

**COMMAND DRILLING CORPORATION**

**CERTIFICATE**

The undersigned, being the Secretary-Treasurer of Command Drilling Corporation (the "Corporation") does hereby certify that attached hereto is a true and accurate extract of the minutes of a meeting of the board of directors of the Corporation held on May 24, 2000 and the resolutions as referred to therein remain in full force and effect as of the date hereof, unamended.

Dated this 26<sup>th</sup> day of May, 2000.

**COMMAND DRILLING CORPORATION**

Per: "U. John Uiska"  
(signed) U. John Uiska  
Secretary-Treasurer

NOW THEREFORE BE IT RESOLVED THAT:

...

#### APPROVAL AND FILING OF FINAL PROSPECTUS

1. The form of Final Prospectus submitted to the directors relating to the proposed offering to the public of units ("Units"), each Unit comprised of one Common Share and one-half Warrant, be and the same is hereby approved and John C. McBean, the President and Chief Executive Officer of the Corporation, and U. John Uiska, the Secretary-Treasurer of the Corporation, acting for this purpose as the Chief Financial Officer, and any two directors of the Corporation other than Mr. McBean, be and the same are hereby authorized to evidence such approval by signing a Final Prospectus substantially in such form, with such changes, additions and alterations thereto as the President, on the advice of counsel, may approve, including any amendment or amendments thereto, under the provisions of the *Securities Act* (Alberta), the *Securities Act* (British Columbia) or the *Securities Act* (Ontario) and the applicable securities legislation of the other provinces of Canada in which the Common Shares and Warrants are to be qualified for sale and the approval of the President of any such changes, additions, alterations or amendments shall be conclusively evidenced by his signature in the Final Prospectus or any such amendment thereto;
2. Each of the consolidated balance sheet of the Corporation as at March 31, 2000, the statement of cash flows from incorporation on January 13, 2000 to March 31, 2000, the proforma consolidated balance sheet as at March 31, 2000, the proforma consolidated statement of earnings for the six months ended December 31, 1999, the proforma consolidated statement of earnings for the year ended June 30, 1999, the financial forecast of the Corporation for the year ending June 30, 2001, all as contained in the Final Prospectus presented to the directors, be and the same are hereby approved and any two directors of the Corporation be and they are hereby authorized to evidence such approval by signing the foregoing financial disclosures of the Corporation;
3. Each of the consolidated balance sheet of Command Drilling Inc. as at June 30, 1998 and 1999 and December 31, 1999, the consolidated statements of earnings and retained earnings and the consolidated cash flow statements for the years ended June 30, 1997, 1998 and 1999 and the six month periods ended December 31, 1998 and 1999, all as contained in the Final Prospectus presented to the directors, be and the same are hereby approved.