

CERTIFICATE

The undersigned, Michelle Gahagan, the duly appointed Executive Vice-President, Legal & Business Affairs and Secretary of Sextant Entertainment Group Inc. (the "Corporation"), hereby certifies, on behalf of the Corporation and not in her personal capacity, that attached hereto as Schedule "A" is a true and correct copy of an extract from the minutes of a meeting of the board of directors of the Corporation and that said resolutions passed at such meeting remain in full force and effect, unamended, as at the date hereof.

DATED at Vancouver, British Columbia this 28th of September, 2000.

"Michelle Gahagan"

Michelle Gahagan
Executive Vice President, Legal &
Business Affairs and Secretary

SCHEDULE "A"

EXTRACT FROM MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF SEXTANT ENTERTAINMENT GROUP INC.

"APPROVAL OF PRELIMINARY PROSPECTUS"

BE IT RESOLVED THAT:

1. the preliminary prospectus (the "Prospectus"), substantially in the form of the draft Prospectus submitted to each of the directors of the Corporation relating to the proposed qualification of common shares and common share purchase warrants issuable upon the exercise of special warrants, be and the same is hereby authorized and approved on behalf of the Corporation;
2. the Chief Executive Officer and the Chief Financial Officer and any two directors of the Corporation be and they are hereby authorized to sign the certificate of the Corporation, forming part of the Prospectus, and to execute and deliver the Prospectus for filing on behalf of the Corporation with the appropriate securities commissions in Canada together with any other documentation contemplated or required thereunder in substantially the form as submitted to the directors with such changes therein, if any, as the Chief Executive Officer and the Chief Financial Officer of the Corporation may approve, with approval of such amendments or variations thereto and the identity of such documentation conclusively proved by such executions;
3. the audited consolidated financial statements of the Corporation for the years ended December 31, 1999, 1998 and 1997, respectively and unaudited consolidated financial statements for the six months ended June 30, 2000, be and they are hereby approved on behalf of the Corporation and any two directors of the Corporation be and they are hereby authorized to evidence such approval by signing the balance sheet on behalf of the board of directors;
4. the audited financial statements of The Railway Film Centre Ltd. (and Pacific Motion Pictures Corporation) for the six months ended June 30, 2000, be and they are hereby approved on behalf of the Corporation solely for the purposes of including the same in the Prospectus;
5. any director or officer of the Corporation be and he is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute (whether under the seal of the Corporation or otherwise) and to deliver all such certificates and other documents and to do all such other acts and things as he may consider necessary or desirable to give effect to the terms of this resolution, the delivery of any such certificates or the doing of any such act or thing being conclusive evidence of such determination."