

THE COMPANIES ACTS 1985 AND 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

**HELIUS ENERGY PLC**  
(the "Company")

TUESDAY



A33      \*A34XC4PU\*      #269  
01/04/2014  
COMPANIES HOUSE

PASSED ON 28 March 2014

At the Annual General Meeting of the Company duly convened and held at 11 a.m. on 28 March 2014, the following resolutions were duly passed as, in the case of resolution numbered 5, an Ordinary Resolution, and, in the case of resolutions numbered 7 and 8, as Special Resolutions

ORDINARY RESOLUTION

- 5 THAT the directors of the Company for the time being be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act"), in substitution for any existing authority to the extent unused, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into 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 at the conclusion of the Annual General Meeting of the Company to be held in 2015 or 28 June 2015 (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 £609,366 60 (representing one third of the total ordinary share capital of the Company in issue). 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 shares in the Company to be allotted after the expiry of such authority and the directors may allot shares in pursuance of such offer or agreement as if such authority had not expired.

SPECIAL RESOLUTIONS

- 7 THAT, subject to and conditional upon the passing of Resolution 5 set out in the Notice of Annual General Meeting of the Company convened for 28 March 2014, the directors of the Company for the time being be and they are hereby generally and unconditionally empowered pursuant to section 570 of the Companies Act 2006 (the "Act"), in substitution for any existing authority to the extent unused, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by Resolution 5 above as if section 561(1) of the Act did not apply to such allotment, provided that the power hereby conferred shall be limited to

- (a) the allotment of equity securities in connection with an offer of securities by way of rights to the holders of equity securities in proportion (as nearly as may be) to the

respective amounts of equity securities held by them on a record date fixed by the directors and subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional elements or otherwise howsoever, and

- (b) otherwise than pursuant to sub-paragraph (a) above, the allotment of equity securities up to an aggregate nominal amount of £182,809 98 (representing 10% of the total ordinary share capital of the Company in issue),

and the power hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2015 or 28 June 2015 (whichever is the earlier), save that the Company may before such expiry make an offer or agreement which would or might require equity securities in the Company 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

- 8 THAT the Company be and it is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of fully paid ordinary shares of 1 penny each in the capital of the Company on such terms and in such manner as the directors may determine, provided that

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 18,280,998 (representing 10% of the total ordinary issued share capital of the Company in issue),
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 1 penny per share,
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than 5% above the average of the middle market quotations for an ordinary share as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased,
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2015 or 28 June 2015 (whichever is the earlier), and
- (e) the Company may, pursuant to the authority hereby conferred, enter into a contract to purchase ordinary shares which would, will or might be executed wholly or partly after the expiry of such authority and the Company may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred hereby had not expired



Company Secretary