

**CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS
OF
AASTRA TECHNOLOGIES LIMITED
(the "Company")**

FINAL PROSPECTUS

RESOLVED THAT:

1. The final prospectus of the Company, in substantially the form of the draft submitted to this meeting, and the French translation thereof (the "Prospectus"), relating to the qualification of (i) 4,400,000 Common Shares of the Company issuable (without further consideration) upon the exercise of the 4,400,000 Special Warrants that were issued and sold by the Company on January 24, 2000 (the "Special Warrant Offering") and (ii) 220,000 Compensation Warrants issuable (without further consideration) upon the exercise of 220,000 Special Compensation Warrants that were granted to the underwriters participating in the Special Warrant Offering, with such changes as may be approved by the President and Chief Executive Officer and the Chief Financial Officer, such approval to be evidenced conclusively by their execution of the Certificate of the Company in the Prospectus or of the Certificate of Authentication (the "SEDAR Form 6"), is hereby approved.

2. The following financial statements of the Company, and the notes thereto, contained in the Prospectus are hereby approved:

- (i) the Balance Sheet of the Company as at December 31, 1999 and 1998; and
- (ii) the Statements of Earnings, Retained Earnings and Changes in Financial Position for each of the three years ended December 31, 1999,

and any two directors of the Company are hereby authorized to sign such Consolidated Balance Sheet of the Company on behalf of the board of directors to indicate such approval.

3. The President and Chief Executive Officer and the Chief Financial Officer of the Company are hereby authorized to sign the Prospectus and the SEDAR Form 6 and any two directors of the Company, other than the President and Chief Executive Officer, are hereby authorized to sign the Prospectus and the SEDAR Form 6 on behalf of the board of directors, with such changes thereto, if any, as in their discretion they may approve, the execution thereof by such directors to be conclusive evidence of such approval.

4. The filing of the Prospectus, signed in the manner herein authorized, with the securities commissions or other securities regulatory authorities in each of the Provinces of Canada (the "Securities Regulators") is hereby approved.

5. Should the President and Chief Executive Officer or the Chief Financial Officer consider it necessary or desirable to prepare one or more amendments to the Prospectus in order to update or modify the disclosure contained in the Prospectus, each such amended Prospectus (each an "Amended Prospectus") is hereby approved.

6. The President and Chief Executive Officer and the Chief Financial Officer of the Company are hereby authorized to sign any Amended Prospectus and the SEDAR Form 6 and any two directors of the Company, other than the President and Chief Executive Officer, are hereby authorized to sign the Amended Prospectus and the SEDAR Form 6 on behalf of the board of directors, with such changes thereto, if any, as in their discretion they may approve, the execution thereof by such directors to be conclusive evidence of such approval.

7. The filing of an Amended Prospectus (if required), signed in the manner hereinabove authorized, with the Securities Regulators, is hereby approved.

8. Any officer or director of the Company is authorized and directed to take all such steps and execute (whether under the seal of the Company or otherwise), deliver and file, or cause to be executed, delivered and filed, all such agreements, undertakings or other documents as may, in the opinion of any such officer or director, be necessary or desirable to give full effect to the foregoing resolutions.

Certification

I, Allan Brett, the Chief Financial Officer of Aastra Technologies Limited, hereby certifies that the above is a true and correct copy of a resolution of the board of directors of Aastra Technologies Limited and that such resolution is in full force and effect, unamended.

Dated this 1st day of May, 2000.

"Allan Brett"

Allan Brett

Chief Financial Officer