

Company Number: 05745512

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HELIUS ENERGY PLC
(the "Company")

Passed on 6 March 2013

At a General Meeting of the Company duly convened and held at 12 00 p m on 6 March 2013 at the offices of Burges Salmon LLP, 6 New Street Square, London EC4A 3BF, resolution 1 was passed as an Ordinary Resolution and resolution 2 was passed as a Special Resolution

ORDINARY RESOLUTION

- 1 THAT the directors of the Company be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act"), in addition to any existing authority to the extent unused, to exercise all the powers of the Company to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into ordinary shares in the Company on, and subject to, such terms as the directors may determine. The authority hereby conferred shall, subject to section 551 of the Act, be for a period commencing on the date of the passing of this Resolution and expiring on 31 March 2013 or at the conclusion of the next annual general meeting of the Company (whichever is the earlier) unless renewed, varied or revoked by the Company in general meeting and the maximum nominal amount of ordinary shares which may be allotted pursuant to such authority shall be £567,735.70 representing 56,773,570 ordinary shares of one penny each. The directors shall be entitled under such authority or any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require ordinary shares in the Company to be allotted after the expiry of such authority and the directors may allot ordinary shares in pursuance of such offer or agreement as if such authority had not expired.

SATURDAY



A23RBJFS

A09

09/03/2013

#302

COMPANIES HOUSE

SPECIAL RESOLUTION

- 2 THAT, subject to and conditional upon the passing of Resolution 1, in addition to all existing authorities to the extent unused, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560(1) of the Act) pursuant to the authority conferred by Resolution 1 above wholly for cash as if section 561(1) of the Act did not apply to such allotment, provided that the power hereby conferred shall be limited to the allotment of equity securities up to an aggregate nominal amount of £567,735 70 representing 56,773,570 ordinary shares in connection with the Firm Placing and Open Offer (as such terms are defined in the circular to the Company's shareholders dated 18 February 2013 of which this notice forms part) and the power granted by this Resolution shall expire on 31 March 2013 or at the conclusion of the next annual general meeting of the Company (whichever is the earlier), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired



Secretary