

ADFIN SOLUTIONS, INC.
ACTION BY WRITTEN CONSENT OF
THE STOCKHOLDERS

The undersigned, constituting the holders of at least 66% of the outstanding shares of Series A Preferred Stock of AdFin Solutions, Inc., a Delaware corporation (the "*Company*"), hereby consent that the following actions be taken by written consent:

Approval of Bridge Loan

WHEREAS, the board of directors of the Company (the "*Board*") approved the sale and issuance of up to an aggregate of \$2,000,000 of unsecured convertible promissory notes (the "*Notes*") pursuant to the Note Purchase Agreement, dated December 26, 2013 (the "*Note Purchase Agreement*"), in substantially the form attached hereto as Exhibit A (the "*Bridge Loan*");

WHEREAS, Article IV, section 6, subsection (h) of the Company's amended and restated certificate of incorporation, as amended from time to time (the "*Restated Certificate*"), requires the written consent of the holders of at least 66% of the voting power represented by the outstanding shares of the Company's Series A Preferred Stock, voting together as a separate class (the "*Protective Provision Requisite Holders*"), before authorizing the issuance of any debt security of the Company exceeding \$250,000; and

WHEREAS, the undersigned stockholders, constituting at least the Protective Provision Requisite Holders, desire to consent to the Bridge Loan, and the execution and delivery by the Company of the Note Purchase Agreement and the Notes.

NOW, THEREFORE, BE IT RESOLVED, that in accordance with Article IV, section 6, subsection (h) of the Restated Certificate, the undersigned stockholders, constituting at least the Protective Provision Requisite Holders, hereby consent to, approve and ratify the Bridge Loan, the Note Purchase Agreement (including, without limitation, the Company's covenants set forth in Sections 4 and 5 of thereof) and the Notes.

RESOLVED, FURTHER, that the undersigned stockholders consent to take all necessary corporate action and deliver all stockholder consents or approvals as may be required to effect the transactions contemplated by the Bridge Loan, including, without limitation the ratification of any amendment and restatement of the Restated Certificate that may be required to authorize the securities into which the Notes may be converted pursuant to the terms of the Notes.

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.

[Signature Page Follows]

This Consent shall be filed with the minutes of the proceedings of the stockholders of the Company and shall have the same force and effect as a vote of the stockholders. This Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

STOCKHOLDER:

JONATHAN LEITERSDORF


Date December 21, 2013

STOCKHOLDER:

DAVID J. MITCHELL

Date December __, 2013

STOCKHOLDER:

SOUTHERN TRUST COMPANY, INC.

By: _____

Date December __, 2013

[AdFin Solutions, Inc. – Bridge Loan Stockholder Consent Signature Page]

This Consent shall be filed with the minutes of the proceedings of the stockholders of the Company and shall have the same force and effect as a vote of the stockholders. This Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

STOCKHOLDER:

JONATHAN LEITERSDORF

Date December __, 2013

STOCKHOLDER:

DAVID J. MITCHELL



Date December ²⁶__, 2013

STOCKHOLDER:

SOUTHERN TRUST COMPANY, INC.

By: _____

Date December __, 2013

[AdFin Solutions, Inc. – Bridge Loan Stockholder Consent Signature Page]

This Consent shall be filed with the minutes of the proceedings of the stockholders of the Company and shall have the same force and effect as a vote of the stockholders. This Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

STOCKHOLDER:

JONATHAN LEITERSDORF

Date December __, 2013

STOCKHOLDER:

DAVID J. MITCHELL

Date December __, 2013

STOCKHOLDER:

SOUTHERN TRUST COMPANY, INC.

By: _____

Date December ²⁶, 2013

[AdFin Solutions, Inc. – Bridge Loan Stockholder Consent Signature Page]

EFTA00289531

This Consent shall be filed with the minutes of the proceedings of the stockholders of the Company and shall have the same force and effect as a vote of the stockholders. This Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

STOCKHOLDER:

CVAFHI, LLC

By:  _____

Date December 26, 2013

[AdFin Solutions, Inc. – Bridge Loan Stockholder Consent Signature Page]

EXHIBIT A

NOTE PURCHASE AGREEMENT

[SEE ATTACHED]