

Company Number: 5940040

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

**BRAINJUICER GROUP LIMITED
(the "Company")**

We, the undersigned, being all the members of the Company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolutions as special or ordinary resolutions (as indicated) and agree that these resolutions shall, for all purposes be as valid and effective as if they had been passed by us all at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION

1. That, in substitution for all existing authorities, the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) provided that the authority hereby granted shall be limited to the allotment and issue of up to a maximum of the authorised but unissued share capital of the Company for a period expiring (unless previously renewed or revoked by the Company in general meeting) on the date which is 15 months after the date of the passing of this resolution, or at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution if that shall occur sooner, but so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement notwithstanding that the authority hereby conferred has expired.

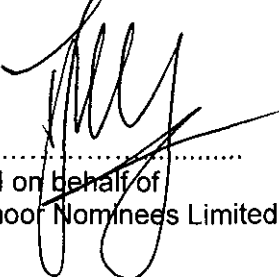
SPECIAL RESOLUTION

2. That, in substitution for all existing authorities granted by the Company in general meeting pursuant to section 95 of the Act but without prejudice to any allotments of equity securities pursuant to such authorities prior to the date of this resolution, the directors be and are empowered in accordance with section 95 of the Act to allot equity securities (as defined in section 94 of the Act) to be made pursuant to the authority conferred on them to allot relevant securities by resolution 1 above or otherwise as if sub-section (1) of section 89 and sub-sections (1) to (6) of section 90 of the Act do not apply to any such allotment provided that the power conferred by this resolution 2 shall be limited to:
 - (a) the allotment of equity securities to the current shareholders of Brainjuicer Limited pursuant to a share exchange agreement to be entered into between the Company and the shareholders of Brainjuicer Limited;
 - (b) the allotment of equity securities in connection with a placing of up to 1,120,000 new ordinary shares of £0.01 each by the Company;

- (c) the grant of options and the allotment of equity securities pursuant to the exercise of options granted under the terms of any share option scheme adopted or operated by the Company; and
- (d) the allotment (otherwise than pursuant to sub-paragraphs (a) to (c) above) of equity securities up to an aggregate nominal value representing 5 per cent. of the allotted and fully paid share capital of the Company immediately following the proposed admission of the ordinary share capital of the Company to trading on the Alternative Investment Market of the London Stock Exchange plc (both issued and to be issued),

and so that this resolution 2 shall cease to have effect when the authority conferred by resolution 1 above is revoked or would (if not renewed) expire, but so that the Company may before the expiry of this resolution 2 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 that offer or agreement notwithstanding that the authority conferred by this resolution 2 has expired.

Dated: 5 October 2006



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For and on behalf of
Huntsmoor Nominees Limited



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For and on behalf of
Huntsmoor Limited

Presented by:
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