**CERTIFIED COPY OF A**
**RESOLUTION OF THE BOARD OF DIRECTORS OF**
**JETFORM CORPORATION**

*"Approval of Preliminary Short Form Prospectus*

**WHEREAS** JetForm Corporation (the "Corporation") is in the process of preparing the Corporation's preliminary short form prospectus in Canada (the "Preliminary Prospectus") and a registration statement on Form F-10 under the United States Securities Act of 1933, as amended (the "US Act"), together with the Preliminary Prospectus, Financial Statements (as hereinafter defined), schedules and exhibits thereto in the United States (collectively, the "Registration Statement"), each to be dated on or about September 12, 2000, and other documents relating to a proposed public offering of common shares of the Corporation (the "Common Shares") in Canada and in the United States through Yorkton Securities Inc., BMO Nesbitt Burns Inc. and Canaccord Capital Corporation (collectively the "Underwriters"), draft copies of which have been reviewed by the Board;

**AND WHEREAS** the Preliminary Prospectus and the Registration Statement will incorporate by reference:

(a) the annual information form of the Corporation dated September 4, 2000;

(b) the audited consolidated balance sheets of the Corporation as of April 30, 2000 and 1999, and the audited consolidated statements of operations, shareholder's equity and cash flows of the Corporation for the years ended April 30, 2000, 1999 and 1998, together with the auditors' report thereon;

(c) the interim unaudited comparative consolidated financial statements of the Corporation for the three months ended July 31, 2000 and July 31, 1999; and

(d) the management proxy circular dated July 21, 2000 prepared in connection with the Corporation's annual and special meeting of shareholders held on September 6, 2000, except the sections entitled "Statement of Corporate Governance Practices", "Compensation Committee", "Report on Executive Compensation", and "Performance Graph".

(collectively, the "Documents Incorporated By Reference"); copies of which have been previously reviewed and approved by the Board.

**BE IT RESOLVED THAT:**

1. the form of the Preliminary Prospectus submitted to this meeting relating to the proposed offering to the public of the Common Shares through the Underwriters, be and the same is hereby approved and A. Kevin Francis, the President and Chief Executive Officer of the Corporation, and Jeffrey McMullen, the Chief Financial Officer of the Corporation and any other two directors of the Corporation, be and they are hereby authorized to evidence such approval by signing a preliminary short form prospectus substantially in such form, with such changes, additions and alterations thereto as the President and Chief Executive Officer of the Corporation or the Chief Financial Officer, on the advice of counsel, may approve, including any amendment or amendments thereto under the provisions of the *Securities Act* (Ontario) and the applicable securities legislation of the other provinces of Canada in which the

Common Shares of the Corporation are to be qualified for sale and the approval of the President and Chief Executive Officer of the Corporation or the Chief Financial Officer of any such changes, additions, alterations or amendments shall be conclusively evidenced by his execution of the Preliminary Prospectus or any such amendment thereto;

2. the Financial Statements, as contained in the Preliminary Prospectus, as reviewed by the Board, subject to any amendments and variations as any two directors of the Corporation may approve, provided such amendments and variations have been agreed to by the auditors of the Corporation, such amendments and variations conclusively deemed to be approved by their execution of the Balance Sheets, be and the same are hereby approved and any two directors of the Corporation, be and they are authorized to evidence such approval by signing the Balance Sheets;

3. each of the Documents Incorporated By Reference be and the same are hereby approved for incorporation by reference in the Preliminary Prospectus;

4. a French language version of the Preliminary Prospectus, as same may be executed and/or amended in accordance with paragraph 1 of this Resolution, and of each of the Documents Incorporated By Reference, which shall, in each case, be an accurate and complete translation of the English language version of the Preliminary Prospectus and the Documents Incorporated By Reference in all material respects (as to which the officers and directors signing such Preliminary Prospectus may rely on opinions of experts including Quebec counsel as to the adequacy of the French translation of such Preliminary Prospectus and the Documents Incorporated By Reference), be and is hereby approved;

5. any one of the officers of the Corporation be and the same are hereby authorized to cause the Preliminary Prospectus, in both English and French, and all related documents to be filed with the securities regulatory authorities in all of the Provinces of Canada, and to execute and deliver, on behalf of the Corporation under corporate seal of the Corporation or otherwise, all such documents and certificates and to take or cause to be taken all such other action as, in the discretion of said person, may be necessary or advisable for the purposes of such matters approved by these resolutions;

6. the Corporation file with the Securities and Exchange Commission of the United States (the "Commission"), on or about September 12, 2000, the Registration Statement, substantially in the form of the preliminary draft of the Registration Statement previously reviewed by the Board and that A. Kevin Francis, the President and Chief Executive Officer of the Corporation, and Jeffrey McMullen, the Chief Financial Officer of the Corporation and any other two directors of the Corporation, be and they are hereby authorized to execute in the name and on behalf of the Corporation and, if requested, under its corporate seal attested by its Secretary or any Assistant Secretary, and to cause to be filed with the Commission, the Registration Statement with such changes, additions and deletions thereto as shall be approved by the officer(s) executing the Registration Statement on behalf of the Corporation, such approval to be conclusively evidenced by his or her execution thereof;

7. the Corporation file with the Commission on September 12, 2000 or as soon thereafter as practicable a written irrevocable consent and power of attorney on Form F-X under the US

Act relating to the Registration Statement, substantially in the form of the preliminary draft thereof previously reviewed by the Board;

8. for the purpose of filing the Registration Statement and pursuant to the requirements of Section 6(a) of the US Act, JetForm Corporation, a Delaware corporation, be and is hereby appointed the duly authorized representative of the Corporation in the United States;

9. CT Corporation System be named in the Registration Statement and the Form F-X as the Corporation's agent for service of process and that such entity be and it is hereby authorized and designated to act on behalf of the Corporation as its agent for service of process for the mattes relating to the Registration Statement with the powers enumerated in the rules and regulations of the Commission under the US Act including, in particular, Rule 478 thereof;

10. A. Kevin Francis, the President and Chief Executive Officer of the Corporation, and Jeffrey McMullen, the Chief Financial Officer of the Corporation, or either of them, be and each is hereby authorized and empowered to prepare or cause to be prepared and to execute in the name and on behalf of the Corporation and, if requested, under its corporate seal attested by its Secretary or any Assistant Secretary, and to cause to be filed with the Commission, such amendments and supplements (including post-effective amendments and supplements) to the Registration Statement, Preliminary Prospectus or any prospectus and such subsequent Registration Statement thereto (pursuant to Rule 462(b) of the US Act), as is deemed necessary or advisable in order that such Registration Statement become and remain effective under the US Act and the rules and regulations of the Commission thereunder; and

11. such officers of the Corporation are authorized and directed to submit to NASDAQ such additional information and any such additional documents required by NASDAQ in connection with the public offering in Canada and the United States of the Common Shares, and to make such changes in any of the same as may be necessary to conform with the requirements for designation, and to do any and all other things necessary or appropriate to effect the designation of the Common Shares of the Corporation in connection with the offering thereof."

The undersigned Corporate Secretary of the Corporation hereby certifies for and on behalf of the Corporation and not in her personal capacity that the foregoing is a true and correct copy of a resolution duly passed by the Board of Directors of the said Corporation in accordance with the *Canada Business Corporations Act* on the 11th day of September, 2000, and that such resolution is, on the date hereof, in full force and effect without amendment.

Dated the 12th day of September, 2000.

**JETFORM CORPORATION**

Per: (Signed) Deborah Weinstein
Deborah Weinstein,
Corporate Secretary