

**FORM 45-102F2**

**CERTIFICATE UNDER SUBSECTION 2.7(2) OR (3) OF  
MULTILATERAL INSTRUMENT 45-102 *RESALE OF SECURITIES***

*Derek Oil & Gas Corporation* has distributed securities under a provision listed in Appendix D or E to Multilateral Instrument 45-102 or a provision of securities legislation that specifies that the first trade of the securities is subject to section 2.5 or 2.6 of Multilateral Instrument 45-102 and hereby certifies that in respect of a distribution on November 5, 2003 of 1,666,667 common shares of *Derek Oil & Gas Corporation*, *Derek Oil & Gas Corporation* was a qualifying issuer within the meaning of Multilateral Instrument 45-102 Resale of Securities at the distribution date.

DATED at Vancouver, B.C. this 10th day of November, 2003.

*Derek Oil & Gas Corporation*

By: "Barry C.J. Ehrl"  
Barry C.J. Ehrl  
President & C.E.O.