

Northern Soul

Application Form

Heart of Soul Productions Limited

Offer for subscription of up to 800,000 Ordinary B Shares payable in full on application.

Number of shares applied for*

Amount enclosed at £1 per share

*Applications must be for a minimum of 5,000 Ordinary B Shares and thereafter in multiples of 1,000 Ordinary B Shares

PLEASE NOTE THAT ONCE SUBMITTED THIS APPLICATION IS IRREVOCABLE; YOUR SUBSCRIPTION WILL NOT BE RETURNED UNLESS THE OFFER IS EITHER OVER SUBSCRIBED OR THE MINIMUM AMOUNT IS NOT RAISED.

This application form, together with your cheque or banker's draft made payable to Heart of Soul Productions Limited should be sent to Heart of Soul Productions Limited, 85 Essex Road, London. N1 2SF. The Offer will open on 16th November 2011. The initial closing date is 28th February 2012. The period during which the Offer is open may be extended by the Directors subject to the Minimum Amount having been raised by the Company no later than 5 p.m. on 28th February 2012.

To: The Directors, Heart of Soul Productions Limited I hereby irrevocably offer to subscribe for the number of fully paid Ordinary B Shares on the terms of the document dated 16th November 2011 (the "Offer Document") and subject to the terms and conditions set out below and the memorandum and articles of association of the Company. I enclose a cheque/banker's draft for the amount specified above, made payable to Heart of Soul Productions Limited and agree to accept the same or such lesser number of such Ordinary B Shares in respect of which my application may be accepted.

I request and authorise you to register any Ordinary B Shares for which this application is accepted in the name(s) set out below:

Title:

Title:

Surname:

Surname:

Forenames:

Forenames:

Address:

Address:

Tel:

Tel:

Fax:

Fax:

Email:

Email:

Signature:

Signature:

Date:

Date:

All joint applicants must sign. (Note: joint applicants may not be able to claim EIS Relief or EIS Referral Relief in the desired ratios and should consider seeking professional advice before making a joint application.)

Your cheque/banker's draft should be made payable to "Heart of Soul Productions Limited". If application is made through your agent, please complete below including occupation and authorisation.

Agent's name:

Reference:

Address:

Authorisation code:

Tel:

Signature:

Date:

SUBMITTING THIS APPLICATION DOES NOT GUARANTEE THAT YOUR APPLICATION WILL BE ACCEPTED OR THAT YOUR SUBSCRIPTION WILL BE INVESTED.

TERMS & CONDITIONS

I hereby acknowledge that the acceptance and basis of application of the Ordinary B Shares of the Company is in the absolute discretion of the Directors and that they have reserved the right to reject in whole or in part or to scale down any application including without limitation multiple or suspected multiple applications or any application considered by the Directors to have been made by a nominee. If any application is not accepted, or is accepted for fewer Ordinary B Shares, then the application monies or the balance thereof (as the case may be) will be returned without interest by sending the applicant's cheque or banker's draft, or a crossed cheque in favour of the applicant in each case by post or by hand and at the risk of the person entitled thereto to the address of the applicant.

In consideration of the Directors agreeing that they will consider and process applications for the Ordinary B Shares in accordance with the procedure referred to in the Offer Document and as a separate contract with the Company which will become binding on despatch by post of this application form:

- I warrant that my cheque or banker's draft will be honoured on first presentation and agree that if such cheque or banker's draft is not so honoured I will not be entitled to be allotted with any Ordinary B Shares or to receive a share certificate for any Ordinary B Shares unless and until I make payment in cleared funds for such Ordinary B Shares and such payment as accepted by the Company in its absolute discretion (which acceptance may be on the basis that I indemnify the Company against all cost, damages, losses, expenses and liabilities arising out of or in conjunction with the failure of my remittance to be honoured on the first presentation).
- I understand that any application by me to subscribe for Ordinary B Shares shall be deemed to be an offer up to the value of my application and that such offer shall be deemed to take effect on despatch by post with this application form.
- I confirm that in subscribing for Ordinary B Shares, I am not relying on any information or representation in relation to the Company other than that contained in the Offer Document and agree that neither the Company nor any person responsible for the Offer Document or any part of it shall have any liability for any information or representation not so contained.
- I hereby authorise the Company to send a cheque for any monies returnable to me by first class post at my risk to the address given overleaf or introducing agent.
- I agree that my application is irrevocable and unconditional.
- I warrant that if I have signed this application form on behalf of any other person I have due authority to do so, and that such person will also be bound accordingly and be deemed to have given the confirmations, warranties and undertakings contained in this Application Form.

- I warrant that I am not, nor am I applying on behalf of, a person who is under the age of 18.
- I hereby warrant and declare that:

I am not connected with the Company and I will notify the Directors immediately in writing if I become so connected as defined in sections 161 to 171 of the Income Tax Act 2007; and

I agree that this application form shall be construed in accordance with and governed by the laws of England and Wales.

I hereby declare that I have read a copy, understood and agreed to the terms and conditions contained in the Offer Document and this application form including the risk factors on pages 138-143 of the Offer Document and have taken all the appropriate professional advice which I consider necessary before submitting my application and that I am aware of the special risks involved in participating in an investment of this nature, and I understand that my application is made upon the terms of the Offer Document and this application form.

I acknowledge that in relation to the transactions described in the Offer Document, advisers of the Company mentioned therein are acting for the Company and not for me or on my account and that accordingly will not be responsible to me for providing protections afforded to their clients, for advising me on any transaction described herein, or for ensuring that any such transaction is suitable for me.

I agree that acceptance of an application form will have the meaning set out in the Offer Document unless the context requires otherwise. I warrant that I am resident and ordinarily resident in UK and that I have been so resident and expect to remain so resident and I will notify the Directors immediately in writing if I cease to be so resident.

Save where the context otherwise requires, words and expressions defined in this document have the same meaning when used in the Application Form and any explanatory notes in relation thereto and the Offer Document referred to in these terms and conditions.

[Applicant's signature]

[Print name]

[Address]