

MICROTEST_{DX}

MICROTEST MATRICES LIMITED

(the "Company")

Company Number 4564594

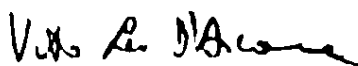
The following resolutions were passed at a General Meeting of the Company at 10 am on the 12 September 2016 at The Elms Courtyard, Bromesberrow, Ledbury HR8 1RZ

AS ORDINARY RESOLUTIONS

- 1 That the directors be and are authorised by this resolution to issue loan notes with an aggregate nominal value of £350,000 (Loan Notes) and issue and allot up to the number of shares of the Company (Shares) required in the event that the Loan Notes are converted to shares of the Company on the terms as set out in a letter to shareholders and a term sheet dated 26 August 2016 (Offer Letter) The authority given by this resolution shall expire on the date that any obligation incumbent on the Company to allot shares in respect of which authority is given by this resolution terminates in accordance with the terms of the relevant obligation
- 2 That the directors be and are authorised by this resolution to issue warrants to subscribe for up to 35,000 shares of the Company (Warrants) to subscribers of Loan Notes issued pursuant to ordinary resolution number 1 and, on the exercise of the Warrants, to issue and allot up to 35,000 Shares, on the terms as set out in the Offer Letter The authority given by this resolution shall expire on the date that any obligation incumbent on the Company to allot shares in respect of which authority is given by this resolution terminates in accordance with the terms of the relevant obligation

AS A SPECIAL RESOLUTION

- 1 The obligation to offer Shares on a pre-emptive basis shall for all purposes be dis-applied in respect of the issue and allotment of Shares pursuant to the allotment authorities granted pursuant to ordinary resolutions 1 and 2 above The authority given by this resolution shall expire on the date that any obligation incumbent on the Company to allot shares in respect of which authority is given by this resolution terminates in accordance with the terms of the relevant obligation



Director

