CTV INC.

RESOLUTION OF THE BOARD OF DIRECTORS

Approval of the Final Short Form Prospectus

WHEREAS the Corporation has filed a preliminary short form prospectus dated March 10, 1999 (the "Preliminary Prospectus"), and proposes to file a final short form prospectus (the "Final Prospectus"), relating to the offering of 15,000,000 common shares (the "Shares") to be issued by the Corporation;

AND WHEREAS the Audit Committee has reported to the Board that is has approved for inclusion in the Final Prospectus the *Pro Forma* Financial Information (as defined below) of the Corporation in the form included in the Preliminary Prospectus;

BE IT RESOLVED THAT:

1. The Final Prospectus (including the documents incorporated by reference therein), substantially in the form of the Preliminary Prospectus, relating to the proposed distribution to the public in each of the provinces of Canada of the Shares through underwriters, is hereby approved and the President and Chief Executive Officer, the Chief Financial Officer and any two directors on behalf of the board of directors are hereby authorized to sign the Final Prospectus with such additions, deletions, amendments and other changes as the persons signing the same shall approve, the signing thereof by such persons being conclusive evidence of such approval.

2. A French version of the Final Prospectus (including the documents incorporated by reference therein) is hereby approved, conditional upon receipt of a favourable opinion of Quebec counsel to the Corporation as to the accuracy of the French translation, in substantially such form as the President and Chief Executive Officer and the Chief Financial Officer, on the advice of counsel, may approve, and the President and Chief Executive Officer, the Chief Financial Officer and any two directors on behalf of the board of directors are hereby authorized to sign the French version of the Final Prospectus with such additions, deletions, amendments and other changes to the French version of the Final Prospectus as the persons signing the same shall approve, the signing thereof by such persons being conclusive evidence of such approval.

3. The financial information contained in the Final Prospectus, including, without limitation, the *pro forma* consolidated condensed financial statements of the Corporation for the year ended August 31, 1998 and the three months ended November 30 1998 (the "*Pro Forma* Financial Information"), the audited annual comparative consolidated financial statements of the Corporation for the year ended August 31, 1998 and the unaudited interim comparative consolidated financial statements of the Corporation for the three months ended November 30, 1998, is hereby approved with such additions, deletions, amendments and other changes as may be approved by the officers and directors signing the Final Prospectus, their signing thereof being conclusive evidence of such approval. Any two directors are hereby authorized to sign the *pro forma* consolidated balance sheets of the Corporation as at August 31, 1998

and November 30, 1998 forming part of the Final Prospectus to evidence the approval of the board of directors of the Corporation.

4. The inclusion of financial information of NetStar Communications Inc. ("NetStar") in the Final Prospectus, consisting of the consolidated balance sheets of the Corporation as at January 31, 1999, April 30, 1998 and April 30, 1997 and the consolidated statements of operations and retained earnings (deficit) and the consolidated statements of changes in financial position for the nine months ended January 31, 1999 and 1998, for the years ended April 30, 1998 and 1997 and for the period from July 27, 1995 to April 30, 1996 (or such other financial information of NetStar as counsel may advise), is hereby approved.

5. The filing of the Final Prospectus in the English language with the Ontario Securities Commission and the corresponding regulatory authority in each of the other Provinces of Canada and the filing of the Final Prospectus in the French language with the Commission des valeurs mobilières du Québec and with the securities regulatory authorities of such other jurisdictions as counsel may advise are hereby authorized and approved.

6. The directors and officers, or any one of them, and counsel for the Corporation be and they are hereby authorized to execute and deliver and file all such documents, including any amendments required to be made to the Final Prospectus, and to pay all such fees and to do all such other things on behalf of the Corporation as may, in their opinion, be necessary or desirable to qualify the Shares for distribution to the public in each of the provinces of Canada.

Certified to be a true and correct copy of a resolution passed by the Board of Directors of CTV Inc. on March 17, 1999 which resolution is in full force and effect, unamended, as of the date hereof.

DATED this 17th day of March, 1999.

Robin A. Fillingham
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Executive Vice President, Chief Financial Officer
and Secretary