

Company No 5745512

A36  
COMPANIES HOUSE  
422  
28/06/2006

**WRITTEN RESOLUTIONS OF HELIUS ENERGY PLC**  
Passed on 22 June 2006

We, the undersigned, being the only members of the above company, for the time being entitled to attend and vote at general meetings, hereby pass the following resolutions as written resolutions in accordance with Article 75 of the Articles of Association and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

1. **THAT** the entering into by the Company of an agreement between (1) Chris Corner and Others (the "Sellers") (of which Dr Adrian Bowles, Christopher Corner, Michelle Morris, John Seed, John Barclay Forrest and Alex Worrall are directors of the Company and who are also Sellers) and (2) the Company pursuant to which the Company proposes to purchase the entire issued share capital of Helius Power Limited (the "Agreement") be and is hereby approved (with such amendments as any director of the Company may consider necessary or desirable) for the purposes of section 320 Companies Act 1985 and generally and the directors of the Company be and are hereby authorised to do all such acts and things they may consider expedient or appropriate in connection with the said Agreement.
2. **THAT** the authorised share capital of the Company be re-organised by sub-dividing all of the 50,000 issued and unissued Ordinary Shares of £1.00 each into 5,000,000 Ordinary Shares of 1 pence each.
3. **THAT** the authorised share capital is increased from £50,000 to £1,000,000 by the creation of an additional 95,000,000 Ordinary Shares of 1 pence each, the Ordinary Shares to rank pari passu with the existing Ordinary Shares of the Company.
4. **THAT** the directors of the Company be and they are hereby generally and unconditionally authorised pursuant to section 80 Companies Act 1985 to allot and dispose of or grant options over the relevant securities (as defined by section 80(2) of the Companies Act 1985) up to a maximum nominal amount of £1,000,000, for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of a resolution or at the conclusion of the next annual general meeting of the Company, whichever first occurs but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired;
5. **THAT** in substitution for all existing authorities and subject to the passing of resolution 4 above, the Directors are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 4 as if section 89(1) of the Act did not apply to any such allotments, such power to expire 15 months after the date of the passing of the resolution or at the conclusion of the next annual general meeting of the Company following the passing of the resolution, whichever first occurs but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

  
Alex Worrall

  
Michelle Morris

CERTIFIED TO BE A TRUE AND COMPLETE  
COPY OF THE ORIGINAL  
DATED THIS 22 DAY OF JUNE 2006

  
Pinsent Masons