

The One Place Capital Limited (the "Company")

Registered In Scotland No. SC301187

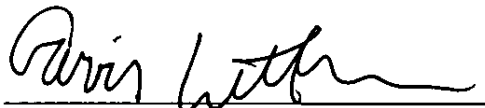
The Companies Acts

Print of Members' General Meetings Resolutions

At a General Meeting of the Company, duly convened and held on **Wednesday 20 March 2013** at **11:00** at 5th Floor, 125 Princes Street, Edinburgh, the following resolutions were duly passed as special resolutions:-

SPECIAL RESOLUTIONS

1. THAT in accordance with section 551 of the Companies Act 2006 (the "Act"), the directors of the Company be generally and unconditionally authorised to allot up to an aggregate amount of 50,000,000 ordinary shares of £0.0001 each, provided such allotment of shares: (i) is made at a price of £0.05 per ordinary share of £0.0001, and (ii) is made on or before midnight on 31 October 2013 (the "Expiry Date") save that the Company may, before such Expiry Date, make offer(s) or agreement(s) which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer(s) or agreement(s) notwithstanding the Expiry Date; declaring further that this authority is in substitution for the previous authority conferred on the directors of the Company in accordance with section 551 of the Act to allot up to an aggregate amount of 10,000,000 ordinary shares of £0.0001 each at a price of £0.10 per ordinary share of £0.0001 on or before 31 March 2013;
2. THAT in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot up to an aggregate amount of 67,360,000 ordinary shares of £0.0001 each, provided such allotment of shares: (i) is in respect of the obligations of the Company pursuant to the convertible loan note instrument executed by the Company on 23 December 2011 (the "Loan Note Instrument") and the conversion of up to £722,000 of loan notes plus accrued interest pursuant to the Loan Note Instrument into ordinary shares of £0.0001 each at £0.0125 per ordinary share of £0.0001, and (ii) is made on or before midnight on the Expiry Date; and
3. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company or the Act or otherwise be and are hereby waived in respect of any allotment by the Company of ordinary shares of £0.0001 each pursuant to resolution 1. and/or resolution 2. Above.



DIRECTOR AND AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
THE ONE PLACE CAPITAL LIMITED (SC301187)

8 April 2013
Date

WEDNESDAY



S25YVQ03
SCT 10/04/2013 #641
COMPANIES HOUSE