

HELIUS ENERGY PLC

(the "Company")

REMUNERATION COMMITTEE TERMS OF REFERENCE

1. Membership

- 1.1 The Committee shall be made up of at least three members appointed by the Board.
- 1.2 Each Member of the Committee shall be an independent Non-Executive Director of the Company.
- 1.3 The Board shall appoint the Committee Chairman. In the absence of the Committee Chairman the remaining members present shall elect one of themselves to chair a meeting of the Committee.
- 1.4 Appointments to the Committee shall be for a period of up to three years, which may be extended for one further three year period.

2. Secretary

- 2.1 The Company Secretary shall act as the Secretary of the Committee.

3. Attendance, Quorum and voting

- 3.1 Only members of the Committee shall have the right to attend Committee meetings. However, the Committee may invite other individuals such as the CEO, CFO, other employees of the Company, or consultants, to attend all or part of any meeting.
- 3.2 The quorum necessary for the transaction of business shall be two members and shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Notice and Frequency of Meetings

- 4.1 The Committee shall meet as appropriate but normally at least three times a year.

5. Minutes of Meetings

- 5.1 Minutes of the Meeting will be taken to record the attendance, proceedings and resolutions of the meetings of the Committee.
- 5.2 At the Committee's discretion the Minutes of Committee meetings shall be circulated to all members of the Board.

6. Authority

- 6.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties, and to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.

7. Duties

The duties of the Committee shall be to:

- 7.1 Determine and agree with the Board the overall policies for the total remuneration for all of the Company's Executive and non Executive Directors, senior executives, managers and staff (referred to as the Company 'employees');
- 7.2 The objective of such policies shall be to ensure that all employees are provided with appropriate incentives to encourage enhanced performance and are rewarded in a fair and responsible manner, for their individual contributions to the success of the Company;
- 7.3 Within the terms of the agreed policies, review the proposals, and recommend to the Board for its approval, the total remuneration package of each of the employees, including salary, bonuses, benefits, performance incentive payments and share options, or other awards (referred to as 'remuneration');
- 7.4 No Company employee shall be involved in any decisions as to their own remuneration. The Executive members of the Board will determine the level of remuneration and the level potential award under any performance related pay or share incentive scheme for the non-Executive Directors;
- 7.5 Approve the design for any performance related pay schemes operated by the Company and to recommend to the Board, for its approval, the employee's level of potential award - always subject to agreed individual and corporate performance targets having been met. The Committee will subsequently monitor the performance achieved at the end of the performance period and, as appropriate, approve the actual payments thereby eligible;
- 7.6 Approve the design for any performance related share incentive option plans operated by the Company and recommend to the Board, for its approval, the employee's level of option or share grants. The Committee will subsequently monitor any agreed performance or retention related criteria and, as appropriate at the end of the performance periods, approve the vesting of the option or share grants.
- 7.7 Approve, prior to the new appointment of an executive, their terms of employment and remuneration;
- 7.8 Ensure that contractual terms on termination, and any payments made, are fair to the individual, and to the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 7.9 In determining such packages and arrangements, give due consideration to any relevant legal requirements, the provisions and recommendations in the Combined Code and the AIM Rules and associated guidance, ensuring that all provisions regarding disclosure of remuneration are fulfilled;
- 7.10 Regularly review and compare remuneration within the Company by obtaining reliable up-to-date information about remuneration in other companies, utilising the services of independent consultants if deemed necessary;
- 7.11 Consider such other topics as are from time-to-time defined by the Board.

By Order of the Board
April 2010