

**CONSENT RESOLUTION OF THE BOARD OF DIRECTORS
OF
NELVANA LIMITED**

APPROVING THE 1998 ANNUAL INFORMATION FORM

RESOLVED THAT:

- (1) The Annual Information Form (AIF) dated April 30th, 1999 of Nelvana Limited substantially in the form attached hereto as Schedule A is hereby authorized and approved with such amendments thereof, additions thereto or deletions therefrom as may be authorized by any director or officer of the Corporation as may be considered necessary or desireable.
- (2) The Corporation be and the same is hereby authorized and directed to file the same with the securities and corporate regulatory authorities having jurisdiction over the Corporation.

DATED this 14th day of May, 1999.

I, Sandy Mackay-Smith hereby certify that the above resolution was passed by the Board of Directors of Nelvana Limited on the 14th day of May, 1999.

_____(Signed)_____
Sandy Mackay-Smith
Vice President, General Counsel
And Corporate Secretary