

ELONICS LIMITED

(Registered No. SC256532)

(the "Company")

By a written resolution circulated **15** July 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:

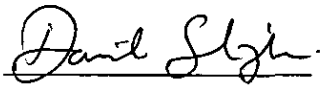
1. That, in accordance with section 551 of the Act, the Directors be authorised to grant rights to convert loan notes into shares in the Company pursuant to the issue of up to £1,315,000 in nominal value of loan notes constituted pursuant to loan note instruments of the Company constituting (i) £716,714 10% secured convertible loan notes 2009; (ii) £265,000 10% secured convertible loan notes 2010; and (iii) £350,000 10% secured convertible loan notes 2010 Round 2 and that only pursuant to conversion in accordance with the applicable loan note instruments, the Directors be authorised to allot up to 150,000 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 and that this authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.
2. That, pursuant to Chapter 4 of Part 18 of the Act, the off market purchase by the Company of 7,493,354 deferred shares of £0.01 each in the Company from Scottish Enterprise pursuant to the agreement for purchase of own shares, a copy of which has been circulated to the eligible members on or around the circulation date, be and is hereby approved and that any two directors or any one director and the secretary be authorised to execute the same on behalf of the Company and effect such purchase.

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3. That, the allotment of 999 Ordinary shares of £1.00 each in the capital of the Company to David Srodzinski on 11 November 2004 without authority under section 80 of the Companies Act 1985 be and is hereby approved.

A handwritten signature in cursive script, appearing to read "David Srodzinski", written over a horizontal line.

For and on behalf of Elonics Limited

Director