CERTIFIED RESOLUTION of all of the Directors of
CSW Ventures Corp. (the "Corporation")
passed pursuant to the By-Laws of the Corporation
effective the 25th day of May, 2000

I, **Edward J. Stringer,** President of **CSW Ventures Corp.** (the "Corporation") hereby certify that the following is a true copy of an extract from a Resolution in Writing of the Board of Directors of the Corporation, effective the 25th day of May, 2000 and that such resolution has not been rescinded or amended and is still in full force and effect.

"APPROVAL OF PRELIMINARY PROSPECTUS, OPENING BALANCE SHEET AND LISTING

BE IT RESOLVED THAT:

1. the Preliminary Capital Pool Company Prospectus (the "Preliminary Prospectus") dated May 25, 2000 relating to the public offering of 1,200,000 common shares in the capital of the Corporation at the price of $0.25 per common share be and is hereby approved in substantially the form circulated herewith and attached hereto as Schedule "A";

2. Edward J. Stringer signing as Chief Executive Officer and Chief Financial Officer, and any two directors of the Corporation signing on behalf of the board of directors of the Corporation, be and are hereby authorized to sign the Preliminary Prospectus with such additions, amendments, deletions and variations as they may, in their discretion, approve, and their signatures on the Preliminary Prospectus shall be conclusive evidence of such approval;

3. each officer and director of the Corporation be and is hereby authorized to execute all documents and do all other things as may be deemed necessary or desirable in connection with the Preliminary Prospectus;

4. the audited balance sheet of the Corporation dated April 28, 2000 and the accompanying notes be and are hereby approved and any two directors of the Corporation be and are hereby authorized to sign the balance sheet of the Corporation;

5. the filing of the Preliminary Prospectus, signed in the manner provided for in this resolution with the Alberta Securities Commission, the British Columbia Securities Commission and the Canadian Venture Exchange be and is hereby approved;

6. there be filed with the Alberta Securities Commission, the British Columbia Securities Commission and the Canadian Venture Exchange all statements, forms and other documents as the Corporation shall be advised by counsel are necessary or desirable to be so filed and any one or more of the directors or officers of the Corporation be and are hereby authorized to do and perform all such acts and things, sign all documents and take all such other steps as may be necessary or convenient in the opinion of such director or officer to properly carry out the intent of these resolutions; and

7. the Corporation be and is hereby authorized and directed to reserve 1,200,000 Common shares in the unissued capital stock of the Corporation and any two directors or officers of the Corporation be and are hereby authorized to issue treasury orders and take all necessary action to cause the issuance of 1,200,000 Common shares upon the completion of this offering.

8. the Corporation make an application for listing on the Canadian Venture Exchange in respect of the Corporation's common shares and enter into a listing agreement with the Canadian Venture Exchange in respect thereto; and

9. any one director or officer of the Corporation be and is hereby authorized to execute all documents and perform all acts as are necessary to give effect to the listing of the common shares of the Corporation on the Canadian Venture Exchange."

DATED the 25th day of May, 2000.

(signed)

Edward J. Stringer - President