

CERTIFICATE

I, Govin Misir, Chairman, President and Chief Executive Officer of SLMsoft.com Inc. (the "Corporation"), hereby certify that attached hereto is a true and correct copy of resolutions duly passed by the directors of the Corporation on the 10th day of May, 2000, and that such resolutions are in full force and effect, unamended as at the date hereof.

DATED as of this 19th day of June, 2000.

"Govin Misir"

Govin Misir, Chairman, President and
Chief Executive Officer
SLMsoft.com Inc.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
SLMsoft.com INC.
(the "Corporation")**

Preliminary Prospectus

WHEREAS on March 15, 2000, the Corporation issued and sold 3,800,000 Special Warrants on a prospectus exempt basis by way of private placement to purchasers resident in the Provinces of Quebec, Ontario, Manitoba, Alberta and British Columbia, pursuant to an agency agreement dated March 15, 2000, between National Bank Financial Inc., Yorkton Securities Inc. and Rampart Securities Inc. (collectively, the "Agents") and the Corporation, and subscription agreements made by the purchasers and accepted by the Corporation on March 15, 2000; and

WHEREAS each Special Warrant entitles the holder thereof, upon due exercise, to acquire (without additional consideration) one limited voting share (individually, an "Underlying LV Share" and collectively, the "Underlying LV Shares") and one-half of one limited voting share purchase warrant (individually, an "Underlying LV Share Warrant" and collectively, the "Underlying LV Share Warrants"), subject to adjustment in accordance with the terms and conditions of indenture pursuant to which the Special Warrants were issued, at any time prior to 5:00 p.m. on the date (the "Expiry Time") which is the earlier of, (i) five business days following the date of issuance of a receipt by the last of the securities commissions or other securities regulatory authorities (the Securities Regulators") in the Provinces of Quebec, Ontario, Manitoba, Alberta and British Columbia (the "Qualifying Jurisdictions") for a "final" prospectus of the Corporation qualifying for distribution, among other things, the Underlying LV Shares and Underlying LV Share Warrants issuable upon the exercise or deemed exercise of the Special Warrants, and (ii) March 15, 2001; and

WHEREAS the Corporation has covenanted and agreed to use its commercially reasonable best efforts to: (i) file a preliminary prospectus with the Securities Regulators in each of the Qualifying Jurisdictions for the purposes of qualifying the distribution of, among other things, the Underlying LV Shares and Underlying LV Share Warrants issuable upon the exercise or deemed exercise of the Special Warrants (the "Preliminary Prospectus"); (ii) promptly resolve all comments received or deficiencies raised by the Securities Regulators; and (iii) file and obtain receipts from the Securities Regulators for a (final) prospectus in each of the Qualifying Jurisdictions for the purposes of qualifying the distribution of, among other things, the Underlying LV Shares and Underlying LV Share Warrants issuable upon the exercise or deemed exercise of the Special Warrants (the "Prospectus") as soon as possible after such regulatory comments and deficiencies have been resolved; and

WHEREAS if a receipt for the Prospectus has not been issued by the last of the Securities Regulators in the Qualifying Jurisdictions on or prior to 5:00 p.m. (Toronto time) on July 13, 2000, then each Special Warrant exercised thereafter will entitle the holder thereof to acquire (without additional consideration) 1.1 Underlying LV Shares and 0.55 Underlying LV Share Warrants (in lieu of 1.0 Underlying LV Share and 0.50 Underlying LV Share Warrants) in respect of the Special Warrants; and

WHEREAS the Corporation intends to file the Preliminary Prospectus, substantially in the form submitted to the directors of the Corporation for their consideration; and

WHEREAS the directors of the Corporation have reviewed in detail the Preliminary Prospectus in the English language; and

WHEREAS the Preliminary Prospectus contains the consolidated financial statements of the Corporation consisting of:

- (i) audited Consolidated Balance Sheets of the Corporation as at December 31, 1999 and 1998 and unaudited Consolidated Balance Sheets of the Corporation for the four month period ended April 30, 2000 (collectively, the “Balance Sheets”);
- (ii) audited Consolidated Statements of Deficit of the Corporation for each of the years ended December 31, 1995, 1996, 1997, 1998 and 1999 and unaudited Consolidated Statements of Deficit of the Corporation for each of the four month periods ended April 30, 1998 and 1999;
- (iii) audited Consolidated Statements of Operations for each of the years ended December 31, 1995, 1996, 1997, 1998 and 1999 and unaudited Consolidated Statements of Operations for each of the four month periods ended April 30, 1998 and 1999; and
- (iv) audited Consolidated Statements of Cash Flows for each of the years ended December 31, 1995, 1996, 1997, 1998 and 1999 and unaudited Consolidated Statements of Cash Flows for each of the four month periods ended April 30, 1998 and 1999,

(collectively referred to as the “Financial Statements”).

RESOLVED THAT:

1. the Financial Statements, presented to the Board of Directors on the recommendation of the Audit Committee of the Board of Directors, are hereby approved, subject to such additions, deletions, modifications and amendments thereto as the persons authorized to sign the Balance Sheets forming part of the Financial Statements shall approve, such approval to be conclusively evidenced by the signing of the Balance Sheets by such persons;

2. any two directors of the Corporation are hereby authorized to sign the Balance Sheets to evidence the approval of the Board of Directors of the Financial Statements;

3. the inclusion of the Financial Statements in the Preliminary Prospectus is hereby approved;

4. the Preliminary Prospectus in both the English and French languages (subject to receipt of translation opinions from the auditors the Corporation and such other translators as the persons authorized to sign the Preliminary Prospectus on behalf of the Corporation shall approve,

such approval to be conclusively evidenced by the signing of the certificate of the Corporation forming part of the Preliminary Prospectus by such persons) is hereby authorized and approved, subject to such additions, deletions, modifications and amendments thereto as the persons authorized to sign the Preliminary Prospectus on behalf of the Corporation shall approve, such approval to be conclusively evidenced by the signing of the certificate of the Corporation forming part of the Preliminary Prospectus by such persons;

5. the Chief Executive Officer, the Chief Financial Officer and any two directors of the Corporation (other than the foregoing persons) are hereby authorized to sign the certificate of the Corporation on behalf of the Corporation and on behalf of the Board of Directors, respectively, which certificate forms part of the Preliminary Prospectus, with such amendments therein and thereto, if any, as may be required to be made to comply with the requirements of the Securities Regulators;

6. the filing of the Preliminary Prospectus with the Securities Regulators and any other appropriate regulatory bodies or authorities is hereby authorized and approved; and

7. any director or officer of the Corporation is hereby authorized and directed on behalf of the Board of Directors and the Corporation to do and perform all such acts, deeds and things and to execute and deliver, whether under the corporate seal of the Corporation or otherwise, and to deliver and file or cause to be executed, delivered or filed in the name and on behalf of the Corporation or otherwise, all such documents, including documents amending the Preliminary Prospectus, deeds or other writings, which in such person's discretion acting in such capacity shall deem necessary, desirable or proper in order to give effect to the transactions contemplated by the Preliminary Prospectus and the true intention of these resolutions.