

Company Number: 02460338

THE COMPANIES ACT 2006

THURSDAY



A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BHR PHARMACEUTICALS LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions and as special resolutions respectively:

Resolutions proposed by the sole director as ordinary resolutions:

- 1 That the share for share exchange agreement to be entered into between Parashkumar Kotecha and the Company relating to the purchase by the Company of the entire issued share capital of BHR Medical Limited be approved for all purposes including under section 190 of the Companies Act 2006 (the "Act").
- 2 That those provisions which, immediately before 1 October 2009, were contained in the Company's memorandum of association and by virtue of section 28 of the Act would otherwise be treated as provisions of the Company's articles of association shall no longer apply to the Company,
- 3 That pursuant to the provisions of section 551 of the Act, the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary voting shares in the Company provided that:-
 - 3.1 the maximum aggregate nominal amount of such shares that may be allotted under this authority is £9,000; and
 - 3.2 this authority shall, (unless revoked, varied or renewed in accordance with the Act), expire on the fifth anniversary of this resolution (except that the Company may, before such expiry, make an offer or agreement which will

or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired);

and the authority granted by this resolution is in substitution for any authority to allot shares previously granted to the directors which (to the extent that it remains in force and unexercised) is revoked;

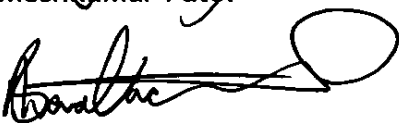
Resolutions proposed by the sole director as special resolutions:

- 4 That in accordance with section 570 of the Act the directors be generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority given in resolution 3 3.3 above as if section 561(1) of the Act (existing shareholders' right of pre-emption) did not apply to such allotment and that to the extent that any such pre-emption rights did apply to such allotment that the shareholders being entitled to vote on the resolutions waive all pre-emption rights held in respect of all classes of shares in the capital of the Company.

The undersigned, being all of the persons entitled to vote on the above resolutions on the date of circulation of them by the Company, irrevocably vote in favour of them.


.....
Rameshkumar Patel

02/02/11
.....
Date


.....
Bharat Vadukul

02/02/11
.....
Date

NOTES

- 1 The date of circulation of the attached resolutions is 2 FEBRUARY 2011. Unless the resolutions are passed before the end of the period 28 days beginning with that date, they will lapse.
- 2 Please indicate your agreement to the resolutions by signing and dating this document where indicated above and returning it to the Company.