

HELIUS ENERGY PLC

(Company Number 5745512)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Pinsent Masons, CityPoint, 1 Ropemaker Street, London EC2Y 9AH on 14 September 2007 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions numbered 1 through 3 will be proposed as ordinary resolutions and resolution number 4 will be proposed as a special resolution:

ORDINARY BUSINESS

1. To receive, consider and approve the Company's annual accounts for the financial year ended 30 September 2006, together with the reports of the directors and auditors thereon.
2. To authorise the Directors to reappoint BDO Stoy Hayward as auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next general meeting of the Company at which accounts are laid
3. To authorise the Directors to determine the remuneration of the Auditors.

SPECIAL BUSINESS

4. Pursuant to section 9 of the Companies Act 1985, the articles of association of the Company be amended by deleting the current Article 108.1 and replacing it with the following new Article 108.1:
"The Board shall restrict the borrowings of the Company, and shall so far as possible by the exercise of the Company's voting rights in and other rights or powers of control over its Subsidiary Undertakings secure that they restrict their borrowings, so that the aggregate principal amount at any time outstanding in respect of money borrowed by the Group shall not without the previous sanction of an ordinary resolution of the Company exceed a sum equal to the greater of (a) £350 million, and (b) two times the adjusted share capital and reserves."

Dated 16 August 2007

By Order of the Board

Registered office:

South Tees Business Centre
Puddlers Road
Middlesbrough
TS6 6TL

Michelle Susette Morris
Secretary

NOTES

1. A member entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies to attend, vote, speak 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 at Capita Registrars, PO Box 25, Beckenham, Kent BR3 4BR not less than 48 hours before the time for holding the Meeting. A form of proxy is enclosed with this notice. Completion and return of the form of proxy will not preclude ordinary shareholders from attending and voting in person at the Meeting.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the relevant register of members of the Company at 3.00 p.m. on 12 September 2007 shall be entitled to attend and vote at the Extraordinary General Meeting or, if the Meeting is adjourned, not later than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after 3.00 p.m. on 12 September 2007, or if the meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting, shall be disregarded in determining the right of any person to attend or vote at the Meeting.