

NEWSUN LTD.

(the "Company")

Memorandum of the Sole Director in Lieu of Board Minutes

DATE: 1st June 2011

EFFECTED BY: Ms. Louisa Anestha Henry – Director

RESOLVED:

To cancel, as they are hereby cancelled, the current share Certificates No 01 - 02, each representing 25,000 shares of a nominal value US\$ 1.00 each.

FURTHER RESOLVED:

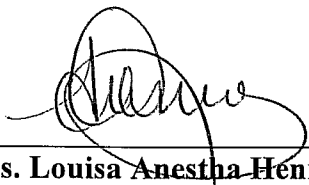
To authorized, as it is hereby authorized, the issuance of two new registered share certificates of the following numeration and appropriate number of shares:

Certificate No. 03 representing 25,000 shares with a nominal value of US\$ 1.00 each to Mr. David Tresl

Certificate No. 04 representing 25,000 shares with a nominal value of US\$ 1.00 each to Mr. Zdenek Vancura

TERMINATION:

There being no other business, the Meeting ended.



Ms. Louisa Anestha Henry – Director