

CERTIFIED RESOLUTION of all of the Directors of  
**CSW Ventures Corp.** (the "Corporation")  
passed pursuant to the By-Laws of the Corporation  
effective the 13<sup>th</sup> day of July, 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 13<sup>th</sup> day of July, 2000 and that such resolution has not been rescinded or amended and is still in full force and effect.

**“APPROVAL OF FINAL PROSPECTUS AND FINANCIAL STATEMENTS**

**BE IT RESOLVED THAT:**

1. the Final Capital Pool Company Prospectus (the "Final Prospectus") dated July 13, 2000 relating to the public offering of 1,700,000 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 Final Prospectus with such additions, amendments, deletions and variations as they may, in their discretion, approve, and their signatures on the Final Prospectus shall be conclusive evidence of such approval;
3. each officer and director of the Corporation be and is hereby authorized to execute all such documents and do all such other things as may be deemed necessary or desirable in connection with the said Final Prospectus;
4. the audited opening balance sheet of the Corporation dated April 28, 2000 and the accompanying notes thereof be and are hereby approved and shall be included with the Final Prospectus;
5. the filing of the Final Prospectus with the Alberta Securities Commission and the Canadian Venture Exchange, when signed in the manner provided in the foregoing resolutions, be and is hereby approved; and
6. there be filed with the Alberta 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 they are hereby authorized to do and perform all such acts and things, sign all such documents and take all such other steps as may in the opinion of such director or officer be necessary or convenient to properly carry out the intent of these resolutions.”

“Signed”

**Edward J. Stringer - President**