

Company Number: 05745512

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

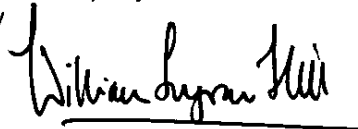
HELIUS ENERGY PLC
(the "Company")

Passed on 7 April 2015

At a General Meeting of the Company duly convened and held at 11 00 a m on 7 April 2015 at the offices of Burges Salmon LLP, 6 New Street Square, London EC4A 3BF, resolutions 2 and 3 were passed as Special Resolutions

SPECIAL RESOLUTIONS

- 2 THAT the admission of the Company's ordinary shares of one penny each in the capital of the Company to trading on AIM, a market operated by London Stock Exchange plc be cancelled (the "**AIM Cancellation**") and the Company's officers or persons authorised by the directors be authorised and directed to execute all documents and take all necessary actions in connection with the AIM Cancellation
- 3 THAT, subject to and conditional upon the AIM Cancellation taking effect
- (a) the Company be re-registered as a private limited company under the Companies Act 2006 with the name Helius Energy Limited, and
- (b) with effect from the Company's re-registration as a private limited company, the articles of association produced to the meeting and signed for the purpose of identification by the chairman of the meeting, be adopted as the articles of association of the Company in substitution for the existing articles of association of the Company



Secretary

WEDNESDAY



A27 *A45UF2NE* #166
22/04/2015
COMPANIES HOUSE