OCI COMMUNICATIONS INC.
(the “Corporation”)

CERTIFIED COPY OF RESOLUTIONS OF THE BOARD OF DIRECTORS

“PRELIMINARY PROSPECTUS

BE IT RESOLVED THAT:

1. The preliminary prospectus of the Corporation, substantially in the form of the draft presented to the Board of Directors (the “Preliminary Prospectus”) relating to the issue, sale and distribution of Class B non-voting shares of the Corporation, including the over-allotment option, and the potential sale and distribution of Class B non-voting shares of the Corporation by two of its shareholders, Roger Abbiss and Raymond Doucet in connection with the exercise of the over-allotment option all as more particularly described therein, be and the same is hereby approved, and the Preliminary Prospectus, with such revisions thereto as persons authorized to sign the Preliminary Prospectus shall approve, such approval to be conclusively evidenced by the signature by such persons of the preliminary prospectus, shall be conclusively deemed to be the Preliminary Prospectus approved by this resolution;

2. The financial statements of the Corporation consisting of the consolidated balance sheets, audited for the years ending September 30, 1998 and September 30, 1997 and unaudited for the nine-month period ending June 30, 1999, the consolidated statements of operations and deficit, audited for the years ended September 30, 1998, September 30, 1997 and September 30, 1996 and unaudited for the nine-month periods ended June 30, 1999 and June 30, 1998, and the consolidated statement of cash flows, audited for the years ended September 30, 1998, September 30, 1997 and September 30, 1996 and unaudited for the nine-month periods ended June 30, 1999 and June 30, 1998, be and the same are hereby approved and their inclusion in the preliminary prospectus is hereby authorized;

3. The pro forma financial statements of the Corporation consisting of the unaudited consolidated balance sheet for the nine-month period ending June 30, 1999, and the consolidated statements of operations unaudited for the year ended September 30, 1998 and unaudited for the nine-month period ended June 30, 1999, be and the same are hereby approved and their inclusion in the Preliminary Prospectus, is hereby authorized;

4. William Young as Chief Executive Officer of the Corporation and Christopher Clinning as Chief Financial Officer of the Corporation (or, in the absence of these persons, any person or persons permitted to sign by the applicable regulatory authorities) be and they are hereby authorized to sign the Preliminary Prospectus on behalf of the Corporation;

5. Any two of the directors of the Corporation (other than the officers listed in paragraph 4) be and they are hereby authorized to sign the consolidated balance sheet of the

Corporation contained in the Preliminary Prospectus and the certificates contained in the preliminary prospectuses on behalf of the Board of Directors of the Corporation to evidence the approval thereof by the Board of Directors of the Corporation;

6. Subject to the favourable opinions of counsel and the Corporation’s auditors as to the adequacy of the French translation, the French language version of the Preliminary Prospectus be and is hereby approved, subject to such revisions as may be authorized by the officers signing the certificate contained in such Preliminary Prospectus, their execution of such certificate to be conclusive evidence of such authorization, and the officers and directors referred to in paragraphs 4 and 5 above are authorized to sign, in the same capacities, the French language version of the Preliminary Prospectus;

7. The preliminary prospectus be filed with the applicable securities regulatory authorities in each of the provinces of Canada and be filed with such other authorities as the proper officers of the Corporation may determine appropriate; and

8. Any one director or officer of the Corporation be and he is hereby authorized and directed to do and perform all such acts and things, sign all such documents and take all such other steps as may be necessary or advisable in the opinion of counsel for the Corporation or which in the opinion of such director or officer may be considered convenient and proper to carry out the purpose and intent of this resolution.”

I, the undersigned, Christopher Clinning, the Chief Financial Officer and Secretary of the Corporation, do hereby certify that the foregoing is a true copy of resolutions adopted by the Board of Directors of the Corporation on September 16, 1999, which resolutions remain in full force and effect, unamended as at the date hereof.

DATED as of this 17th day of September, 1999.

(signed) Christopher Clinning
Chief Financial Officer and Secretary