**CERTIFICATE**

I, Paul W. Cooper, the Secretary of Intercedent Ventures Ltd. (the "Company") hereby certify that attached hereto is a true and correct copy of the resolutions of the board of directors of the Company duly approved on July 31, 2000, and that the same were reconfirmed at a meeting of the board of directors of the Company held on the date hereof at which all directors were in attendance.

DATED at Vancouver, British Columbia as of the 13th day of September, 2000.

**INTERCEDENT VENTURES LTD.**

(signed) *"Paul W. Cooper"*
Paul W. Cooper
Secretary

RESOLUTIONS OF THE BOARD OF DIRECTORS OF
**INTERCEDENT VENTURES LTD.**
(the "**Corporation**")

**RESOLVED** that:

"1. The final prospectus which has been presented to the board of directors of the Corporation be and is hereby approved and each of the President, Chairman and any two directors of the Corporation be and are hereby authorized to sign the final prospectus, with such additions or alterations as they may consider necessary or advisable.

2. The audited financial statements of the Corporation, consisting of a balance sheet as at April 13, 2000 and statements of loss and deficit and cash flows for the period from January 25, 2000 to April 13, 2000, as contained in the final prospectus, be and are hereby approved and any two directors of the Corporation be and are hereby authorized to evidence such approval by signing the consolidated balance sheet of the Corporation.

3. The Listing Agreement and Statutory Declaration of the Canadian Venture Exchange in substantially the form provided to the board of directors of the Corporation be and is hereby approved and each of the President and Chairman of the Corporation be and are authorized to execute the Listing Agreement and Statutory Declaration on behalf of the Corporation, and the execution and delivery of such documents shall be conclusive evidence of such authorization.

4. The Corporation be and is hereby authorized to file the final prospectus and the Listing Agreement and Statutory Declaration signed by the President and Chairman of the Corporation with the Canadian Venture Exchange and other appropriate regulatory authorities in Canada.

5. Any director or officer of the Corporation be and is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments and documents, and to do all such other acts and things as in his opinion may be necessary or desirable in connection with or to carry out the foregoing, the taking of any such action or the execution and delivery of any such document in accordance with this paragraph being conclusive evidence of such determination.

6. These resolutions may be executed in several parts, in the same form, and by facsimile, each of which shall be deemed to be an original, and such parts as so executed shall together constitute one and the same instrument."