsibilities, and set and require the Corporation to pay the compensation and charged expenses for any such advisors.

Board and Committee Meetings and Attendance

The information below reflects meetings of the Board of Directors and its committees, together with meeting attendance by each director, for the year ended May 31, 2004.

Board and Committee Meetings Held	
Board of Directors	8
Audit Committee	4
Compensation Committee	2
Corporate Governance Committee	3

Name	Board Meetings Attended	Committee Meetings Attended
Robert M. Astley	8 of 8	5 of 5
Ronald D. Besse	8 of 8	9 of 9
G. Raymond Chang	7 of 8	N/A
Paul W. Derksen	8 of 8	7 of 7
William T. Holland	8 of 8	N/A
A. Winn Oughtred	8 of 8	8 of 8
George W. Oughtred	7 of 8	8 of 9
David J. Riddle	8 of 8	9 of 9

Shareholder Relations and Communications

The Board approves all of the Corporation's major communications, including annual and quarterly reports, circulars, and financial press releases. The Corporation communicates with its shareholders through a number of channels including its website, www.cifunds.com. Shareholders can provide feedback to the Corporation in a variety of ways, including by sending an e-mail to investorrelations@cifunds.com or calling a toll-free telephone number.

The Executive Vice-President, Chief Operating Officer and Chief Financial Officer of the Corporation is responsible for receiving and addressing shareholder inquiries and concerns and referring shareholder issues to the Chief Executive Officer and, where appropriate, to the Board. The Corporation's policy is that management seek to respond to shareholder's questions and concerns on a prompt basis, subject to limitations imposed by law and by the confidentiality of certain information.

Expectations of Management

The Board expects management to perform its duties in an efficient, professional and ethical manner in the best interests of the Corporation and its shareholders. In fiscal 2005, the Board expects to adopt a written code of business conduct and ethics for the directors, officers and employees to supplement the policies, procedures and codes currently in place at the Corporation's subsidiaries.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Under a shareholders' agreement between Sun Life Assurance Company of Canada ("Sun Life"), the Corporation, W.T. Holland, G.R. Chang and G. Raymond Chang Ltd. dated July 25, 2002, Sun Life has a pre-emptive right (the "Pre-emptive Right"), whereby if the Corporation issues any additional common shares (other than pursuant to the exercise of options), Sun Life has the right to acquire such number of common shares as would permit it to maintain its share ownership at the level it was at immediately prior to the issuance of such additional shares. Under the following transactions made by the Corporation during fiscal 2004, Sun Life exercised the Pre-emptive Right, as noted below.

Assante Corporation

On November 14, 2003, the Corporation acquired Assante Corporation's Canadian operations for $846 million in cash and common shares based on the August 21, 2003 closing price of $13.40 per common share. On closing, the Corporation issued approximately 38.9 million common shares and paid approximately $310 million in cash. Sun Life supported the transaction by purchasing approximately 19.8 million common shares for $254.5 million, thereby maintaining its ownership interest in the Corporation at 34%.

Synergy Asset Management Inc.

On October 6, 2003, the Corporation acquired Synergy Asset Management Inc. for $116 million based on the weighted average price per common share at the time of the announcement of the acquisition of $13.40. On closing, the Corporation issued approximately 1.66 million common shares and paid approximately $94.3 million in cash. Sun Life supported the transaction by purchasing approximately 0.86 million common shares for approximately $10.8 million, thereby maintaining its ownership interest in the Corporation at 34%.

NORMAL COURSE ISSUER BID

Effective May 25, 2004, the Toronto Stock Exchange accepted the Corporation's notice of intention to make a normal course issuer bid (the "Notice") through the facilities of the TSX commencing May 27, 2004. The Corporation may purchase for cancellation up to 14,759,576 of its common shares at the prevailing market price. Purchases under the bid will terminate no later than May 26, 2005. As of September 30, 2004, the Corporation has not acquired any common shares under the bid. Shareholders may obtain a copy of the Notice, without charge, by contacting the Corporate Secretary of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com and on the Corporation's website at www.cifunds.com under the "Corporate" section. Detailed financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis ("MD&A") for its most recently completed financial year.

Shareholders may request copies of the Corporation's financial statements, MD&A, Annual Information Form and Annual Report for the most recent fiscal year upon request to the Corporate Secretary of the Corporation at the head office of the Corporation, or obtain them on the Corporation's website at www.cifunds.com.

OTHER BUSINESS

Management of the Corporation knows of no matter to come before the Meeting other than the matters referred to in the accompanying notice of the Meeting.

DIRECTORS' APPROVAL

The contents and sending of this circular have been approved by the Board of Directors of the Corporation.

Toronto, Ontario
September 30, 2004

By Order of the Board,

M Killeen

MICHAEL J. KILLEEN
Senior Vice-President,
General Counsel and Corporate Secretary

SCHEDULE "A"

CI FUND MANAGEMENT INC.

SHAREHOLDERS' RESOLUTION

RESOLVED THAT the resolution passed by the Board of Directors of the Corporation on September 15, 2004 reserving up to 40,000 of the Corporation's unissued common shares for issue to directors of the Corporation as directors' compensation and providing for the issue of such shares to the directors as directors' compensation, all as described in the Corporation's management information circular dated September 30, 2004, be and it is hereby confirmed.

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