

BENTALL CORPORATION
CERTIFICATE OF OFFICER

The undersigned, Mark A. Shuparski, President and Chief Executive Officer of Bentall Corporation (the "Company"), hereby certifies that the following is a true and correct copy of resolutions of the board of directors of the Company:

"RESOLVED

THAT the Annual Information Form ("AIF") of the Corporation for the year ended December 31, 1997, substantially in the form of the draft AIF tabled at this meeting, subject to such amendments, variations, deletions and additions therein and thereto as may be approved by any one officer of the Corporation, is hereby approved.

THAT any one officer of the Corporation is hereby authorized on behalf of the Corporation to cause the AIF to be filed with the securities regulatory authorities in all provinces of Canada and to execute and deliver all documents, instruments or certificates, and to take all steps, as are necessary or advisable in connection with the foregoing including, without limitation, in order to comply with the requirements of National Policy No. 47."

Each of the resolutions was passed by or consented to by the directors of the Company as of the 10th day of March, 1998 and remains in full force and effect, unamended as of the date hereof.

DATED at Vancouver, British Columbia, this 15th day of May, 1998.

"Mark A. Shuparski"
Mark A. Shuparski
President and Chief Executive Officer