CERTIFIED RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
CLEARNET COMMUNICATIONS INC.

“**WHEREAS:**

A. Clearnet Communications Inc. (the "Corporation") has filed an amended and restated short form shelf prospectus dated April 7, 1998 (the "Equity Shelf") with each of the provincial securities regulatory authorities in Canada and, by way of a Registration Statement on Form F-10, with the SEC qualifying the issuance by the Corporation in all of the provinces of Canada and in the United States of up to 20,000,000 Class A Non-Voting Shares in its capital (the "Shares");

B. The Corporation intends to issue and sell Shares pursuant to a prospectus supplement to the Equity Shelf, the preliminary version of which has been previously approved by the Board (the "Final Equity Prospectus Supplement");

C. The Corporation has filed a short form shelf prospectus dated April 15, 1998 (the "Debt Shelf") with each of the provincial securities regulatory authorities in Canada and, by way of Registration Statement on Form F-10, with the United States Securities and Exchange Commission (the "SEC") qualifying the issuance by the Corporation in all of the provinces of Canada and in the United States of an aggregate principal amount of up to Cdn.$2,000,000,000 of unsecured debt securities or the equivalent thereof at the date of issue in any other currency (the "Debt Securities");

D. The Board of Directors of the Corporation (the "Board") has previously approved the entry into by the Corporation of a trust indenture (the "Trust Indenture") with Montreal Trust Company of Canada (the "Trustee") providing for the issuance of the Debt Securities;

E. The Corporation intends to create and issue a series of debt securities in the form of Senior Discount Notes, due 2008 (the "Notes"), such Notes to be issued pursuant to a prospectus supplement to the Debt Shelf, the preliminary version of which has been previously approved by the Board (the "Final Debt Prospectus Supplement"); and

F. The Board has previously approved the entry into by the Corporation of a first supplemental indenture to the Trust Indenture to create and issue the Notes (the "Supplemental Indenture").

<u>I Offering of Class A Non-Voting Shares</u>

RESOLVED THAT:

1. The Corporation be and it is hereby authorized to issue up to a minimum of 7,000,000 Shares and a maximum of 12,650,000 Shares (including up to 1,650,000 Shares issuable in respect of the Over-Allotment Option granted to the Equity Underwriters) at a minimum price of $17.00 per share, such issue to be qualified for distribution to the public under its Equity Shelf.

2. The Board hereby delegates to George A. Cope and Robert G. McFarlane authority to set the specific terms of the Shares to be issued within the parameters specified in paragraph 1 and to set all other specific terms.

3. The Canadian and U.S. versions of the Final Equity Prospectus Supplement, in substantially the form of the preliminary versions thereof, be and the same are hereby approved, subject to such amendments, deletions and changes therein or thereto as may be approved by the officers signing the certificate contained in the Canadian version thereof, their signatures on such certificate to be conclusive evidence of such authorization and that the Final Equity Prospectus Supplements are hereby approved.

4. The President and Chief Executive Officer and the Vice President and Chief Financial Officer of the Corporation, together, or if one or both of them are unavailable, such other officers of the Corporation as the relevant regulatory authorities may permit, are hereby authorized to sign the Canadian version of the Final Equity Prospectus Supplement and any two directors of the Corporation, other than such officers of the Corporation, are hereby authorized to sign the Canadian version of the Final Equity Prospectus Supplement on behalf of the Board, subject to such additions, deletions and changes therein as may be consented to by such authorized officers and directors, such consent to be conclusively evidenced by their signing of the Canadian version of the Final Equity Prospectus Supplement.

5. A French language version of the Canadian Final Equity Prospectus Supplement, which version shall be in all material respects an accurate and complete translation of the English language version of the Canadian Final Equity Prospectus Supplement (as to which matter the officers and directors signing the certificate contained in the Canadian Final Equity Prospectus Supplement in the French language in accordance with this paragraph 5 shall be entitled to rely conclusively upon an opinion or opinions of experts, including Quebec counsel), be and the same is hereby approved, and the officers and directors referred to in paragraph 4 be and they are hereby authorized to sign the certificate contained in the Canadian Final Equity Prospectus Supplement in the French language and such execution to be conclusive evidence that the Canadian Final Equity Prospectus Supplement in the French language so executed is the Canadian Final Equity Prospectus Supplement in the French language authorized by this resolution.

6. Any one officer or director of the Corporation is hereby authorized to file the Final Equity Prospectus Supplements with the appropriate securities regulatory authorities in such of the Provinces of Canada which he or she considers to be appropriate and with the SEC.

7. Any officers and directors of the Corporation are hereby authorized to perform all such acts and things and sign all such documents and take all such other steps as may be necessary, as counsel of the Corporation may advise or which in the opinion of such officers and directors may be considered necessary or proper to carry out the purpose and intent of these resolutions.

II Underwriting Agreement - Equity Securities

RESOLVED THAT:

1. The Corporation be and it is hereby authorized to enter into a definitive underwriting agreement to be dated as of May 7, 1998 with the Underwriters named therein (the "Equity Underwriting Agreement"), which Agreement sets out the terms and conditions of the sale by the Corporation of the Shares, including the terms to be approved by George A. Cope and Robert G. McFarlane in connection with their determination of the terms of the Shares and the payment of an underwriting fee of not greater than 5% of the offering price of each Share; and for such purpose, the Equity Underwriting Agreement in the form submitted to the Board is approved and the execution thereof for and in the name of and on behalf of the Corporation whether under its corporate seal or not by any officer or director of the Corporation with such amendments and variations thereto as the person executing same may approve, and its delivery for and in the name of and on behalf of the Corporation, be and they are authorized and approved. The approval by the person executing the Equity Underwriting Agreement of any such additions or amendments shall be conclusively deemed to be evidenced by such person's execution of the Equity Underwriting Agreement and such execution shall be conclusive evidence that the Equity Underwriting Agreement so executed is the Equity Underwriting Agreement authorized by this resolution.

2. The Board hereby delegates to George A. Cope and Robert G. McFarlane authority to set the specific terms of the Equity Underwriting Agreement not inconsistent with the terms and conditions of the proposed offering set by them in accordance with sections I.2 and II.1. The Shares issuable in compliance with the terms and conditions of the proposed offering be and the same are hereby allotted and reserved for issuance at the price determined in accordance with this resolution, all Shares duly paid for in accordance with the terms of the Equity Underwriting Agreement shall be issued as fully paid and non-assessable shares in the capital of the Corporation, and Montreal Trust Company of Canada be and is hereby authorized to issue share certificates in respect thereof.

III Listing of Shares

RESOLVED THAT:

1. The applications to list the Shares on The Toronto Stock Exchange, the Montreal Exchange and NASDAQ (collectively, the "Exchanges") made by the Corporation's counsel, Blake, Cassels & Graydon and Skadden, Arps, Slate, Meagher & Flom LLP, be and the same are hereby approved, ratified and confirmed and any officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver all such instruments, agreements and documents as in their opinion are necessary and desirable in order to give effect to the listing and posting for trading of the Shares on the Exchanges in accordance with this resolution.

IV Offering of Senior Discount Notes due 2008

RESOLVED THAT:

1. The Corporation be and it is hereby authorized to issue Notes under the Trust Indenture, as supplemented by the Supplemental Indenture, and as contemplated in the Debt Shelf, in an aggregate principal amount not less than $250 million and not exceeding $550 million, which will be sold at a discount and will not bear interest for five years, with a term of ten years and an interest rate of not more than 510 basis points above the ten year Canada Bonds, which interest shall be payable semi-annually.

2. The Board hereby delegates to George A. Cope and Robert G. McFarlane authority to set the specific terms of the Notes within the parameters specified in paragraph 1 and to set all other specific terms including the provisions relating to redemption and dating.

3. The Canadian and U.S. versions of the Final Debt Prospectus Supplement, in substantially the form of the preliminary versions thereof, be and the same are hereby approved, subject to such amendments, deletions and changes therein or thereto as may be approved by the officers signing the certificate contained in the Canadian version thereof, their signatures on such certificate to be conclusive evidence of such authorization and that the Final Debt Prospectus Supplements are hereby approved.

4. The President and Chief Executive Officer and the Vice President and Chief Financial Officer of the Corporation, together, or if one or both of them are unavailable, such other officers of the Corporation as the relevant regulatory authorities may permit, are hereby authorized to sign the Canadian version of the Final Debt Prospectus Supplement and any two directors of the Corporation, other than such officers of the Corporation, are hereby authorized to sign the Canadian version of the Final Debt Prospectus Supplement on behalf of the Board, subject to such additions, deletions and changes therein as may be consented to by such authorized officers and directors, such consent to be conclusively evidenced by their signing of the Canadian version of the Final Debt Prospectus Supplement.

5. A French language version of the Canadian Final Debt Prospectus Supplement, which version shall be in all material respects an accurate and complete translation of the English language version of the Canadian Final Debt Prospectus Supplement (as to which matter the officers and directors signing the certificate contained in the Canadian Final Debt Prospectus Supplement in the French language in accordance with this paragraph 5 shall be entitled to rely conclusively upon an opinion or opinions of experts, including Quebec counsel), be and the same is hereby approved, and the officers and directors referred to in paragraph 4 be and they are hereby authorized to sign the certificate contained in the Canadian Final Debt Prospectus Supplement in the French language and such execution to be conclusive evidence that the Canadian Final Debt Prospectus Supplement in the French language so executed is the Canadian Final Debt Prospectus Supplement in the French language authorized by this resolution.

6. Any one officer or director of the Corporation is hereby authorized to file the Final Debt Prospectus Supplements with the appropriate securities regulatory authorities in such of the Provinces of Canada which he or she considers to be appropriate and with the SEC.

7. Any officers and directors of the Corporation are hereby authorized to perform all such acts and things and sign all such documents and take all such other steps as may be necessary, as counsel of the Corporation may advise or which in the opinion of such officers and directors may be considered necessary or proper to carry out the purpose and intent of these resolutions.

V Approval of Completion of Supplemental Indenture

RESOLVED THAT:

1. Any two officers of the Corporation are hereby authorized to execute and deliver in the name and on behalf of the Corporation the Supplemental Indenture, completed to reflect the specific terms of the Notes set by George A. Cope and Robert G. McFarlane in accordance with section IV 2, subject to such additions, deletions and changes as may be authorized by such officers, their signature on such Supplemental Indenture to be conclusive evidence of such authorization.

VI Underwriting Agreement - Debt Securities

RESOLVED THAT:

1. The Corporation be and it is hereby authorized to enter into a definitive underwriting agreement to be dated as of May 8, 1998 with the Underwriters named therein (the "Debt Underwriting Agreement"), which Agreement will set out the terms and conditions of the sale by the Corporation of the Notes, including the terms to be approved by George A. Cope and Robert G. McFarlane in connection with their determination of the terms of the Notes and the payment of an underwriting fee of not greater than 2.75% of the gross proceeds to the Corporation from the sale of the Notes; and for such purpose, the Debt Underwriting Agreement in the form submitted to the Board

is approved and the execution thereof for and in the name of and on behalf of the Corporation whether under its corporate seal or not by any officer or director of the Corporation with such amendments and variations thereto as the person executing same may approve, and its delivery for and in the name of and on behalf of the Corporation, be and they are authorized and approved. The approval by the person executing the Debt Underwriting Agreement of any such additions or amendments shall be conclusively deemed to be evidenced by such person's execution of the Debt Underwriting Agreement and such execution shall be conclusive evidence that the Debt Underwriting Agreement so executed is the Debt Underwriting Agreement authorized by this resolution.

2. The Board hereby delegates to George A. Cope and Robert G. McFarlane authority to set the specific terms of the Debt Underwriting Agreement not inconsistent with the terms of the Notes set by them in accordance with sections IV 2 and VI 1.

VII Appointment of Agent

RESOLVED THAT:

1. CT Corporation System, 1633 Broadway, New York, New York 10019 is hereby appointed as the Corporation's agent for service in connection with the Debt and Equity Underwriting Agreements and the filing with the SEC of the Registration Statements and any and all amendments and supplements thereto with such powers conferred upon it as such agent.

<u>VIII Blue Sky Approval</u>

RESOLVED THAT:

1. The President and Chief Executive Officer or the Vice President and Chief Financial Officer of the Corporation (or, if either or both of them are unavailable, such officer or officers of the Corporation as the relevant regulatory authorities may permit) on behalf of the Corporation, are hereby authorized, in the name and on behalf of the Corporation, to take any and all such actions as they, upon the advice of counsel, deem necessary or appropriate to effect the registration or qualification (or exemption therefrom) of all or such part of the Notes or the Shares as such officers may deem appropriate for the issue, offer, sale or trade under the Blue Sky or securities laws of any of the states of the Unites States or foreign jurisdictions, including, without limitation, to prepare, execute, deliver, file or cause to be published any applications, reports, consents to service of process, issuer's covenants, appointments of attorneys to receive service of process and other documents and instruments which may be required under such laws, and to take any and all such further actions as they, upon the advice of counsel, deem necessary or appropriate in order to maintain any registration or qualification for as long as they deem necessary or as required by law or by the Debt or Equity Underwriters (each as defined herein) of such securities; that the execution by any of such officers of any such document or instrument or the doing by them of any act in connection with the foregoing shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation of the documents and instruments so executed and the actions so taken.

2. If any state securities administrator shall require certain resolutions to be adopted by the Board to evidence the authority conferred upon any such state securities administrator by these resolutions, the President and Chief Executive Officer or the Vice President and Chief Financial Officer of the Corporation (or, if either or both of them are unavailable, such officer or officers of the Corporation as the relevant regulatory authorities may permit) on behalf of the Corporation, are hereby authorized, in the name and on behalf of the Corporation, to prepare and certify the appropriate form of resolutions so required, and such resolutions shall thereupon be incorporated and adopted by reference, to the same extent as if presented to and adopted by the Board, provided that a copy of any such resolutions shall be affixed to these minutes.

<u>IX General</u>

RESOLVED THAT:

1. Any officer or director of the Corporation is hereby authorized in the name and on behalf of the Corporation to do and perform all such further acts and things including, but not limited to, executing and delivering, and where necessary or appropriate, filing with the appropriate governmental authorities, all such certificates, contracts, bonds, agreements, documents, instruments, receipts, or other papers and making all such payments, including payments of all fees and expenses, as in the judgment of such officer or directors shall be necessary, desirable or appropriate to carry out and

effectuate the issuance and sale of the Notes and the Shares and each of the foregoing resolutions adopted by the Board and each of the transactions contemplated thereby.

2. All actions previously taken by any officer or director of the Corporation in connection with the transactions contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed and approved in all respects."

* * * * *

Certified to be a true copy of the resolutions of the Board of Directors of Clearnet Communications Inc. passed at a meeting held on the 7th day of May, 1998, which resolutions remain in full force and effect.

DATED the 8th day of May, 1998.

Name: (signed) John H. Phillips
Title: Vice President and General Counsel

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