RED-TAIL INFOTECH INC.

CERTIFICATE

The undersigned, being the President and Chief Executive Officer of Red-Tail Infotech Inc. ("Red-Tail"), hereby certifies, for and on behalf of Red-Tail and not in his personal capacity, that the following are accurate reproductions of resolutions of the directors of Red-Tail, passed without meeting and dated April 23, 2001, which resolutions are in full force and effect, unamended, as at the date hereof.

DATED at Calgary, Alberta this 23rd day of April, 2001.

RED TAIL INFOTECH INC.
"*Robert C. Thomas*"
Robert C. Thomas
President and Chief Executive Officer

RED-TAIL INFOTECH INC.

DIRECTORS' RESOLUTION

WHEREAS the Corporation filed a prospectus dated February 14, 2001 with the securities regulatory authorities in the Provinces of British Columbia and Alberta relating to the offering of a minimum of 1,000,000 and a maximum of 2,000,000 Units at a price of $0.50 per Unit, each such Unit being comprised of one common share in the capital of the Corporation (a "Common Share") and one common share purchase warrant ("Warrant"), each whole Warrant being exercisable into one Common Share at an exercise price of $0.75 per share;

AND WHEREAS on March 20, 2001, the Corporation amended the price per Unit from $0.50 to $0.40 and the exercise price of the Warrants from $0.75 to $0.60 and the offering size amended from a minimum of 1,000,000 and a maximum of 2,000,000 Units to a minimum of 1,250,000 and a maximum of 2,500,000 Units;

AND WHEREAS it is deemed to be in the best interests of the Corporation, due to market factors, that the price per Unit be further reduced from $0.40 to $0.30 and the exercise price of the Warrants further reduced from $0.60 to $0.50 and the offering size amended from a minimum of 1,250,000 and a maximum of 2,500,000 Units to a minimum of 1,333,333 and a maximum of 3,333,333 Units;

NOW THEREFORE the following resolutions be and are hereby approved:

SECOND AMENDED AND RESTATED FINAL PROSPECTUS

BE IT RESOLVED THAT:

1. The second amended and restated prospectus of the Corporation to be dated on or about April 19, 2001 (the "Prospectus") relating to an offering of Units (the "Offering"), a copy of which has been presented to the directors of the Corporation, be and the same is hereby approved, subject to such changes thereto as may be approved by the persons authorized to sign the Certificate of the Corporation contained in the Prospectus, such approval to be evidenced conclusively by the signing of such certificate;

2. The President and Chief Executive Officer and the Chief Financial Officer of the Corporation, be and are hereby authorized to sign the Certificate of the Corporation contained in the Prospectus, for and on behalf of the Corporation, and any two directors, other than the foregoing, be and are hereby authorized to sign the Certificate of the Corporation contained in the Prospectus for and on behalf of the board of directors of the Corporation;

3. The Revised Balance Sheet of the Corporation, as at September 30, 2000, September 30, 1999, December 31, 1999, December 31, 1998 and December 31, 1997, the Revised Statement of Earnings (Loss) and Retained Earnings for the nine months ended September 30, 2000 and September 30, 1999 and for the years ended December 31, 1999, December 31, 1998 and December 31, 1997 and the Revised Statement of Cash Flows for

the nine months ended September 30, 2000, and September 30, 1999 and for the years ended December 31, 1999, December 31, 1998 and December 31, 1997 and related notes, of the Corporation as contained in the Prospectus be and the same are hereby approved, subject to such changes as may be approved by the persons authorized to sign the Revised Balance Sheet contained in the Prospectus for and on behalf of the Corporation;

4. Any two directors of the Corporation be and are hereby authorized to sign the Revised Balance Sheet contained in the Prospectus to evidence the approval of the board of directors of the Revised Balance Sheet contained in the Prospectus;

5. Any one officer or director of the Corporation be and is hereby authorized and directed to file the Prospectus, and such supporting documentation as may be necessary in the circumstances, or cause the same to be filed, with the securities commissions or similar regulatory authority in each of the provinces of Alberta and British Columbia; and

6. Any one officer or director of the Corporation be and is hereby authorized for and on behalf of the Corporation (whether under corporate seal or otherwise) to execute and deliver all agreements, notices, consents, acknowledgments, certificates and other instruments, and to do all such further acts and things as such officer or director may consider necessary, desirable or useful to facilitate the filing of the Prospectus and the issuance of receipts therefor in each of the jurisdictions in which the same is to be filed.

AMENDMENT TO AGENCY AGREEMENT

WHEREAS:

Management of the Corporation has recommended to the board of directors that the Corporation enter into an agreement to amend (the "Amendment") the agency agreement with Yorkton Securities Inc. and CIBC Mellon Trust Company dated February 14, 2001 (the “Agency Agreement”), as amended on March 20, 2001, in connection with the Offering and it is informed that it is desirable for the Corporation to enter into such agreement.

BE IT RESOLVED THAT:

1. Any one director or officer of the Corporation is hereby authorized to negotiate and finalize the terms of the Amendment among the Corporation, Yorkton Securities Inc. and CIBC Mellon Trust Company relating to the Offering, to be entered into prior to the filing of the Prospectus;

2. The performance of the obligations of the Corporation pursuant to the Amendment, be and is hereby authorized and approved;

3. The execution and delivery of the Amendment by any one or more of the officers or directors of the Corporation for and on behalf of the Corporation be and is hereby authorized and approved; and

4. Any one or more of the officers or directors of the Corporation be and is hereby authorized and directed to do and perform all such other acts and things and execute and deliver on behalf of the Corporation, or cause to be executed and delivered and filed in the name of and on behalf of the Corporation or otherwise, all such documents, deeds, transfers, instruments, certificates, indemnities and undertakings as in their opinion may be necessary or desirable for the purpose of giving effect to or carrying out the provisions of this resolution and the provisions of the Amendment.

AMENDMENT TO WARRANT INDENTURE

WHEREAS:

Management of the Corporation has recommended to the board of directors that the Corporation enter into an Amendment (the "Second Indenture Amendment") to a warrant indenture with CIBC Mellon Trust Company dated February 14, 2001 (the “Warrant Indenture”), as amended March 20, 2001, in connection with the issuance of Warrants received in connection with the Offering and it is informed that it is desirable for the Corporation to enter into such agreement.

BE IT RESOLVED THAT:

1. The Corporation enter into the Second Indenture Amendment providing for the issuance of the Warrants with CIBC Mellon Trust Company (the “Trustee”), which Indenture Amendment will, inter alia, provide for the issuance of up to 1,833,333 Warrants, each of which will entitle the holder to acquire, without additional consideration, one Common Share of the Corporation on payment to the Corporation of $0.50 for a period of 12 months from the date of closing of the offering; and

2. Any director or officer of the Corporation be and is hereby authorized and directed to settle the definitive terms of and to execute and deliver the Indenture Amendment for, on behalf of and in the name of the Corporation and the Indenture Amendment so executed shall be conclusively deemed to be the Warrant Indenture authorized and approved by this resolution.

ALLOTMENT AND ISSUANCE OF COMMON SHARES AND WARRANTS

BE IT RESOLVED THAT:

1. The Offering of securities pursuant to the Prospectus be amended and that the sale and distribution by the Corporation of a minimum of 1,333,333 Units and a maximum of 3,333,333 Units of the Corporation at a sale price of $0.30 per Unit, each Unit consisting of one common share in the capital stock of the Corporation (a "Common Share") and one-half of one common share purchase warrant (one whole common share purchase warrant hereinafter referred to as a "Warrant"), each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.50, be and the same is hereby approved and authorized;

2. The Corporation hereby reserve for issuance and conditionally allot up to 3,666,666 Common Shares and up to 1,833,333 Warrants (inclusive of Common Shares and Agent's Warrants issuable in connection with the exercise of the Agent's Option) as may be required to be issued pursuant to the Offering and up to 1,833,333 Common Shares for issuance upon exercise of the Warrants and that, upon completion of the Offering and receipt by the Corporation of the subscription funds pursuant to the Offering or the exercise of Warrants, any director or officer of the Corporation be and is hereby authorized and directed to do all acts and things and to execute all such further documents on behalf of the Corporation as may be necessary to facilitate the issuance of Common Shares pursuant to the Offering and the exercise of Warrants as fully paid and non-assessable Common Shares;

3. Any one officer or director of the Corporation be and is hereby authorized and directed to do all such further acts and things and to execute and deliver or sign and file (as the case may be) all such further agreements, instruments, certificates, notices, applications and other documents (for and on behalf of the Corporation and whether under corporate seal or otherwise), as such officer or director may consider necessary or desirable to facilitate the listing of the Common Shares received pursuant to the issuance of Units under the Offering, the Common Shares received upon exercise of the Warrants and the Common Shares received upon exercise of the Agent's Warrants; and

4. Any one officer or director of the Corporation be and is hereby authorized and directed to do all such further acts and things and to execute and deliver or sign and file (as the case may be) all such further agreements, instruments, certificates, notices, applications and other documents (for and on behalf of the Corporation and whether under corporate seal or otherwise), as such officer or director may consider necessary or desirable having regard to the foregoing paragraphs of this resolution and to ensure the completion of the Offering.