

WRITTEN RESOLUTION

THE COMPANIES ACT 2006

PLAYCANVAS LTD

(a company registered in England no. 07627374)

Circulation Date: 26 July 2013

Set out below are the Resolutions which the directors are proposing


Resolutions 1 and 2 are proposed as ordinary resolutions and Resolution 3 is proposed as a special resolution


RESOLUTIONS

- 1 That the 100 hundred issued ordinary shares of £1 each in the capital of the Company be and are hereby sub-divided into 100,000 ordinary shares of £0.001 each ("**Ordinary Shares**")
- 2 That the directors are generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 ("**the Act**") to exercise any power of the Company to offer or allot, grant rights to subscribe for or to convert any security into, or otherwise deal in or dispose of, any shares to such persons and generally on such terms as they may think fit provided that
 - (i) the maximum aggregate nominal amount of such shares that may be allotted under this authority (within the meaning of such section) is £100, and
 - (ii) this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 30 December 2013 save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry
- 3 That the directors be and they are hereby generally and unconditionally empowered, pursuant to section 570 of the Act and notwithstanding any contrary provision contained in the Articles, to allot or make offers and agreements to allot up to 100,000 Ordinary Shares each wholly for cash up to the maximum aggregate nominal amount of £100 and section 561(1) of the Act and the pre-emption provisions of the Articles shall not apply to such allotment provided that such power is limited to the allotment of Ordinary Shares pursuant to the authority conferred by this resolution 3 and provided always that such power expires on 30 December 2013, save that the Company may make any offer or agreement before the relevant authority has expired and the directors may allot Ordinary Shares in pursuance of any such offer or agreement as if that authority had not expired

Please read the notes at the end of this document before signifying your agreement to the resolution

We, the undersigned, being the persons entitled to vote on the above resolutions on the circulation date set out at the beginning of this document, hereby irrevocably agree to the resolutions


Shareholder
Will Eastcott
Dated 26/7/2013


Shareholder
David Evans
Dated 26/7/2013

SATURDAY



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A14

10/08/2013

#161

COMPANIES HOUSE

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to all of the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by 28 days after the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.