SHORT FORM PROSPECTUS DATED DECEMBER 20, 1999

THIS SHORT FORM PROSPECTUS HAS BEEN FILED UNDER PROCEDURES IN EACH OF THE PROVINCES OF CANADA WHICH PERMIT CERTAIN INFORMATION WITH RESPECT TO THESE SECURITIES TO BE DETERMINED AFTER THIS SHORT FORM PROSPECTUS HAS BECOME FINAL AND PERMIT THE OMISSION FROM THIS SHORT FORM PROSPECTUS OF SUCH INFORMATION. SUCH PROCEDURES REQUIRE THE DELIVERY TO PURCHASERS OF A PROSPECTUS OR A PROSPECTUS SUPPLEMENT CONTAINING THIS OMITTED INFORMATION WITHIN A SPECIFIED TIME AFTER AGREEING TO PURCHASE ANY OF THE SECURITIES.

This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities commission or any similar authority in Canada or the United States has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence. Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada (the permanent information record in Quebec). Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of Clearnet Communications Inc., 200 Consilium Place, Scarborough, Ontario (telephone (416) 279-2000). For the purpose of the Province of Quebec, this prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the Secretary of the Company at the above-mentioned address and telephone number.

New Issue and Secondary Offering

clearNET

CLEARNET COMMUNICATIONS INC.

10,217,300 Class A Non-Voting Shares

Clearnet Communications Inc. ("Clearnet" or the "Company") may offer and issue up to 10,000,000 class A non-voting shares ("Class A Non-Voting Shares"), and Lenbrook Inc. and certain of its affiliates (the "Selling Shareholders") may offer and sell up to 217,300 Class A Non-Voting Shares, in each case from time to time during the two-year period that this Prospectus, including any amendments hereto, is valid in amounts, at prices and on terms to be determined based on market conditions at the time of the sale. No portion of the proceeds of sales by the Selling Shareholders will be received by the Company. The outstanding Class A Non-Voting Shares are listed on The Toronto Stock Exchange and are quoted on the Nasdaq National Market. On December 9, 1999 the last reported sale price of the Class A Non-Voting Shares on The Toronto Stock Exchange was $41.25 and on the Nasdaq National Market was US$28.06. **An investment in Class A Non-Voting Shares bears certain risks that should be carefully reviewed and examined by all prospective investors before purchasing the such shares. See "Risk Factors" on page 6.**

A prospectus supplement (a "Prospectus Supplement") with respect to a particular offering of Class A Non-Voting Shares will set forth the terms of each offering, including without limitation, the vendor and the price.

The Company and the Selling Shareholders may offer and issue or sell, as the case may be, Class A Non-Voting Shares to or through underwriters or dealers, and also may offer and sell Class A Non-Voting Shares, directly to other purchasers or through agents. See *"Plan of Distribution"*. A Prospectus Supplement relating to each issue or sale of Class A Non-Voting Shares offered thereby will set forth the names of any underwriters, dealers or agents involved in the issue or sale, the amounts, if any, to be purchased by underwriters and the compensation of any such underwriters, dealers or agents. Any offering hereunder is subject to the affirmative opinion as to certain legal matters on behalf of the Company by Blake, Cassels & Graydon, Toronto, Ontario and by Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York.

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Unless the context otherwise indicates, references in this Prospectus to "Clearnet" or the "Company" are references to Clearnet Communications Inc., its consolidated subsidiaries and predecessor companies.

A number of the matters discussed herein that are not historical or current facts deal with potential future circumstances and developments. The discussion of such matters is qualified by the inherent risks and uncertainties surrounding future expectations generally, and also may materially differ from Clearnet's actual future experience involving any one or more of such matters. The operation and risks of Clearnet's wireless communications businesses may be subject to risks and uncertainties including, but not limited to, the ability to achieve market penetration and average subscriber revenue levels sufficient to provide financial viability to the personal communications services ("PCS") and Mike™ operations and general economic conditions in the geographical areas and market segments that Clearnet is targeting for its PCS and Mike™ operations. See "Risk Factors".

DOCUMENTS INCORPORATED BY REFERENCE

The following documents of the Company, filed with the securities commissions or similar regulatory authorities in each of the provinces of Canada, are specifically incorporated by reference into and form an integral part of this Prospectus:

(a) the audited consolidated comparative financial statements as at December 31, 1998 and 1997 and for the years ended December 31, 1998, 1997 and 1996 and the report of the auditors thereon contained in the Company's Annual Report to Shareholders for the year ended December 31, 1998 (the "Consolidated Financial Statements");

(b) Management's Discussion and Analysis of financial results for the year ended December 31, 1998 contained in the Company's Annual Report to Shareholders for the year ended December 31, 1998 ("Management's Discussion and Analysis");

(c) the Management Proxy Circular dated as of March 17, 1999 except the sections entitled "Clearnet's Approach to Corporate Governance", "Mandate and Composition of the Compensation Committee" and "Shareholder Return Performance Graph";

(d) the Renewal Annual Information Form of the Company dated May 15, 1999; and

(e) the Reports to Shareholders for the First, Second and Third Quarters of 1999 consisting of the interim unaudited consolidated comparative financial statements as at and for the periods ended March 31, 1999, June 30, 1999 and September 30, 1999.

Any documents of the types referred to above and any material change reports (excluding confidential reports) filed by the Company pursuant to the requirements of applicable securities legislation after the date of this Prospectus and prior to the termination of the offering of Class A Non-Voting Shares under this Prospectus shall be deemed to be incorporated by reference into this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document which it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, the untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

A Prospectus Supplement containing the specific terms of an offering of Class A Non-Voting Shares, updated disclosure, and other information relating to the Class A Non-Voting Shares will be delivered to prospective purchasers of such Class A Non-Voting Shares, together with this Prospectus and will be deemed to be incorporated into this Prospectus as of the date of such Prospectus Supplement only for the purpose of the offering of the Class A Non-Voting Shares covered by that Prospectus Supplement.

Upon a new annual information form and the related annual financial statements being filed by the Company, with, and, where required, accepted by, the applicable securities regulatory authorities during the currency of this Prospectus, the previous annual information form, the previous annual financial statements and all quarterly financial statements, material change reports and information circulars filed prior to the commencement of the Company's financial year in which the new annual information form is filed shall be deemed no longer to be incorporated into this Prospectus for purposes of further offers and sales of Class A Non-Voting Shares hereunder.

CERTAIN AVAILABLE INFORMATION

The Company has filed with the Securities and Exchange Commission (the "Commission") under the *Securities Act of 1933*, as amended (the "Securities Act"), a Registration Statement on Form F-10 relating to the Class A Non-Voting Shares and of which a version of this Prospectus forms a part. This Prospectus does not contain all of the information set forth in such Registration Statement, to which reference is made for further information.

The Company is subject to the informational requirements of the *Securities Exchange Act of 1934*, as amended (the "Exchange Act") and in accordance therewith files reports and other information with the Commission. Under a multijurisdictional disclosure system adopted by the United States, such reports and other information may be prepared in accordance with the disclosure requirements of Canada, which requirements are different from those of the United States. Such reports and other information concerning the Company can be inspected and copied at the public reference facilities maintained by the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20459; Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661; and 7 World Trade Center, 13th Floor, New York, New York 10048. Copies of the material can also be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C., 20549, at prescribed rates.

EXCHANGE RATE DATA

The following table sets forth certain exchange rates based on the noon buying rate in The City of New York for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York (the "Noon Buying Rate"). Such rates are set forth as United States dollars per Cdn$1.00 and are the inverse of rates quoted by the Federal Reserve Bank of New York for Canadian dollars per US$1.00. On December 9, 1999, the inverse of the Noon Buying Rate was Cdn$1.00 equals US$0.6782.

	Year Ended December 31					Nine Months Ended September 30,	Nine Months Ended September 30,
	1994	1995	1996	1997	1998	1998	1999
Exchange rate at end of period	0.7128	0.7323	0.7301	0.6997	0.6504	0.6652	0.6815
Average exchange rate during period(1)	0.7300	0.7305	0.7330	0.7223	0.6743	0.6783	0.6723
Highest exchange rate during period	0.7631	0.7527	0.7513	0.7493	0.7105	0.7105	0.6916
Lowest exchange rate during period	0.7103	0.7023	0.7235	0.6945	0.6341	0.6341	0.6462

(1) The average of the exchange rates on the last day of each month during the applicable period.

EXCEPT AS OTHERWISE INDICATED, ALL DOLLAR AMOUNTS ARE EXPRESSED IN CANADIAN DOLLARS AND REFERENCES TO "CDN$" OR "$" ARE TO CANADIAN DOLLARS.

CLEARNET COMMUNICATIONS INC.

Clearnet Communications Inc. is a holding company which was continued under the *Canada Business Corporations Act* on October 20, 1994. The Company has two wholly-owned subsidiaries, Clearnet Inc. and Clearnet PCS Inc., both of which exist under the *Canada Business Corporations Act*. The registered head office of each company is located at 200 Consilium Place, Scarborough, Ontario, Canada and Clearnet's telephone number is (416) 279-2000.

Clearnet Inc. owns and operates a digital wireless business communications service under the Mike trade mark, an analogue dispatch Specialized Mobile Radio ("SMR") service and a multi-location mobile communications sales and service dealership division.

Clearnet PCS Inc. owns and operates a PCS network in 18 metropolitan areas in Canada including Halifax, Quebec City, Montreal, Toronto, Ottawa-Hull, Calgary, Edmonton, Vancouver and Victoria and will continue to build out its network into certain additional Canadian urban centres over the next few years. Clearnet PCS Inc. holds one of two national 30 MHz licences in the 1.9 GHz band and is one of four licensees in that band.

SELLING SHAREHOLDERS

Lenbrook Inc. ("Lenbrook") is a private company which, as at December 8, 1999, owned directly and indirectly 242,860,700 class B voting shares of the Company ("Class B Shares") representing approximately 62% of the outstanding voting shares of the Company. These Class B Shares are convertible on a 100 for 1 basis into 2,428,607 Class A Non-Voting Shares. Lenbrook intends to convert up to 18,643,300 Class B Shares into Class A Non-Voting Shares and offer them, directly, or through wholly-owned subsidiaries, to the public under this Prospectus. Shobrook Inc. ("Shobrook"), an affiliate of Lenbrook holds 3,086,700 Class B Shares which it intends to convert into Class A Non-Voting Shares and offer to the public under this Prospectus. David S. Simmonds, a director of Clearnet, and his family are the direct or indirect beneficial owners of and exercise control and direction of the outstanding shares of Lenbrook and Shobrook. If Lenbrook converts Class B Shares and sells 186,433 Class A Non-Voting Shares hereunder, its voting interest in Clearnet will be reduced to approximately 60%.

SHARE CAPITAL OF CLEARNET

Clearnet's capital structure and the corporate governance provisions applicable to Clearnet have been designed to comply with the Canadian ownership and control requirements of the *Telecommunications Act* and the regulations thereunder. The authorized capital of Clearnet consists of an unlimited number of Class A Non-Voting Shares, 1,851,376,400 Class B Shares, 18,513,764 Class C subordinate voting shares (the "Class C Shares"), 18,513,764 Class D subordinate voting shares (the "Class D Shares") and an unlimited number of preference shares. As at December 8, 1999, there were the equivalent of 57,749,391 Class A Non-Voting Shares issued and outstanding (assuming conversion of all other outstanding classes of shares into Class A Non-Voting Shares but not the exercise of the Company's remaining outstanding warrants issued December 11, 1995 (exercisable at a price per warrant of US$16.36, subject to adjustment in certain circumstances, until September 15, 2005) or the exercise of outstanding options), comprised of 40,067,381 Class A Non-Voting Shares issued and outstanding, 3,798,677 Class A Non-Voting Shares issuable on conversion of the 379,867,712 Class B Shares issued and outstanding, 6,092,591 Class A Non-Voting Shares issuable on conversion of the 6,092,591 Class C Shares issued and outstanding and 7,790,741 Class A Non-Voting Shares issuable on conversion of the 7,790,741 Class D Shares issued and outstanding. As at December 8, 1999, there were no preference shares issued and outstanding.

The Class C Shares and Class D Shares are convertible into Class A Non-Voting Shares on a 1:1 basis and share *pro rata* with the Class A Non-Voting Shares on any dividend or distribution. One hundred Class B Shares are convertible into one Class A Non-Voting Share. Each Class B Share is entitled to 1/100th of the entitlement of the Class A Non-Voting Shares, Class C Shares and Class D Shares on any dividend or distribution by Clearnet. Each Class B Share, Class C Share and Class D Share has attached to it one vote; however, the Class B Shares carry a disproportionately higher vote per equivalent equity interest. The holders of Class B Shares, Class C Shares and Class D Shares, voting separately as classes, are entitled to elect a specified number of directors per class, subject to adjustment based on changes in relative equity interest, and certain of such holders have certain anti-dilutive rights. Each Class C Share and Class D Share is also convertible into 100 Class B Shares unless such conversion affects the Company's eligibility under Canadian telecommunications legislation.

Constrained Share Provisions

Clearnet may constrain or restrict the issue, transfer and ownership of voting shares, if necessary to ensure that Clearnet Inc. and Clearnet PCS Inc. remain qualified to hold licences under legislation such as the *Telecommunications Act* (Canada) and the *Radiocommunication Act* (Canada).

Take-Over Bid Provisions

Under applicable Canadian law, an offer to purchase shares of any class of shares of Clearnet would not necessarily require that an offer be made to purchase shares of the other classes of shares. An agreement has been entered into among the holder of the Class C Shares, the holder of the Class D Shares and the principal holders of the Class B Shares, Clearnet and a trustee on behalf of all shareholders, in order to ensure that the holders of any one class of shares will not sell their shares in certain take-over bid transactions unless a substantially similar offer is made to holders of the Class A Non-Voting Shares. The proposed sales by Lenbrook and Shobrook described above will not trigger such an offer.

General

Clearnet does not anticipate declaring or paying cash dividends in the foreseeable future, but intends to retain future earnings for reinvestment in its business and repayment of indebtedness.

The Class A Non-Voting Shares are quoted on the Nasdaq National Market under the symbol "CLNTF" and are posted on The Toronto Stock Exchange under the symbol "NET.A".

MATERIAL CHANGES IN SHARE AND LOAN CAPITAL STRUCTURE

The following material changes to the Company's share and loan capital have occurred subsequent to December 31, 1998:

- On February 15, 1999, Clearnet issued and sold $169,000,000 aggregate principal amount of 10.75% Senior Discount Notes due 2009 at a discount providing gross proceeds of approximately $100,146,020. Net proceeds to the Company were approximately $97,392,004 before deducting expenses related to the offering.

- On April 22, 1999, Clearnet entered into an amended credit facility with a syndicate of Canadian chartered banks (the "Mike Credit Facility"), and increased the availability thereunder to $350 million.

- On April 27, 1999, Clearnet issued and sold US$420,000,000 aggregate principal amount of 10.125% Senior Discount Notes due 2009 at a discount providing gross proceeds of approximately US$256,032,000. Net proceeds to the Company were approximately US$249,311,160. Clearnet entered into cross currency swap agreements which effectively convert the principal repayment and interest obligations to Canadian dollar requirements with an effective interest rate of approximately 9.9%. The obligations under the swap agreements are secured by charges over all of the assets of Clearnet's wholly-owned subsidiary, Clearnet Inc. and certain collateral provided by Clearnet. Approximately US$26 million of the proceeds were used to purchase approximately US$28 million aggregate principal amount of 14.75% Senior Discount Notes due 2005.

- On September 30, 1999, the company entered into a letter agreement with Lucent Technologies Inc. ("Lucent") to increase availability under a credit facility provided by Lucent for the purchase of PCS infrastructure and services from $475 million to $675 million.

- On December 2, 1999, the Company issued and sold 3,000,000 Class A Non-Voting Shares at a price of $40.00 per share providing gross proceeds of $120,000,000. Net proceeds to the Company were approximately $115,200,000 before deducting expenses related to the offering.

SUMMARY CHARACTERISTICS AND OWNERSHIP OF SHARES

The following chart summarizes the characteristics and ownership of each class of equity shares ("Equity Shares") of Clearnet as of December 8, 1999:

Class	Holders	Number of shares outstanding (1)	Equivalent Number of Class A Non-Voting Shares	% Equity interest	% Voting interest	Relative equity interest per share	Votes per share	Directors that each class elects
Class A Non-Voting Shares	Public/Others(2)	40,067,381	40,067,381	69.4	None	1	None	None
Class B Shares	Lenbrook	242,860,700	2,428,607	4.2	61.7	1/100	1	9
	Shobrook	3,086,700	30,867	0.05	0.8	1/100	1	-
	Others	133,920,312	1,339,203	2.3	34.0	1/100	1	-
Class C Shares	Motorola	6,092,591	6,092,591	10.6	1.6	1	1	1
Class D Shares	Nextel	7,790,741	7,790,741	13.5	2.0	1	1	1

(1) Does not include 4,078,437 Class A Non-Voting Shares issuable pursuant to outstanding options granted to officers, directors and employees. Also does not include 1,103,289 Class A Non-Voting Shares issuable on exercise of outstanding warrants at US$16.36 (subject to adjustment in certain circumstances) per warrant issued as part of the Company's December 1995 unit offering.

(2) Includes shares held by Madison Dearborn Capital Partners, L.P., Motorola Canada Limited ("Motorola") and Nextel International, Inc. ("Nextel").

RISK FACTORS

Prospective investors in the Class A Non-Voting Shares should consider carefully the matters set forth in the section entitled "Operating Risks and Uncertainties" in Management's Discussion and Analysis as updated in the

Company's Renewal Annual Information Form as at May 15, 1999 incorporated herein by reference and in all material change reports since then.

USE OF PROCEEDS

Except as may be otherwise set forth in a Prospectus Supplement, the net proceeds from the issue of the Class A Non-Voting Shares will be added to the general funds of Clearnet to be used to fund capital expenditures and for other general corporate purposes. Each Prospectus Supplement will contain specific information concerning the use of proceeds from each issue of Class A Non-Voting Shares.

PLAN OF DISTRIBUTION

The Company or the Selling Shareholders may issue or sell, as the case may be, the Class A Non-Voting Shares to or through underwriters or dealers, and also may issue or sell Class A Non-Voting Shares to one or more other purchasers directly or through agents. Each Prospectus Supplement will set forth the terms of an offering, including the vendors, the name or names of any underwriters or agents, the purchase price or prices of the Class A Non-Voting Shares and the proceeds to the Company or the Selling Shareholder, as applicable from the issue or sale of the Class A Non-Voting Shares. No portion of the proceeds of sales by Selling Shareholders will be received by the Company.

Issues or sales of Class A Non-Voting Shares offered pursuant to any Prospectus Supplement may be effected from time to time in one or more transactions on The Toronto Stock Exchange or, in appropriate circumstances, on the Nasdaq National Market, or in negotiated transactions or any combination of such methods of sale, at market prices prevailing at the time of sale, at prices related to such prevailing market prices, or at other negotiated prices.

Underwriters, dealers and agents who participate in the distribution of the Class A Non-Voting Shares may be entitled under agreements to be entered into with the Company or the Selling Shareholders to indemnification by the Company or the Selling Shareholders against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Such underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for, the Company or the Selling Shareholders in the ordinary course of business.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Ernst & Young LLP, Chartered Accountants, 222 Bay Street, Toronto, Ontario, Canada, M5K 1J7.

The transfer agent and registrar for the Class A Non-Voting Shares is Montreal Trust Company of Canada, at its principal offices in Vancouver, Calgary, Winnipeg, Toronto and Montréal and the Bank of Nova Scotia Trust Company of New York at its principal office in New York.

LEGAL MATTERS

Certain legal matters in connection with any offering hereunder will be passed upon by Blake, Cassels & Graydon, Toronto, Ontario and by Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York for the Company. The partners and associates of such firms as a group beneficially own, directly or indirectly, less than one percent of the outstanding securities of the Company.

DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT

The following documents have been or will be filed with the Commission as part of the Registration Statement of which a version of this Prospectus forms a part: the documents referred to in "Documents Incorporated by Reference"; resolutions of the Board of Directors of the Company; the consent of Ernst & Young LLP; and certain powers of attorney.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages where the prospectus or any amendment contains a misrepresentation or is not delivered to the purchaser, but such remedies must be exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser. Rights and remedies also may be available to purchasers under U.S. law; purchasers may wish to consult with a U.S. lawyer for particulars of these rights.

CERTIFICATE OF CLEARNET COMMUNICATIONS INC.

Dated: December 20, 1999

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities laws of all provinces of Canada and for the purposes of the *Securities Act* (Québec) and regulations thereunder, this short form prospectus, as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

(Signed) GEORGE A. COPE President and Chief Executive Officer	(Signed) ROBERT G. MCFARLANE Vice President and Chief Financial Officer

On Behalf of the Board of Directors

(Signed) JOHN H. PHILLIPS Director	(Signed) WADE OOSTERMAN Director