

THE COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

HELIUS ENERGY PLC
(the "Company")

WEDNESDAY



At the Annual General Meeting of the Company held at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London, EC2Y 9AH on 30 March 2009 the following resolutions were passed, in the case of resolution 9, as an ordinary resolution, and in the case of resolution 11, as a special resolution of the Company:-

9. **THAT**, the directors of the Company from time to time be and they are hereby generally and unconditionally authorised in accordance with the Companies Act 1985 (as amended) (the "Act") to exercise all powers of the Company to allot relevant securities within the meaning of section 80 of the Act up to the aggregate nominal amount of £281,381 provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the directors pursuant to section 80 of the Act and shall expire on whichever is the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2010 and 30 June 2010 unless such authority is renewed, varied, or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.
11. **THAT**, subject to the passing of Resolution 9, the Directors of the Company from time to time be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 9 provided that such power shall be limited to:-
- (a) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities in proportion (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may deem necessary or expedient or consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any regulatory body or stock exchange or otherwise;
 - (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities for cash up to an aggregate nominal amount of £77,478.68 pursuant to the grant of options; and
 - (c) the allotment (otherwise than pursuant to paragraphs (a), and (b) above) of equity securities up to an aggregate nominal amount of £42,207 representing approximately 5 per cent of the nominal value of the current issued share capital of the Company.

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 95 of the Act and shall expire on whichever is the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2010 and 30 June 2010 unless such power is renewed or extended prior to or at such meeting except that the Company may before the expiry of any power contained in this resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

A handwritten signature in black ink, consisting of a stylized 'C' followed by a series of loops and a final downward stroke, positioned above a dotted line.

CHAIRMAN