COMPANIES ACT 1985

WAVEGEN PROJECTS LIMITED

Registered in Scotland No. 166778

The undernoted Resolutions were passed on 12th October 2005

AS ELECTIVE RESOLUTIONS

- (i) To dispense with the laying of Accounts and Reports before the Company in general meeting in respect of the year ending 31st December 2005 and subsequent financial years in accordance with Section 252 of the Act;
- (ii) To dispense with the holding of the Annual General Meeting for 2006 and subsequent years in accordance with Section 366(A) of the Act; and
- (iii) To dispense with the obligation to appoint Auditors annually in accordance with Section 386 of the Act.

Secretaries

Presented by: Ledingham Chalmers

Johnstone House 52-54 Rose Street Aberdeen AB10 1HA

Ref:

FNE/EHO

SCT 8J9129T6 1680 COMPANIES HOUSE 25/10/05