

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Helius Energy plc, please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF GENERAL MEETING OF THE COMPANY SET OUT AT THE END OF THIS DOCUMENT.

HELIUS ENERGY PLC

(a company incorporated in England and Wales and registered with number 5745512)

NOTICE OF GENERAL MEETING

Your attention is drawn to the letter from the Chairman of Helius Energy plc which is set out on pages 3 and 4 of this document and which contains, amongst other matters, your Board's recommendation to vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of the General Meeting of the Company to be held at 11.00 a.m. on 28 August 2008 at the Conference Centre, Humber Seafood Institute, Genesis Way, Europarc, Grimsby, North East Lincolnshire DN37 9TU is set out at the end of this document. Shareholders are requested to return the enclosed form of proxy, which to be valid must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by the Company's registrars, Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU but in any event so as to be received by the Company not less than 48 hours before the time appointed for the meeting, being 11.00 a.m., on 26 August 2008. Completion and return of a form of proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

Arbuthnot Securities is the nominated adviser and broker to the Company for the purposes of the AIM Rules. Arbuthnot Securities, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for the Company and no one else in connection with this document and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Arbuthnot Securities or for providing advice in relation to this document.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, purchase or subscribe for any securities. This document has not been examined or approved by the Financial Service Authority or the London Stock Exchange or any other regulatory authority.

Copies of this document are available free of charge until 28 August 2008 at the offices of Arbuthnot Securities at Arbuthnot House, 20 Ropemaker Street, London EC2Y 9AR during usual business hours on any weekday (public holidays excepted).

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2008

Publication of this document and posting to Shareholders	5 August
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 26 August
Time and date of Annual General Meeting	11.00 a.m. on 28 August

DEFINITIONS

Act	the Companies Act 1985
AIM Rules	the AIM Rules for Companies and, as appropriate, the AIM Rules for Nominated Advisers, as respectively published by the London Stock Exchange
Arbuthnot Securities	Arbuthnot Securities Limited of Arbuthnot House, 20 Ropemaker Street, London EC2Y 9AR
Board or Directors	the directors of the Company at the date of this document whose names are set out on page 3 of this document
General Meeting or GM	the general meeting of the Company convened for 11.00 a.m. on 28 August 2008 and any adjournment thereof, notice of which is set out at the end of this document
Group	the Company and its subsidiaries
Helius or the Company	Helius Energy plc
Investor	Credit Suisse Securities (Europe) Limited (company number 891554)
London Stock Exchange	London Stock Exchange plc
Notice	the notice convening the General Meeting which is set out at the end of this document
Ordinary Shares	ordinary shares of 1 pence each in the capital of the Company
Resolutions	the resolutions set out in the Notice
Shareholders	holders of Ordinary Shares
Subscription Agreement	the conditional agreement entered into between the Investor and the Company in respect of subscriptions of up to 14,814,815 Ordinary Shares in the Company at the Subscription Price per share
Subscription Price	13.5 pence per Ordinary Share
Subscription Shares	14,814,815 Ordinary Shares

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Alex David Worrall, FCCA, Non-Executive Chairman
John Michael Seed, Managing Director
Alan Lyons, Finance Director
Dr Adrian Clive Bowles, Technical Director
Christopher Corner, Commercial Director
John Barclay Forrest, OBE, Non-Executive Director
Demetri Pappadopoulos, Non-Executive Director
Michelle Susette Morris, Executive Director and Company Secretary

South Tees Business Centre
Puddlers Road
Middlesbrough
TS6 6TL

5 August 2008

TO SHAREHOLDERS AND, FOR INFORMATION ONLY, TO THE HOLDERS OF OPTIONS OVER ORDINARY SHARES

Dear Shareholder

NOTICE OF GENERAL MEETING

The Company announced on 31 July 2008 that it has entered into a Subscription Agreement with the Investor to subscribe for 14,814,815 new ordinary shares of 1 pence each in the Company at the Subscription Price to raise £2 million.

The Company regards the investment by the Investor as an endorsement of its strategy and that the investment is on terms that are more favourable than offered by African Bi-Fuels Pty Limited.

The Subscription Agreement terms are as follows:

- an initial subscription of 3,559,000 Ordinary Shares at the Subscription Price (the aggregate subscription price being £480,465); and
- conditional upon passing of the Resolutions, a further subscription of 11,255,815 Ordinary Shares at the Subscription Price (the aggregate subscription price being £1,519,535).

The Company also announced that it has terminated the convertible loan facility with African Bi-Fuels Pty Limited.

Your Directors firmly believe that securing equity participation from an investor of this scale, experience and reputation, whose focus is predominantly in utility, infrastructure and renewable energy companies, is vindication of Helius Energy's strategy as originally stated in its admission document and should be seen as a positive endorsement of the Company's recent progress; whilst utilising these funds as working capital should be sufficient for the Company until financial close on the project finance.

Currently, the number of Subscription Shares proposed to be allotted and issued under the Subscription Agreement exceeds the number of Ordinary Shares that are present in the authorised but unissued share capital of the Company. Furthermore, the number of Subscription Shares also exceeds the number of Ordinary Shares which the Directors are authorised to allot and which can be allotted free from statutory pre-emption rights under the existing authorities from Shareholders passed at the previous general meeting of the Company. A General Meeting of the Company is, therefore, required to increase the authorised share capital, give the Directors authority to allot further Ordinary Shares and also to disapply statutory pre-emption rights in respect of further Ordinary Shares.

GENERAL MEETING

A notice is set out at the end of this document convening the General Meeting of the Company to be held at the Conference Centre, Humber Seafood Institute, Genesis Way, Europarc, Grimsby, North East Lincolnshire DN37 9TU at 11.00 a.m. on 28 August 2008.

At the GM, Resolutions will be proposed as explained below.

Resolution 1 – Increase of Authorised Share Capital

It is proposed to increase the authorised share capital of the Company from £1,500,000 to £2,000,000 by the creation of a further 50,000,000 new Ordinary Shares;

Resolution 2 – Authority to allot relevant securities

It is proposed to grant authority to the Directors to allot relevant securities with an aggregate nominal value of up to £536,547. This authority unless previously renewed, varied or revoked shall expire on the fifth anniversary of the date hereof. This authority is in substitution for all prior such authorities.

Resolution 3 – Disapplication of statutory pre-emption rights

It is proposed to empower the Directors to allot equity securities up to an aggregate nominal amount of £536,547 as if the pre-emption rights set out in section 89(1) of the Act did not apply subject to the following limits:

- (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 £112,558.15 pursuant to the Subscription Agreement;
- (c) the allotment (otherwise than pursuant to paragraphs (a) and (b) above) of equity securities for cash up to an aggregate nominal amount of £76,707 pursuant to the grant of options;
- (d) the allotment (otherwise than pursuant to paragraphs (a) to (c) inclusive above) of equity securities for cash up to an aggregate nominal amount of £96,153.85 pursuant to the convertible £2.5 million loan facility agreement entered into between the Company and General Capital Venture Finance Limited on 15 January 2007 and as further detailed in the Company's admission document dated 25 January 2007;
- (e) the allotment (otherwise than pursuant to paragraphs (a) to (d) inclusive above) of equity securities for cash up to an aggregate nominal amount of £3,889.04 pursuant to the option granted to Daniel Stewart & Company plc on 25 January 2007, at the time of the Company's admission to AIM and as further detail in the Company's admission document dated 25 January 2007; and
- (f) the allotment (otherwise than pursuant to paragraphs (a) to (e) inclusive above) of equity securities up to an aggregate nominal amount of £37,086 representing approximately 5 per cent. of the nominal value of the current issued share capital of the Company.

ACTION TO BE TAKEN

A Form of Proxy for use by Shareholders at the General Meeting is enclosed. Whether or not you propose to attend the GM, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed thereon and return it to the Company registrars, Capita Registrars at The Registry, 34 Beckenham Road, Kent BR3 4TU, as soon as possible and in any event so as to be received by the Company no later than 11.00 a.m. on 26 August 2008. The completion and return of the form of proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so.

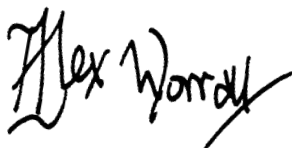
IRREVOCABLE UNDERTAKINGS

The Company has received irrevocable undertakings to vote in favour of the Resolutions at the General Meeting from Shareholders (other than the Directors) holding in aggregate 26,186,939 Ordinary Shares representing 35.31% per cent of the current issued share capital of the Company.

RECOMMENDATION

Your Directors consider that all the Resolutions in this Notice are in the best interests of the Company and its Shareholders as a whole and we recommend that you vote in favour of them as the Directors intend to do in respect of their own beneficial holdings of 34,498,464 Ordinary Shares representing 46.51% per cent of the current issued share capital of the Company.

Yours faithfully,



ALEX WORRALL
Chairman

HELIUS ENERGY PLC

(a company incorporated in England and Wales and registered with number 5745512)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Helius Energy Plc (the "Company") will be held at 11.00a.m. on 28 August 2008 at the Conference Centre, Humber Seafood Institute, Genesis Way, Europarc, Grimsby, North East Lincolnshire DN37 9TU for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed, in the case of Resolutions 1 and 2 as an Ordinary Resolution and in the case of Resolution 3 as a Special Resolution:

- 1 THAT, the authorised share capital of the Company be increased from £1,500,000 to £2,000,000 by the creation of a further 50,000,000 ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") such new Ordinary Shares to rank *pari passu* in all respects with the existing ordinary shares.
2. THAT, subject to the passing of Resolution 1 above, 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 (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 £536,547, 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 2009 and 28 November 2009 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.
3. THAT, subject to the passing of Resolution 2 above, 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 2 above 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 £112,558.15 pursuant to the subscription agreement as referred to in the Company's circular to shareholders dated 5 August 2008;
 - (c) the allotment (otherwise than pursuant to paragraphs (a) and (b) above) of equity securities for cash up to an aggregate nominal amount of £76,707 pursuant to the grant of options;
 - (d) the allotment (otherwise than pursuant to paragraphs (a) to (c) inclusive above) of equity securities for cash up to an aggregate nominal amount of £96,153.85 pursuant to the convertible £2.5 million loan facility agreement entered into between the Company and General Capital Venture Finance Limited on 15 January 2007 and as further detailed in the Company's admission document dated 25 January 2007;
 - (e) the allotment (otherwise than pursuant to paragraphs (a) to (d) inclusive above) of equity securities for cash up to an aggregate nominal amount of £3,889.04 pursuant to the option granted to Daniel Stewart & Company plc on 25 January 2007, at the time of the Company's admission to AIM and as further detail in the Company's admission document dated 25 January 2007; and
 - (f) the allotment (otherwise than pursuant to paragraphs (a) to (e) inclusive above) of equity securities up to an aggregate nominal amount of £37,086 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 2009 and 28 November 2009 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.

BY ORDER OF THE BOARD

Michelle Morris
Company Secretary
5 August 2008

REGISTERED OFFICE:

South Tees Business Centre
Puddlers Road
Middlesbrough
TS6 6TL

NOTES

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company.
2. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited with the Company's registrars, Capita Registrars, PROXIES, PO Box 25, Beckenham, Kent BR3 4BR not less than 48 hours before the time for holding the meeting. You may also deliver by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. A form of proxy is enclosed with this notice. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting.
3. The following documents will be available for inspection at the registered office of the Company during usual business hours from the date of this notice until the date of the meeting and at the venue of the meeting for at least 15 minutes prior to the meeting:
 - (a) copies of all directors' service contracts;
and
 - (b) the memorandum and articles of association of the Company.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specified that only those shareholders registered in the relevant register of members of the Company at 6 p.m. on 26 August 2008 shall be entitled to attend and vote at the General Meeting or, if the meeting is adjourned, close of business on such date being not more than two days prior to the date fixed for the adjourned meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
5. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - (a) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the meeting then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions;
and
 - (b) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrative on the proxy and corporate representatives (<http://www.icsa.org.uk/> for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (a) above.
6. To appoint more than one proxy you may photocopy this form. Please include the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also include if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.