

Company No: SC256532

THE COMPANIES ACT 2006

WRITTEN MEMBERS' RESOLUTION

of

ELONICS LIMITED

(the "Company")

WEDNESDAY



S86ZBIDB

SCT

17/03/2010

490

COMPANIES HOUSE

By a written resolution circulated 26 February 2010, passed in accordance with section 281 of the Companies Act 2006, the requisite majority of members of the Company of who at the date of circulation of the resolution would be entitled to attend and vote at a general meeting of the Company, resolved that the following resolutions shall have effect as if they had been passed as special resolutions at a general meeting of the Company duly convened and held:

1. That, in accordance with section 551 of the Companies Act 2006, the Directors be authorised to grant rights to convert loan notes into shares in the Company pursuant to the issue of up to £265,000 in nominal value of loan notes constituted pursuant to a loan note instrument of the Company constituting £265,000 10% secured convertible loan notes 2010 and that only pursuant to conversion in accordance with the said loan note instrument, the Directors be authorised to allot up to 23,396 A2 ordinary shares in the capital of the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 September 2010.
2. That, the power given to the Directors by an Ordinary Resolution of the members of the Company circulated on 15 October 2009 to grant rights to convert loan notes into shares in the Company pursuant to the issue of up to £716,714 in nominal value of loan notes constituted pursuant to a loan note instrument of the Company constituting £716,714 10% secured convertible loan notes 2009 be varied to allow the Directors to be authorised to allot up to 78,709 A2 ordinary shares in the capital of the Company.

3. That in accordance with Section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolutions 1 and 2 above, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
- (i) be limited to the allotment of equity securities up to an aggregate nominal amount of £969.10 (consisting of 96,910 A2 ordinary shares of 1 penny each); and
 - (ii) expire on 30 September 2010 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

A handwritten signature in dark ink, appearing to read "Alan J. Hulse", is written over a horizontal line.

For and on behalf of Elonics Limited

Director/~~Company Secretary~~