

**RESOLUTION IN LIEU OF DIRECTORS MEETING**

THE UNDERSIGNED, being the Board of Directors of CMKM DIAMONDS INC., a Nevada Corporation, in lieu of a Directors meeting, hereby consent to the following resolutions:

WHEREAS, the Corporation is currently and has continued to be in default under the Operation Agreement with Nevada Minerals, Inc., regarding the Corporation's interest in The American Shaft, in Portovelo, Ecuador, and

WHEREAS, the Corporation acknowledges the receipt of multiple notices of Default under the Operation Agreement from Nevada Minerals for a total amount due of \$706,471.53, and

WHEREAS, the Corporation acknowledges in the last notice sent, the Corporation had until October 29, 2005 to fulfill its obligations for payment of the funds, and

WHEREAS, the Corporation does not have the capital to sustain the ongoing requirements under the agreement, and

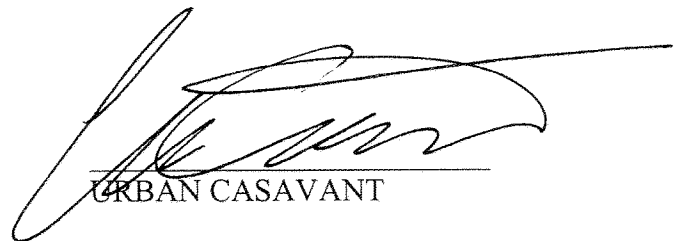
NOW THEREFORE, BE IT RESOLVED, the Corporation believes it is in the best interest for the Corporation not to pursue a cure of the default under the Operation Agreement; and be it

FURTHER RESOLVED, the Corporation has given a full and final release to any interests it may have in the American Shaft to Nevada Minerals, Inc. due to the continued default, and be it

FURTHER RESOLVED, the Corporation consents to and will hold Nevada Minerals, Inc. harmless for gaining ownership of the American Shaft as stipulated in the Operation Agreement, Paragraph 1 (" . . . ownership of the mine shall be transferred to the operator in the event of a default by Miner"), and be it

FURTHER RESOLVED, that the corporate officers are hereby authorized to execute any and all documents necessary to accomplish the above resolutions.

DATED: November 3, 2005

  
URBAN CASAVANT