CERTIFICATE

I, David Tonken, President of NetScout Capital Corp. (the "Corporation"), hereby certify that attached hereto are true copies of resolutions passed by the directors of the Corporation which resolutions are in full force and effect and unamended as of the date hereof.

Dated at Calgary, Alberta effective the 17th day of August, 2000.

(Signed)
David Tonken

RESOLUTIONS OF THE DIRECTORS
OF NETSCOUT CAPITAL CORP. (THE "CORPORATION")
PASSED EFFECTIVE AUGUST 17, 2000

RESOLVED THAT:

1. The form, terms and contents of the Corporation's preliminary prospectus dated August 17, 2000 (the "Prospectus") relating to the sale and issuance of a minimum of 750,000 and a maximum of 2,000,000 common shares of the Corporation (the "Common Shares") and the distribution of 6,500,000 units (the "Units"), each Unit consisting of 1 common share of the Corporation and 1 Class "A" warrant of the Corporation, issuable upon the exercise or deemed exercise of 6,500,000 special warrants previously issued by the Corporation, and the distribution of 650,000 broker A warrants (the "Broker A Warrants") issuable upon the exercise or deemed exercise of 650,000 broker special A warrants previously issued by the Corporation and 300,000 broker B warrants (the "Broker B Warrants") issuable upon the exercise of 300,000 broker special B warrants previously issued by the Corporation, together with the financial statements of the Corporation contained therein and forming part thereof, be and the same are hereby approved, with such additions, deletions and alterations as the persons authorized to execute the certificates contained in the Prospectus shall approve, such approval to be conclusively evidenced by the execution of the certificates contained in the Prospectus.

2. David L. Tonken, as the President and Chief Executive Officer of the Corporation, and John V. Tomanek, as the Chief Financial Officer of the Corporation, are hereby authorized and directed to execute the Certificate of the Corporation contained in the Prospectus on behalf of and in the name of the Corporation.

3. Jim Silye and Gregory B. Matthews, as directors of the Corporation, are hereby authorized and directed to execute the Certificate of the Corporation contained in the Prospectus on behalf of the Board of Directors of the Corporation.

4. The annual audited financial statements of the Corporation for the year ended June 30, 1998, the annual audited financial statements of the Corporation for the year ended June 30, 1999 and the audited financial statements of the Corporation for the 10 month period ended April 30, 1999 contained in the Prospectus (the "Financial Statements") are adopted and approved.

5. David L. Tonken and John V. Tomanek, as directors of the Corporation, are hereby authorized and directed to sign the balance sheet of the Corporation as at April 30, 2000 contained in the Prospectus on behalf of the Board of Directors of the Corporation, and David L. Tonken and Gregory B Matthews are hereby authorized and directed to sign the balance sheets of the Corporation as at June 30, 1998 and June 30, 1999 contained in the Prospectus on behalf of the Board of Directors, to evidence the foregoing approval of the Financial Statements by the Board of Directors of the Corporation.

6. The Prospectus, together with any and all other documents deemed necessary by counsel to the Corporation, be filed with the Alberta Securities Commission, the Ontario Securities Commission, the Saskatchewan Securities Commission and the British Columbia Securities Commission as may be

required to permit the sale and issuance of the Common Shares and the distribution of the Units, the Broker A Warrants and the Broker B Warrants in the Provinces of Alberta, Ontario, Saskatchewan and British Columbia.

7. Any one officer or director of the Corporation is hereby authorized and directed for and on behalf of and in the name of the Corporation to do all such acts and things and to sign, execute and deliver all such documents, instruments and writings as may be necessary to advisable to give full effect to the foregoing resolutions including, without limitation, in order to effect and to complete the sale and issuance of the Common Shares and the qualification of the Units, Broker A Warrants and Broker B Warrants for distribution under the securities laws of the Provinces of Alberta, Ontario, Saskatchewan and British Columbia in the manner described in the Prospectus.