BY LAW NUMBER 2

A By-law relating to the borrowing of money and the banking of TELSTAR RESOURCES LTD, (hereinafter referred to as "the Corporation").

BE IT ENACTED as a By-law of the Corporation as follows:

1.01 The Directors are hereby authorized from time to time on behalf of the Corporation to:

(a) borrow money upon the credit of the Corporation;
(b) limit or increase the amount to be borrowed;
(c) issue bonds, debentures or other securities of the Corporation;
(d) pledge or sell such bonds, debentures or other securities for such sums and at such prices as may be deemed expedient;
(e) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Corporation to secure any such bonds, debentures or other securities or any money borrowed or any other liability of the corporation.

2.01 The Directors may from time to time by resolution delegate to the President or the Secretary or to any two officers of the corporation (including the President or the Secretary) all or any of the powers conferred on the Directors by this By-law to the full extent thereof or such lesser extent as the Directors may in any such resolution provide.

3.01 The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a corporation borrowing by-law.

4.01 The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking, or financial business as the board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the corporation's behalf by such one or more officers and/or other persons as the board may designate, direct, or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the corporation's accounts, the making, signing, drawing, accepting, endoring, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and order for payment of money; to giving of receipts for and orders relating to any property of the corporation the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the corportion's behalf to facilitate such banking business.

ENACTED this 8 day of FEBRUARY A. D. 1985

President

Secretary