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SEC. OF STATE  
INDUSTRIAL MINERALS INC.  
89 MAY 19 AM 8 51

ENTERED  
6. 1. 1989

The following Resolutions were passed by the Directors of Industrial Minerals Inc. (the Company), having been consented to by the signing of all the Directors as of this 5th day of April, 1989.

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F. Resig. of officers

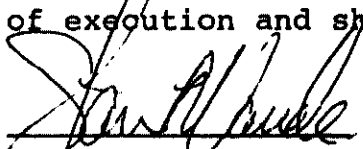
WHEREAS the Company wishes to change their Officers Directors, and Shareholders to read as follows:

Minutes of this Meeting.

IT IS HERE-BY RESOLVED THAT:

1. Stan Vanek, has resigned as President of Industrial Minerals Inc.
2. Stan Vanek, has signed over his 5000 shares of stock to Robert R. Grant.
3. Beth Vanek, has resigned as a Director of the Industrial Minerals.
4. Beth Vanek, has signed over her 5000 shares of stock to Eleanor T. Grant.

This resolution shall be signed by the directors in an many counterparts as may be deemed necessary, each of which so signed shall be demmed to be an original, and such counterparts together shall constitute one and the same instrument notwithstanding the date of execution and shall be deemed to bear the date as set forth above.

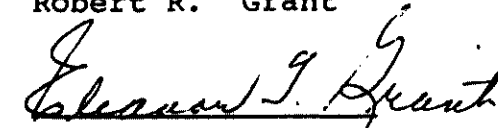
  
Stan Vanek

4/14/89

  
Beth Vanek

4-14-89

  
Robert R. Grant

  
ELEANOR T. Grant