

FORM 45-102F2 (Second Amended Filing)

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

Complete 1. or 2.

1. *[Name of Issuer or Selling Security Holder]* **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 *[date]* **February 18, 2004 of 729,000 common shares and 364,500 common share purchase warrants***[amount or number and type of securities]* of *[Name of Issuer]* **Derek OIL & GAS CORPORATION**, *[Name of Issuer]* **DEREK OIL & GAS CORPORATION** was a qualifying issuer within the meaning of Multilateral Instrument 45-102 Resale of Securities at the distribution date.

2. *[Name of Issuer]* has distributed securities under a provision listed in Appendix F to Multilateral Instrument 45-102 or a provision of securities legislation that specifies that the first trade of securities distributed to an employee, executive, consultant or administrator is subject to section 2.6 of Multilateral Instrument 45-102 and hereby certifies that in respect of a distribution on *[date]* of *[amount or number and type of securities]* of *[Name of Issuer]*, *[Name of Issuer]* became after the distribution date by filing a prospectus in a jurisdiction listed in Appendix B to Multilateral Instrument 45-102 and listing or quoting a class of its equity securities on a qualified market, and now is, a qualifying issuer within the meaning of Multilateral Instrument 45-102.

DATED at **Vancouver, B.C.** this **8th** day of **March** , **2004**.

[Name of Issuer or Selling Security Holder] **DEREK OIL & GAS COPORATION**

By: **"Edward Byrd"**
[type name] **Edward Byrd**
[title] **Director**