

Company No 5745512

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HELIUS ENERGY PLC

(the "Company")

At an Extraordinary General Meeting of the Company held at CityPoint, 1 Ropemaker Street, London EC2Y 9AH on 3 September 2007 at 10 00 a m , the following resolution was passed as a special resolution of the Company -

SPECIAL RESOLUTION

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 (the "Act") to make market purchases (within the meaning of section 163(3) of the Act) of Ordinary Shares of 1p each in the Company provided that -

- (a) the maximum number of ordinary shares which may be purchased is 1,600,000 (representing 2.24 per cent of the Company's issued ordinary share capital as at 9 August 2007),
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 1 pence,
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to 125 per cent of the average of the middle market quotations of an Ordinary Share of the Company taken from the AIM appendix of the London Stock Exchange Daily List for the five business days immediately preceding the day on which the share is contracted to be purchased,
- (d) this authority shall expire within 12 months from the date of the passing of this resolution (unless previously renewed, varied or revoked by the Company in general meeting), and



- (e) the Company may, before such expiry, enter into one or more contracts to purchase Ordinary Shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts



CHAIRMAN