

4037762

THIS AGREEMENT is made on 31 March 2004

between

(1) NNC Holdings Limited of Booths Hall, Chelford Road, Knutsford WA16 8QZ
("Holdings")

and

(2) NNC Overseas Limited of Booths Hall, Chelford Road, Knutsford WA16 8QZ
("Overseas")

Holdings and Overseas being together hereinafter called "the Parties".

IT IS AGREED

SALE OF SHARES AND SUBSCRIPTION

1. Holdings agrees to sell to Overseas and Overseas agrees to purchase from Holdings the following shareholdings for the total consideration of £2,173,954 allocated as shown

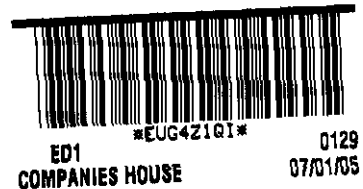
	£
35,000 common shares of NNC Canada Limited	1,925,573
1,000 common stock of NNC Inc	600
500 ordinary shares of Nuclear Consultants International Limited	224,278
CZK100,000 registered capital of INVEST projekt NNC, s.r.o.	23,503
Total	<u>2,173,954</u>

2. The Parties agree that the above consideration shall be satisfied by the allotment to Holdings of the whole of the unissued share capital of Overseas and accordingly Holdings agrees to subscribe for and Overseas agrees to allot 249,999 shares to Holdings fully paid at a price of £2,173,954.

TRANSFER OF LOAN ACCOUNTS

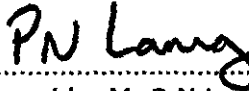
3. Holdings agrees to sell to Overseas and Overseas agrees to purchase from Holdings the loans shown below at the par value of the loan in each case.

Loan of C\$50,000 (Sterling equivalent = £22,321) to NNC Canada Limited
Loan of US\$100,000 (Sterling equivalent = £62,500) to Nuclear Consultants International Limited
Loan of £72,000 to INVEST projekt NNC, s.r.o.

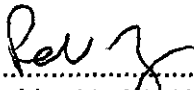


GOVERNING LAW

4. This Agreement shall be governed by and construed in accordance with the laws of England.



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Signed by Mr P N Lanigan
for and on behalf of
NNC Holdings Limited



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Signed by Mr P D Higon
for and on behalf of
NNC Overseas Limited