

I HEREBY CERTIFY THAT THIS IS A COPY
OF A DOCUMENT FILED WITH THE
REGISTRAR OF COMPANIES ON
JUN 21 1989

PROVINCE OF BRITISH COLUMBIA

FORM 21

COMPANY ACT

REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

SPECIAL RESOLUTION

Cert. of Incorpor. 318782

The following special resolution was passed by the undermentioned Company on
the date stated:

Name of Company: GOLDEN SKY RESOURCES INC.

Date Resolution passed: DECEMBER 29TH, 1989

Resolution:

"On motion duly made, seconded and carried, IT WAS RESOLVED by a
Special Resolution, that the Company's Articles be amended by the
insertion of the following paragraph as Article 45(4) of the Articles of the
Company:

"45(4) The board may appoint one or more additional directors of
the Company but the number of additional directors so
appointed shall not exceed one-third of the number of
directors elected or appointed at the last general meeting."

"

Certified a true copy the 25th day of May, 1989.


P.C. DEVLIN
Solicitor