

CERTIFICATE

I, Bonnie L. Vogeli, Vice-President, General Counsel and Secretary of Magin Energy Inc. (the "Corporation"), CERTIFY that the resolutions duly passed by the board of directors of the Corporation on April 25, 2000, true and correct copies of which are attached, have not been modified and are in full force and effect.

DATED May 2, 2000.

"Bonnie L. Vogeli"
Bonnie L. Vogeli
Vice-President, General Counsel and Secretary

**MAGIN ENERGY INC.
DIRECTORS' RESOLUTIONS**

Approval of Annual Information Form

BE IT WAS RESOLVED THAT:

1. The annual information form dated April 14, 2000 (the “Annual Information Form”), in substantially the form of the draft submitted to the directors of the Corporation, is hereby approved.
2. The filing with the securities administrators in all provinces and territories of Canada where the Chairman and Chief Executive Officer determines such filing is necessary or desirable of (i) the Annual Information Form, and (ii) such other documents as may be deemed necessary or advisable is hereby authorized and approved.
3. Any officer of the Corporation is hereby authorized to execute such other documents, under the corporate seal if desirable, and to take such action as such officer considers necessary or desirable to give effect to the foregoing resolutions.