

**CERTIFIED COPY OF THE RESOLUTIONS OF THE BOARD OF  
DIRECTORS OF THRUST CAPITAL CORP. (the "Corporation")  
PASSED ON JANUARY 21, 2002.**

**“PROSPECTUS**

**WHEREAS** the Corporation proposes to file a prospectus in respect of the distribution by it of a maximum of 1,666,666 Common Shares and a minimum of 1,000,000 common shares ("Distributed Shares") at a price of \$ 0.30 per share pursuant to Alberta Securities Commission Rule 46-501 and Canadian Venture Exchange Policy No. 2.4 to prospective investors in the provinces of Alberta and British Columbia, and pursuant to the terms of an agency agreement entered into between the Corporation and Pacific International Securities Inc.

**"BE IT RESOLVED THAT:**

1. The form of prospectus of the Corporation to be dated January 21, 2002 reviewed by the directors relating to the proposed distribution to the public of the Distributed Shares of the Corporation, substantially in the form circulated among the directors, be approved and Rodney Mitton, President and director of the Corporation in his capacity as the Chief Executive Officer of the Corporation, and Dan Pacholik, Treasurer and director of the Corporation in his capacity as the Chief Financial Officer of the Corporation, together with two other directors of the Corporation are hereby authorized to sign, on behalf of the Board of Directors, the prospectus, together with such amendments, deletions or modifications thereto as such persons shall consider to be necessary or desirable and whose signing thereof shall conclusively evidence their approval of such amendments, deletions or modifications.
2. The financial statements of the Corporation including the audited balance sheet as at January 18, 2002 or such other date and such other financial statements as may be required by the Alberta Securities Commission, the British Columbia Securities Commission or The Canadian Venture Exchange Inc. all as contained in the said prospectus reviewed by 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 audited balance sheet of the Corporation.
3. The solicitors for the Corporation are hereby authorized to file the prospectus together with all requisite supporting materials with the Alberta Securities Commission, the British Columbia Securities Commission and The Canadian Venture Exchange Inc.
4. Any officer of the Corporation be and he is hereby authorized to execute and deliver, under corporate seal of the Corporation, or otherwise, all such other documents and other instruments and to do all such other acts and things necessary or desirable in connection with the filing of the prospectus and the distribution of the Distributed Shares of the Corporation."

I, the undersigned, President and Chief Executive Officer of THRUST CAPITAL CORP., hereby certify that the foregoing is a true copy of a resolution of the Directors of the Corporation passed on January 21, 2002.

DATED at the City of Calgary, in the Province of Alberta, this 21<sup>st</sup> day of January, 2002.

“RODNEY MITTON”  
RODNEY MITTON

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President and Chief Executive Officer