

**CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS
OF
HUMMINGBIRD COMMUNICATIONS LTD.**

APPROVAL OF ANNUAL INFORMATION FORM

BE IT RESOLVED THAT:

1. the annual information form, substantially in the form of the draft provided to each of the directors, is hereby approved as the annual information form of the Corporation for the year ended September 30, 1997 (the "AIF") with such changes therein and thereto as the Secretary of the Corporation may approve;
2. the President and Chief Executive Officer and the Chief Financial Officer together with two directors (other than the Chief Executive Officer), on behalf of the board of directors, are hereby authorized to execute the AIF substantially in the form of the draft submitted to the directors, if so required by applicable securities legislation, subject to such additions, deletions and/or changes thereto as such persons may approve;
3. any officer is hereby authorized to file the AIF with securities regulatory authorities where and as required; and
4. any director or officer of the Corporation is hereby authorized and directed for and on behalf and in the name of the Corporation, to prepare execute, file or deliver or cause to be prepared, executed, filed or delivered with the securities regulatory authorities in Canada and the United States, all such documents, including applications for exemption orders and amendments to the AIF and to do all such further acts and things, as may in their opinion be necessary or desirable to give effect to the foregoing resolution.

The undersigned, Inder Duggal, Chief Financial Officer and Chief Controller of Hummingbird Communications Ltd. (the "Corporation"), hereby certifies for and on behalf of the Corporation that the foregoing is a true and complete copy of a resolution of the board of directors of the Corporation and that such resolution remains in full force and effect, unamended as of the date hereof.

DATED at Toronto, Ontario this 18th day of February, 1998.

**HUMMINGBIRD
COMMUNICATIONS LTD.**

By: _____
(signed) Inder Duggal