

**CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS  
OF AVALON WORKS CORP. (THE "CORPORATION")**

**"NOW THEREFORE BE IT RESOLVED THAT:**

*Appointment of Registrar and Transfer Agent*

8. CIBC Mellon Trust Company ("CIBC Mellon Trust") at its principal office in the City of Calgary, Alberta be and it is hereby appointed transfer agent and registrar for the common shares in the capital of the Corporation ("Common Shares");
9. For the purpose of the original issue of the certificates representing the said Common Shares, CIBC Mellon Trust is hereby directed to countersign as Transfer Agent and Registrar certificates in such amounts as the Corporation may from time to time by resolution allot, CIBC Mellon Trust being authorized to issue such Common Shares on receipt of a copy of such resolution certified by the President of the Corporation and to deliver the said certificates to or upon the written order of the Corporation;
10. The principal register of transfers and the consolidated shareholders ledgers of the Common Shares shall be kept at the office of CIBC Mellon Trust in the City of Calgary, Alberta;
11. All of the Common Shares shall be effectively and interchangeable transferrable on the registers of transfers maintained by CIBC Mellon Trust regardless of where or when the share certificates therefore shall have been issued and the registration of the transfer of any of the Common Shares in the register of transfer shall for all purposes be complete and valid registration and transfer;
12. CIBC Mellon Trust may act upon any signature, certificate or other document believed by it to be genuine and believed to have been signed by the proper person or persons, or refuse to transfer a certificate if it is not satisfied as to the propriety of the requested transfer and in so doing CIBC Mellon Trust shall be protected and held harmless by the Corporation from all liability and expense;
13. The Corporation shall lodge with CIBC Mellon Trust certified specimens of the signatures of the officers of the Corporation authorized to sign share certificates, and CIBC Mellon Trust shall be fully protected in relying on such signatures and in continuing to use share certificates bearing the same until CIBC Mellon Trust has been notified in writing by the Corporation to discontinue the use of such certificates;
14. The Corporation authorizes CIBC Mellon Trust to levy a certificate issuance fee of \$4.25 per certificate to the presenter;
15. When CIBC Mellon Trust deems it expedient, it may apply to the President of the Corporation or to counsel for the Corporation or its own counsel for instructions or advice and the Corporation shall fully protect and hold CIBC Mellon Trust harmless

from any and all liability for any action taken by CIBC Mellon Trust in accordance with such instruction or advice;

16. CIBC Mellon Trust is hereby authorized to accept a list certified by the President of the number of Common Shares registered in the name of each shareholder at the time of its appointment as Transfer Agent and Registrar;
17. The Corporation or CIBC Mellon Trust may terminate this appointment by giving to the other three months' notice in writing;
18. Remuneration for the services of CIBC Mellon Trust shall be the fees in effect from time to time in accordance with its tariff of fees which is subject to revision upon agreement and CIBC Mellon Trust shall be reimbursed for all legal, stationery, postage and other out-of-pocket expenses which attach to the carrying out of its duties under this appointment; and
19. The Directors and/or the proper officers of the Corporation be and they are hereby authorized to execute under the corporate seal of the Corporation or otherwise such agreements or other documents in such form and terms as conclusively evidenced by their execution of such agreements or other documents.

***Appointment of Dividend Disbursing Agent***

20. CIBC Mellon Trust be and it is hereby appointed agent to disburse to the shareholders of the Corporation dividends which may from time to time be declared on the Common Shares and CIBC Mellon Trust is hereby authorized and directed to pay such dividends as may be declared by the Board of Directors of the Corporation upon the Corporation lodging with CIBC Mellon Trust, a certified copy of the resolution of the Board of Directors declaring such dividends, and depositing with CIBC Mellon Trust, funds in an amount sufficient for the payment of such dividends at least one (1) business day before each dividend payable date."

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I, Vitold Jordan, President, Chief Executive Officer and Chief Financial Officer of Avalon Works Corp. (the "Corporation"), hereby certify the foregoing to be a true and correct excerpt from the resolutions 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 20th day of June, 2000.

(signed) "*Vitold Jordan*"  
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Vitold Jordan  
President, Chief Executive Officer and Chief  
Financial Officer