

ADFIN SOLUTIONS, INC.
UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS

December 26, 2013

The undersigned, being all of the directors (the “*Board*”) of AdFin Solutions, Inc., a Delaware corporation (the “*Company*”), do hereby adopt the following resolutions by unanimous written consent as authorized by the Bylaws of the Company and Section 141(f) of the Delaware General Corporation Law:

Approval of Bridge Loan

WHEREAS, the Board deems it to be appropriate and in the best interests of the Company to issue and sell up to an aggregate principal amount of \$2,000,000 of unsecured convertible promissory notes to provide working capital for the Company (the “**Bridge Loan**”); and

WHEREAS, in connection with the Bridge Loan, the Company will enter into a Note Purchase Agreement dated as of December 26, 2013, in substantially the form attached hereto as Exhibit A (the “**Note Purchase Agreement**”), pursuant to which the Company will accept loans from certain lenders as provided therein (collectively, the “**Lenders**”) pursuant to the terms and conditions of an unsecured convertible promissory note substantially in the form attached hereto as Exhibit B (each a “**Note**” and collectively, the “**Notes**”).

NOW, THEREFORE, BE IT RESOLVED, that the Bridge Loan be, and it hereby is, approved in all respects;

RESOLVED FURTHER, that the Note Purchase Agreement in substantially the form attached hereto as Exhibit A and the Notes in substantially the form attached hereto as Exhibit B, and each of them, hereby is approved in all respects;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to accept funds on behalf of the Company in return for the delivery of a Note to each of the Lenders;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the Note Purchase Agreement and the Notes, and such other agreements, certificates or documents, as any such officer of the Company shall be deemed conclusive evidence of the approval of any such addition, modification, amendment or deletion;

RESOLVED FURTHER, that the officers of the Company be, and each of them with full authority to act without the others hereby is, authorized and directed, in the name and on behalf of the Company, to execute and deliver the Note Purchase Agreement and the Notes and any and all other agreements, certificates or documents required or contemplated by the Note Purchase

Agreement and the Notes, or deemed necessary or appropriate in connection therewith, and to take all actions deemed necessary or appropriate to cause the Company's obligations thereunder to be performed;

RESOLVED FURTHER, that the Notes shall be offered, sold and issued in reliance on any applicable exemption from registration provided by the Securities Act of 1933, as amended, and any applicable exemption under applicable state blue sky laws, and that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute and file any forms, certificates, notices or other documents that are necessary or appropriate pursuant to federal or state securities laws;

RESOLVED FURTHER, that there hereby are and shall be from time to time reserved from the Company's authorized but unissued common stock, preferred stock or other capital stock, as appropriate, the full number of shares of such common stock, preferred stock or other capital stock, as appropriate, which shall be issuable and deliverable upon conversion of Notes sold pursuant to the Bridge Loan; and

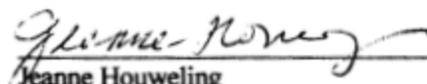
RESOLVED FURTHER, that, when the Notes have been converted into shares of the Company's capital stock issued in the manner set forth therein and in the Note Purchase Agreement, the shares of the Company's capital stock so issued shall be duly and validly issued, fully paid and nonassessable and any shares of the Company's Common Stock issuable upon conversion of such capital stock shall be duly and validly issued, fully paid and nonassessable, when issued in accordance with the Company's amended and restated certificate of incorporation, as amended from time to time.

Omnibus Resolutions

RESOLVED, that each officer and director of the Company be, and hereby is, authorized, in the name and on behalf of the Company, to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed and delivered all such further agreements, documents, certificates, any required applications, notices or other filings under any applicable government or state law including, without limitation, any filings required by federal or state securities laws, and undertakings, and to incur all such fees and expenses as in his sole judgment shall be necessary, appropriate or advisable to carry into effect the purpose and intent of any and all of the foregoing resolutions.

RESOLVED FURTHER, that the authority and power given hereunder be deemed retroactive and any and all actions previously taken by any officer or director of this Company in connection with the transactions contemplated by these resolutions are hereby adopted, ratified, confirmed and approved in all respects.

This Unanimous Written Consent may be signed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.



Jeanne Houweling

Jonathan Leitersdorf

Gil Mandelzis

Tom Glocer

David J. Mitchell

[AdFin Solutions, Inc. – Bridge Loan Board Consent]

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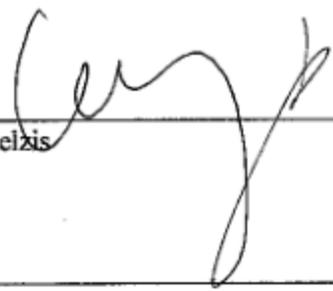
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[AdFin Solutions, Inc. – Bridge Loan Board Consent]

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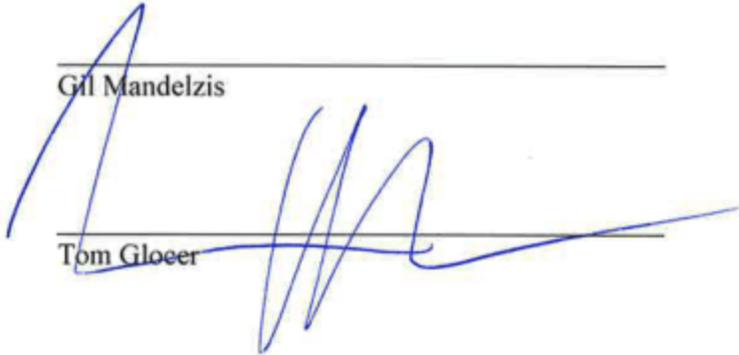
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EXHIBIT A

NOTE PURCHASE AGREEMENT

[SEE ATTACHED]

EXHIBIT B

FORM OF UNSECURED CONVERTIBLE PROMISSORY NOTE

[SEE ATTACHED]