

CERTIFICATE

I, Jonathan Button, the Chief Financial Officer and Chief Operating Officer of Patriot Equities Group Ltd. (the "Corporation"), do hereby certify on behalf of the Corporation that the attached is a true and correct copy of resolutions duly passed by the Board of Directors of the Corporation on the 30th day of June, 1999 and that such resolutions are in full force and effect and unamended as of the date hereof.

This certificate is given in my capacity as Chief Financial Officer and Chief Operating Officer of the Corporation and not in my personal capacity.

DATED at Toronto, Ontario this 30 day of June , 1999.

(signed) _____
Jonathan Button
Chief Financial Officer and Chief Operating
Officer

**RESOLUTIONS OF THE DIRECTORS
OF
PATRIOT EQUITIES GROUP**

BE IT RESOLVED THAT:

Final Prospectus

1. The final prospectus ("Final Prospectus") in the English language relating to the issuance of the Corporation's common shares (the "Common Shares") issuable on the exercise of the Special Warrants, substantially in the form shown to the directors, is hereby approved, and John Gibson, the Chief Executive Officer, and Jonathan Button, the Chief Financial Officer and Chief Operating Officer, and any two directors of the Corporation (other than any of the above) are hereby authorized to sign the Final Prospectus in such form, and the French language version thereof, with such additions, amendments, variations, deletions and alterations thereto as they may approve, such approval to be conclusively evidenced by their execution of the Final Prospectus.

2. The filing of the Final Prospectus (in both the English and French languages), as the same may be amended from time to time in accordance with paragraph 1, with the securities commissions in the provinces of Ontario, Alberta, Manitoba and Quebec, together with such other and further documents and materials as may be necessary or desirable in connection therewith and in accordance with the respective rules and regulations of the relevant securities regulatory authorities, is hereby authorized and approved.

Audited Financial Statements

The consolidated audited financial statements of the Corporation for the three months ended March 31, 1999, being the audited consolidated balance sheet as at March 31, 1999, December 31, 1998 and December 31, 1997, the consolidated statements of income and retained earnings, and the consolidated statements of changes in financial position for the three months ended March 31, 1999 and the years ended December 31, 1998 and December 31, 1997, including the notes thereto, be and are approved, and any two directors of the Corporation are hereby authorized to signify such approval by signing the balance sheet of such financial statements for and on behalf of the Corporation, subject to such additions, deletions and amendments as may be approved by such directors, such approval to be conclusively evidenced by their signatures on such consolidated balance sheet

Share Issuance

The issuance of Common Shares on the exercise of the Special Warrants and pursuant to the Final Prospectus is hereby approved.

General

1. These resolutions may be executed in several counterparts, each of which when so executed will be deemed to be an original and all of which together will constitute one and the same resolutions.
2. These resolutions may be executed by facsimile signature.
3. Each and any of the officers and directors of the Corporation is hereby authorized to execute and deliver on behalf of the Corporation, and as an officer or director of the Corporation, any and all such documents, including, without limitation, any agreements, certificates, undertakings, receipts, statements, officer's certificates, directions or documents of any nature relating thereto, and to do all such acts or things as they, in their discretion, may determine necessary or desirable to carry on the transactions and other matters authorized for the foregoing resolutions, the execution of any such documents to constitute conclusive evidence of such determination.