INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

Special and Ordinary Resolutions (Pursuant to Sections 282(1) & 283(3) of the Companies Act 2006)

of

HELIUS ENERGY LIMITED

Passed 21 May 2015

At a General Meeting of the above-named Company, duly convened, and held at BDO LLP, 55 Baker Street, London, W1U 7EU on the 21 May 2015 the following Special and Ordinary Resolutions were duly passed, viz -

SPECIAL RESOLUTIONS

- That the company be wound up voluntarily and Malcolm Cohen of BDO LLP, 55 Baker Street, London, W1U 7EU be and is hereby appointed Liquidator for the purposes of such winding-up
- That the Liquidator be and is authorised to distribute all or part of the assets in specie to the shareholders in such proportion as they mutually agree
- That the Liquidator be authorised under the provisions of Section 165(2) to exercise the powers laid down in Schedule 4, Part I of the Insolvency Act 1986.

ORDINARY RESOLUTION

1 That the Liquidator's fees are to be paid on a time costs basis.

John Seed Chairman of Meeting THURSDAY

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28/05/2015 COMPANIES HOUSE

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