

**GREYSTAR RESOURCES LTD.
(the "Company")**

Certified Copy of a Shareholders' Resolution

I, the undersigned, being a director of the Company, hereby certify the following to be a true copy of a resolution passed by the shareholders of the Company at the Annual General Meeting of Shareholders held on May 2, 2006, and that the same is still in full force and effect and has not been rescinded as at the date hereof:

"ALTERATION TO THE COMPANY'S ARTICLES

ON MOTION DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED, as an ordinary resolution, that the Articles of the Company be altered by deleting Article 12.6 in its entirety and adopting the following in its place:

'12.6 Proxy Provisions Do Not Apply to All Companies

Article 12.9 does not apply to the Company if and for so long as it is a public company."

Certified a true copy this 2nd day of May, 2006.



Director