ETRUSCAN RESOURCES INCORPORATED
(THE "COMPANY")

SPECIAL RESOLUTION
OF
THE SHAREHOLDERS

(Capitalized terms have the meanings ascribed thereto in the Management Information Circular).

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE SHAREHOLDERS THAT:

1. the authorized capital of the Corporation be changed from 250,000,000 Common Shares without nominal or par value to an unlimited number of Common Shares without nominal or par value, and that the Memorandum of Association of the Corporation be altered accordingly; and

2. any director or officer of the Corporation be and is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute, whether under the corporate seal of the Corporation or otherwise, and deliver all such documents and instruments, and to do or cause to be done all such other acts and things as may be necessary or desirable to give effect to the foregoing resolutions.