

April 4, 2002

**TO WHOM IT MAY CONCERN**

Dear Sirs/Madams:

**Re: VERMILION RESOURCES LTD. – ACQUISITION OF ARTEMIS ENERGY LIMITED**

Pursuant to a takeover bid dated March 1, 2002 (the “Takeover Bid”) Vermilion Resources Ltd. (“Vermilion”) through its wholly owned subsidiary 962134 Alberta Ltd. (“962134”) offered to acquire all of the issued and outstanding shares of Artemis Energy Limited (“Artemis”). Effective March 21, 2002, 962134 closed the Takeover Bid by acquiring 100% of the Artemis common shares. The directors of Artemis resigned in favour of the nominees of 962134 on March 21, 2002, and the board of directors of Artemis was changed to Jeffrey S. Boyce, Lorenzo Donadeo and Claudio Ghersinich.

On March 28, 2002 962134 (as the sole shareholder of Artemis) passed a special resolution to wind-up and dissolve Artemis. As of this date, all Artemis assets were distributed to 962134 and 962134 assumed all Artemis liabilities. Prior to the wind-up Artemis granted 962134 power of attorney to execute all acts, matters and things whatsoever deemed necessary for the purposes of winding-up the affair of Artemis.

Effective April 1, 2002, 962134 transferred the Artemis assets to the Vermilion Resources partnership as per the attached “Notice of Partnership”.

This letter is to serve as confirmation that Vermilion owns 100% of the issued and outstanding shares of 962134 and 962134 owned 100% of the issued and outstanding shares of Artemis prior to the wind up Artemis into 962134 on March 28, 2002. We attach herewith a copy of the Alberta Corporate Registry search confirming that Vermilion owns 100% of the voting shares of 962134 as well as confirming the Artemis wind-up.

Yours truly,

**VERMILION RESOURCES LTD.**

Susan McNutt  
Manager, Land Administration and Contracts

*cc. Vermilion Resources Ltd. – Attention: Mr. Jack Smith, Controller*