

**CERTIFIED COPY OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF NET SHEPHERD INC. (THE "CORPORATION")**

BE IT RESOLVED THAT:

1. Approval of Prospectus

- (a) The form of the preliminary prospectus (the "Prospectus") respecting the distribution of Common Shares and Warrants of the Corporation, in the form presented to the directors, is approved, subject to such changes thereto as may be approved by the persons authorized to sign the Prospectus, such approval to be evidenced conclusively by their signing of the Prospectus, and the Prospectus as signed is that which is hereby approved.
- (b) The Chief Executive Officer and Chief Financial Officer are authorized and directed to sign the Certificate of the Corporation in the Prospectus as the Chief Executive Officer and the Chief Financial Officer of the Corporation, respectively and any two directors other than the foregoing are authorized to sign such certificate on behalf of the Board of Directors.
- (c) Any one director or officer of the Corporation is authorized and directed to file or cause to be filed the Prospectus on behalf of the Corporation with the securities regulatory authority in each of the provinces of Ontario and Alberta and to file all such other documents and supporting material and to sign all such other documents and perform all such other acts as may be necessary or desirable in connection with this matter.

2. Approval of Financial Statements in Prospectus

The financial statements of the Corporation contained in the Prospectus, including the notes thereto, are approved and any two directors of the Corporation are authorized to sign the balance sheets on behalf of the Corporation to signify the approval of the directors on behalf of the Corporation.

The undersigned hereby certifies that the foregoing is a true copy of a resolution of the Board of Directors of the Corporation, which was duly passed effective September 9, 1999, and is in full force and effect, unamended, as of the date hereof.

DATED at Calgary, Alberta this 10th day of September, 1999.

(signed)

Richard R.A. Charron

Chief Financial Officer, Net Shepherd Inc.