

**CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS OF
RITA CAPITAL CORP. (the "Corporation")**

"BE IT RESOLVED THAT:

Preliminary Prospectus and Related Matters

1. The form of preliminary prospectus of the Corporation to be dated August 7, 2002 (the "Prospectus") (or such other date as the Chief Executive Officer of the Corporation shall approve, such approval to be conclusively evidenced by such officers' execution of the certificate attached thereto) including the financial statements contained therein, being the Balance Sheet as at July 31, 2002 and the notes thereto, relating to the proposed issue of 1,500,000 common shares ("Common Shares") at a price of \$0.20 per share upon and subject to the terms therein set forth, be and it is hereby authorized and approved, and a Prospectus substantially in such form with such additions thereto, deletions therefrom and alterations thereto as the persons hereinafter authorized sign the Prospectus shall approve, such approval to be conclusively evidence by the execution by such persons of the Prospectus, shall be conclusively deemed to be the Prospectus which is authorized and approved by this resolution and in respect of which the execution of itself is herein authorized and approved;
2. John F. Driscoll, President and Chief Executive Officer of the Corporation (who, for these purposes, is also authorized to sign as Chief Financial Officer of the Corporation) (or, in the absence of such individual, any person or persons permitted to sign the Prospectus by the securities regulatory authorities with which the Prospectus is to be filed), be and is hereby authorized to sign the Prospectus, and any two other directors of the Corporation be and they are hereby authorized to sign the Prospectus on behalf of the Board of Directors of the Corporation (and any other jurisdiction as designated by the Chief Executive Officer of the Corporation);
3. Any two directors of the Corporation be and they are hereby authorized to sign the balance sheet contained in the Prospectus on behalf of the Board of Directors of the Corporation;
4. The Prospectus, together with all documents deemed necessary by counsel to the Corporation, be filed with the securities commission or similar regulatory authorities in the Province of Alberta; and
5. Any director and officer of the Corporation be and he is hereby authorized and directed to do and perform all such acts and things and to execute and deliver or cause to be executed and delivered, for, in the name of and on behalf of the Corporation (whether under seal of the Corporation or otherwise) all such agreements, instruments and other documents as in their opinion may be necessary or desirable to perform or give effect to the terms of this resolution."

I, J. G. (Jeff) Lawson, Assistant Secretary of Rita Capital Corp. (the "Corporation"), hereby certify that the foregoing is a true and correct copy of resolutions duly passed by the Board of Directors of the Corporation, which resolutions remain in full force and effect, unamended, as of the date hereof.

DATED this 7th day of August, 2002.

(signed) "J. G. (Jeff) Lawson"

J. G. (JEFF) LAWSON
Assistant Secretary