Schedule "A"

ALTERED MEMORANDUM

(As-Altered by Directors' Resolutions Passed
Effective as of July 15, 1997)

1. The name of the Company is Ridgeway Petroleum Corp.

2. The authorized capital of the Company consists of One Hundred and Twenty-Five Million (125,000,000) shares without par value, divided into One Hundred Million (100,000,000) Common Shares without par value and Twenty-Five Million (25,000,000) Preference Shares without par value having attached thereto the special rights and restrictions set out in Part 27 of the Articles of the Company, One Thousand (1,000) of which Preference Shares have been designated Series "A" Preference Shares having attached thereto the special rights and restrictions set out in Part 27 of the Articles.