

HELICON GROUP LIMITED
NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Shareholders of Helicon Group Limited ACN 107 903 159 will be held at the RBS Tower, Level 31, RBS Tower @ Aurora Place, 88 Phillip Street, Sydney, on Tuesday 25 October 2011 at 10:00 a.m. AEDT.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

1. Agenda for the Meeting

Resolution 1: Approve the previous issue of 29,633,333 Shares

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 7.4 and all other purposes, the previous issue of 29,633,333 Shares, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who participated in the issue and a person who obtained a benefit, except a benefit solely in the capacity of a holder of ordinary securities. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2: Approve the previous issue of 44,900,000 Shares

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 7.4 and all other purposes, the previous issue of 44,900,000 Shares, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who participated in the issue and a person who obtained a benefit, except a benefit solely in the capacity of a holder of ordinary securities. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 – Approve the issue of 44,900,000 Options

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of 44,900,000 Options, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who may participate in the issue or might obtain a benefit and any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4 – Approve the issue of Shares for the acquisition of Aspen Medisys LLC

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of Shares with a total combined value of \$1,500,000 as consideration for the acquisition of Aspen Medisys LLC, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who may participate in the issue or might obtain a benefit and any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5 – Approve the issue of Shares with a total combined value of up to \$5,000,000

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of Shares with a total combined value of up to \$5,000,000, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who may participate in the issue or might obtain a benefit and any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6: Change of Company Name

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of section 157(1) of the Corporations Act and all other purposes, approval is given that the name of the Company be changed from Helicon Group Limited to Consegna Group Limited with effect from the date that ASIC registers the change in the name.”

2. Determination of voting entitlement

For the purpose of determining a person's entitlement to vote at the General Meeting, a person will be recognized as a shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00 p.m. AEDT on Friday, 21 October 2011.

3. Votes

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

4. Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

A proxy need not be a Shareholder.

An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in will be deemed to be given in the favour of the Chairman of the General Meeting.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company at Helicon Group Limited, 'The Grain Store' 7/21 Northumberland Street, Collingwood VIC 3066 or by facsimile on 61 (0) 3 8080 0796 by not less than two days prior to the General Meeting, that is, by 10:00 a.m. AEDT on Sunday 23 October 2011.

A form of proxy accompanies this Notice of Meeting.



Justyn Stedwell

Company Secretary

On behalf of the Board of Directors

Helicon Group Limited

21 September 2011

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Resolution 1: Approve the previous issue of 29,633,333 Shares

Background

From 29 June 2011 to 16 August 2011 the Company issued 29,633,333 Shares to professional advisors. The 29,633,333 Shares were issued in lieu of fees payable for professional services provided to the Company.

The 29,633,333 Shares were issued without prior Shareholder approval and in accordance with ASX Listing Rule 7.1. Resolution 1 seeks Shareholder approval for the previous issue of 29,633,333 Shares for the purposes of ASX Listing Rule 7.4 and all other purposes.

ASX Listing Rules 7.1, 7.4 & 7.5

ASX Listing Rule 7.1 provides that a listed company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12 month period without the approval of shareholders.

ASX Listing Rule 7.4 provides that an issue of shares made without approval under Listing Rule 7.1 is treated as been made with approval if each of the following applies:

- the issue did not breach Listing Rule 7.1, and
- the shareholders of ordinary securities subsequently approve the issue.

The issue of 29,633,333 Shares did not breach ASX Listing Rule 7.1 and the Company seeks subsequent Shareholder approval for the issue of Shares for the purposes of ASX Listing Rule 7.4 and all other purposes.

The following information is provided to Shareholders in accordance with ASX Listing Rule 7.5:

The number of securities allotted

The number of securities allotted was 29,633,333 Shares.

The price at which the securities were issued

The issue prices of the 29,633,333 Shares are set out in the following table:

Number of Shares	Issue Price
12,233,333	\$0.03
500,000	\$0.022
16,900,000	\$0.016

The terms of the securities

The Shares issued rank equally in all respects with the Company's existing Shares.

The names of the allottees

The 29,633,333 Shares were issued to:

Name	Number of Shares	Date of Issue
Brazilliant Pty Ltd	2,500,000	29 June 2011
Leslie Jabara	1,000,000	29 June 2011
Richard Jabara	1,000,000	29 June 2011
Adrian D Cran	500,000	29 June 2011
Leasing Associates Pty Ltd	733,333	16 August 2011
Cunningham Peterson Sharbanee Securities Pty Ltd	3,000,000	16 August 2011
Professional Payment Services Pty Ltd	4,400,000	16 August 2011
Celtic Capital Pty Ltd <The Celtic Capital A/C>	7,000,000	16 August 2011
Yelena Chkorbatov	2,500,000	16 August 2011
Celebrity Agent PTE LTD	7,000,000	16 August 2011
Total	29,633,333	

The use of the funds raised

No funds were raised from the issue of Shares. The Shares were issued as consideration for fees payable for professional services provided to the Company.

Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting.

Resolution 2: Approve the previous issue of 44,900,000 Shares

Background

On 9 September 2011, the Company issued 44,900,000 Shares to sophisticated investors at an issue price of \$0.02 per Share raising \$898,000. Funds raised are to be used for working capital purposes and to fund the development of the Company's Linguet buccal drug delivery technology.

The 44,900,000 Shares were issued without prior Shareholder approval and in accordance with ASX Listing Rule 7.1. Resolution 2 seeks Shareholder approval for the previous issue of 44,900,000 Shares for the purposes of ASX Listing Rule 7.4 and all other purposes.

ASX Listing Rules 7.1, 7.4 & 7.5

ASX Listing Rule 7.1 provides that a listed company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12 month period without the approval of shareholders.

ASX Listing Rule 7.4 provides that an issue of shares made without approval under Listing Rule 7.1 is treated as been made with approval if each of the following applies:

- the issue did not breach Listing Rule 7.1, and
- the shareholders of ordinary securities subsequently approve the issue.

The previous issue of 44,900,000 Shares did not breach ASX Listing Rule 7.1 and the Company seeks subsequent Shareholder approval for the issue of Shares for the purposes of ASX Listing Rule 7.4 and all other purposes.

The following information is provided to Shareholders in accordance with ASX Listing Rule 7.5:

The number of securities allotted

The number of securities allotted was 44,900,000 Shares.

The price at which the securities were issued

The Shares were issued at \$0.02 per Share.

The terms of the securities

The Shares issued rank equally in all respects with the Company's existing Shares.

The names of the allottees

The 44,900,000 Shares were issued to:

Name	Number of Shares
Silvertop Investments Pty Ltd <Acorn Super Fund>	1,750,000
Mr Michael Nottas	1,200,000
Mr Victor Nottas	1,250,000
Mr Garth Karl Hopkinson	250,000
Mr Justyn Richard Pengilly	250,000
Silktree Investments Pty Ltd <Vassileff Super Fund A/C>	1,000,000
Mr Brendan Henry Reid & Mrs Margaret Mary Reid <Reid Family Super Fund A/C>	500,000
Mr Matthew Norton & Mrs Roselyn Norton & Miss Alana Norton <Norton Family Super Fund A/C>	500,000
Mr Paul Stewart Higginson & Mrs Paula Louise Higginson <Higginson Super Fund A/C>	400,000
Parkvista Holdings Pty Ltd	500,000
Mr Mathew Joel Norton & Mrs Roselynn Fay Norton & Miss Alana Norton <Norton Family Super Fund A/C>	250,000
Hanobine Holdings Pty Ltd	650,000
Mr William Henry Hernstadt	2,000,000
Breamlea Pty Ltd <J & E Macdonal A/C>	2,000,000
Diskdew Pty Ltd	2,500,000
Nutsville Pty Ltd <Indust Electric Co Superannuation Fund A/C>	5,000,000
Mr John Della Bosca <JA&JG Della Bosca Family A/C>	2,500,000
Baita Holding Pty Ltd <Baitia Family A/C>	500,000
Miss Evelyn Litopoulos	500,000
Vermont Capital Pty Ltd	1,000,000
Nicant Pty Ltd <The A P Torre Family A/C>	1,000,000
Mr John Corran Crawford & Mrs Pamela Mary Crawford	500,000
Mr Francesco Torre	500,000
Mrs Grace D Vita	1,000,000
RJ Wade Pty Ltd <RJ Wade Superfund A/C>	1,000,000
Jomima Pty Ltd	500,000
Dolphin Technology Pty Ltd	500,000
Mr Attilio Pasqualotta & Mrs Diana Pasqualotto	750,000
Agens Pty Ltd <The Mark Collins S/F A/C>	1,500,000
Professional Payment Services Pty Ltd	750,000
Cavendish Corporation Limited	3,800,000
MAPD Nominees Pty Ltd	7,350,000

MD & MT Tilley Superannuation Fund	750,000,
Equitor Pty Ltd <Kahala Super Fund>	500,000
Total	44,900,000

The intended use of the funds raised

The Company raised \$898,000 from the issue of Shares. Funds raised will be used for working capital purposes and to fund the development of the Company's Linguet buccal drug delivery technology.

Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting.

Resolution 3: Approve the Issue of 44,900,000 Options

Background

In September 2011 the Company issued 44,900,000 Shares to sophisticated investors as referred to in Resolution 2. In addition to the issue of Shares referred to in Resolution 2, the Company agreed, subject to Shareholder approval, to issue one free attaching Option for each one Share issued to the Shareholders referred to in the explanatory notes for Resolution 2.

After the issue of Shares the subject of Resolution 2, the Company had fully utilized its 15% issuing capacity under ASX Listing Rule 7.1 and was unable to issue the Options without prior Shareholder approval. The Company now seeks Shareholder approval to issue 44,900,000 Options as referred to in this Explanatory Statement for the purposes of ASX Listing Rule 7.1 and all other purposes.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a listed Company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12 month period without the approval of shareholders.

For the purpose of ASX Listing Rule 7.1, the issue of a convertible security is treated as an issue of the capital of the Company on a fully converted basis.

By obtaining the prior approval of the Shareholders for the issue of Options, the issue of those Options, and the issue of Shares upon exercise of such Options, will not count within the 15% limit under Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.1, Resolution 3 seeks Shareholder approval for the issue of 44,900,000 Options on the terms and conditions set out below.

ASX Listing Rule 7.3

Listing Rule 7.3 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.1 and the following information is included in this Explanatory Statement for that purpose:

The number of securities to be issued

The maximum number of securities to be issued is 44,900,000 Options.

The date by which the Company will issue the securities

The Options will be issued progressively, and in any event, no later than 3 months after the date of this Meeting.

The issue price of the securities

The Options will be free attaching Options to the Shares referred to in Resolution 2. The Options will be issued for nil consideration.

The names of the allottees of the securities

The 44,900,000 Options will be issued to:

Name	Number of Options
Silvertop Investments Pty Ltd <Acorn Super Fund>	1,750,000
Mr Michael Nottas	1,200,000
Mr Victor Nottas	1,250,000
Mr Garth Karl Hopkinson	250,000
Mr Justyn Richard Pengilly	250,000
Silktree Investments Pty Ltd <Vassileff Super Fund A/C>	1,000,000
Mr Brendan Henry Reid & Mrs Margaret Mary Reid <Reid Family Super Fund A/C>	500,000
Mr Matthew Norton & Mrs Roselyn Norton & Miss Alana Norton <Norton Family Super Fund A/C>	500,000
Mr Paul Stewart Higginson & Mrs Paula Louise Higginson <Higginson Super Fund A/C>	400,000
Parkvista Holdings Pty Ltd	500,000
Mr Mathew Joel Norton & Mrs Roselynn Fay Norton & Miss Alana Norton <Norton Family Super Fund A/C>	250,000
Hanobine Holdings Pty Ltd	650,000
Mr William Henry Hernstadt	2,000,000
Breamlea Pty Ltd <J & E Macdonal A/C>	2,000,000
Diskdew Pty Ltd	2,500,000
Nutsville Pty Ltd <Indust Electric Co Superannuation Fund A/C>	5,000,000
Mr John Della Bosca <JA&JG Della Bosca Family A/C>	2,500,000
Baita Holding Pty Ltd <Baitia Family A/C>	500,000
Miss Evelyn Litopoulos	500,000
Vermont Capital Pty Ltd	1,000,000
Nicant Pty Ltd <The A P Torre Family A/C>	1,000,000
Mr John Corran Crawford & Mrs Pamela Mary Crawford	500,000
Mr Francesco Torre	500,000
Mrs Grace D Vita	1,000,000
RJ Wade Pty Ltd <RJ Wade Superfund A/C>	1,000,000
Jomima Pty Ltd	500,000
Dolphin Technology Pty Ltd	500,000
Mr Attilio Pasqualotta & Mrs Diana Pasqualotto	750,000
Agens Pty Ltd <The Mark Collins S/F A/C>	1,500,000
Professional Payment Services Pty Ltd	750,000
Cavendish Corporation Limited	3,800,000
MAPD Nominees Pty Ltd	7,350,000
MD & MT Tilley Superannuation Fund	750,000
Equitor Pty Ltd <Kahala Super Fund>	500,000
Total	44,900,000

None of the persons subscribing for Options or receiving Options will be a Director (or an associate of a Director) or other related party of the Company (within the meaning of that term in ASX Listing Rule 10.11).

The terms of the securities

General terms and conditions of the Options are:

- Each Option entitles the holder, on exercise, to one Share.
- Each Option is exercisable at \$0.025.
- Each Option will expire on 31 December 2014.
- All Shares issued on the exercise of the Options will rank equally in all respects with the Company's existing issued Shares.
- The Company will not apply to ASX for official quotation of the Options.
- The Company will apply for quotation by ASX of all Shares issued upon the exercise of the Options.
- An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
- In the event of any reconstruction of the issued capital of the Company prior to the expiry date, all rights of the Option holder will be varied in accordance with the ASX Listing Rules.
- If the Company makes a bonus issue of Shares or other securities to existing Shareholders:
 - the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for the bonus issue; and
 - no change will be made to the exercise price of the Options.

Adjustment for pro rata issue:

If the Company makes a pro rata issue of Shares or other securities to existing Shareholders (other than a bonus issue) the exercise price of an Option will be adjusted according to the following formula:

$$\text{New exercise price} = \frac{O - E [P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share (weighted by reference to volume) of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

The intended use of funds raised

No funds will be raised from the issue of Options. Up to \$1,122,500 will be raised if the Options are exercised and Shares are subscribed for during the exercise periods. It is anticipated that any funds raised from the exercise of Options will be used for working capital purposes. There is no guarantee that the Options will be exercised at all.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

Resolution 4 – Approve the issue of Shares with a combined total value of \$1,500,000 for the acquisition of Aspen Medisys LLC.

Background

On 10 August 2011, the Company announced an agreement to acquire 100% of the issue capital of Aspen Medisys LLC (AML).

AML owns an exciting energized nanoparticle technology for the potential treatment of tumors and other tissue pathologies that was co-developed with Aduro BioTech, Inc., a significant shareholder in AML and longstanding investor and scientific developer in this field.

The types of tumors that may be treated by this nanotechnology include tumors associated with ovarian, lung and pancreatic cancers.

AML's patented technology enables very precise temperature increases to be targeted to diseased tissues using magnetically heated nanoparticles implanted in the diseased tissue. A feature of the nanotechnology is the ability to generate unusually high heating rates by using medium strength and safe magnetic fields to heat the injected proprietary magnetic nanoparticles. These nanoparticles are energized remotely through a non-invasive, externally applied magnetic field, namely when placed in an alternating magnetic field (AMF) the nanoparticles are capable of generating the heat required to kill the tumor. The potential licensing opportunities for both veterinary and human applications are enormous in this multibillion-dollar market.

As consideration for the acquisition, Helicon Group will issue Shares with a total combined value of \$1,500,000 to the vendors of AML at an issue price which is equal to the volume weighted average price of Shares as traded on ASX in the five trading days prior to the date of issue of consideration Shares to the AML vendors. In addition, up to a further \$2,000,000 in Helicon Group Shares will be issued as deferred consideration, subject to certain milestones being achieved as detailed below:

In respect to set milestones, these are best summarized as follows:

1. Shares to the value of \$1,000,000 to be issued upon the successful completion and submission of a final technology report into the safety and efficacy for use of the AML technology in animals, to be conducted at the University of California, Davis; expected to transpire in calendar quarter 4 of 2012;
2. Shares to the value of \$500,000 upon the first commercial sale of a product incorporating the Technology; and
3. Shares to the value of \$500,000 upon cumulative sales of a product incorporating the Technology attaining \$10,000,000.

It is a condition precedent to the transaction that \$3,000,000 be applied to development capital in AML over an 18-month period.

Resolution 4 seeks Shareholder approval for the issue of Shares with a combined total value of \$1,500,000 as consideration for the acquisition of AML for the purposes of ASX Listing Rule 7.1 and all other purposes. The number of Shares to be issued as consideration for the acquisition of AML will vary depending on the VWAP of Shares as traded on ASX in the 5 days prior to the date of issue.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a listed Company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12 month period without the approval of shareholders.

By obtaining the prior approval of the Shareholders to the issue of Shares, the issue of those Shares will not count within the 15% limit under Listing Rule 7.1.

ASX Listing Rule 7.3

Listing Rule 7.3 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.1 and the following information is included in this Explanatory Statement for that purpose:

The number of securities to be issued

Helicon Group will issue Shares with a total combined value of \$1,500,000 at an issue price which is equal to the VWAP of Shares as traded on ASX in the five trading days prior to the date of issue of Shares to the AML vendors.

Therefore, the number of Shares to be issued will vary depending on the VWAP of Shares as traded on ASX in the 5 trading days prior to the date of issue.

The below table details the range of shares that may be issued for each corresponding VWAP of Shares range:

VWAP Range	Number of Shares to be issued
\$0.01 - \$0.02	150,000,000 - 75,000,000
\$0.02 - \$0.03	75,000,000 - 50,000,000
\$0.03 - \$0.04	50,000,000 - 37,500,000
\$0.04 - \$0.05	37,500,000 - 30,000,000
\$0.05 - \$0.06	30,000,000 - 25,000,000
\$0.06 - \$0.07	25,000,000 - 21,428,572
\$0.07 - \$0.08	21,428,572 - 18,750,000
\$0.08 - \$0.09	18,750,000 - 16,666,667
\$0.09 - \$0.10	16,666,667 - 15,000,000

The date by which the Company will issue the securities

The Shares will be issued progressively, and in any event, no later than 3 months after the date of this Meeting.

The issue price of the securities

The Shares will be issued at an issue price, which is equal to the volume weighted average price of Shares as traded on ASX in the 5 trading days prior to the date of issue.

The names of the allottees of the securities

The Shares will be issued to the vendors of AML (or their nominees) pro-rata to each AML shareholders percentage shareholding in AML as at the date of acquisition. The shareholders of AML and their percentage shareholding is set out below:

Name	% Shareholding in AML
Aduro BioTech Inc	40%
Mr Kang Lee	40%
Mr Stephen Barry	15%
Micromod Partikeltechnologie GmbH	5%

None of the persons subscribing for Shares or receiving Shares will be a Director (or an associate of a Director) or other related party of the Company (within the meaning of that term in ASX Listing Rule 10.11).

In addition, no subscriber, either individually or in association with any related entity, will be allotted securities, which would, if added to existing holdings, result in the holder and their related entities holding 20% or more of the issued capital of the Company should Resolution 4 be approved.

The terms of the securities

Shares will rank equally in respects with the Company's existing Shares.

The intended use of funds raised

No funds will be raised from the issue, as Shares will be issued as consideration for the 100% of this issued capital of AML.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

Resolution 5 – Approve the issue Shares with a total combined value of up to \$5,000,000

The Company intends to raise new equity capital for the purpose of funding the development of AML's energized nanoparticle technology for the treatment of tumors (it is a condition precedent to the acquisition of AML that \$3,000,000 be applied by the Company to development capital in AML over an 18-month period), to develop the Company's Linguet buccal drug delivery technology and for working capital purposes.

Resolution 5 seeks Shareholder approval for the issue of Shares with a total combined value of up to \$5,000,000 for the purposes of ASX Listing Rule 7.1 and all other purposes

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a listed company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12-month period without the approval of shareholders.

In addition, by obtaining the approval of the Shareholders to the issue of the Shares, on the issue of those Shares, they will not count within the 15% limit when determining compliance by the Company with Listing Rule 7.1 in the next 12 month period.

By approving the issue of the Shares in advance, the Company maintains the maximum ability to be able to issue securities without the need for shareholder approval. That is important as it provides the Company with flexibility and the ability to maximise new investment opportunities as and when they arise.

Listing Rule 7.3 requires the following information concerning the issue of the Shares outlined above in relation to Resolution 5 be included in the Notice of Meeting.

ASX Listing Rule 7.3

Listing Rule 7.3 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.1 and the following information is included in this Explanatory Statement for that purpose:

The number of securities to be issued

The maximum number of securities which may be issued under the capital raising is to be determined by reference to the following formula:

$$\text{Maximum number} = \$5,000,000 \div \text{the issue price}$$

The below table details the range of shares that may be issued for each corresponding of Share issue price range:

Share Issue Price Range	Number of Shares to be issued
\$0.01 - \$0.02	500,000,000 – 250,000,000
\$0.02 - \$0.03	250,000,000 – 166,666,666
\$0.03 - \$0.04	166,666,666 – 125,000,000
\$0.04 - \$0.05	125,000,000 – 100,000,000
\$0.05 - \$0.06	100,000,000 – 83,333,333
\$0.06 - \$0.07	83,333,333 – 71,428,572
\$0.07 - \$0.08	71,428,572 – 62,500,000
\$0.08 - \$0.09	62,500,000 – 55,555,556
\$0.09 - \$0.10	55,555,556 – 50,000,000

The date by which the Company will issue the securities

The Shares will be issued progressively, and in any event, no later than 3 months after the date of this Meeting.

The issue price of the securities

The Shares will be issued at a price which is no less than a discount of 15% to the VWAP of Shares as traded on the ASX over the 10 trading days prior to the date of the issue of the Shares.

The names of the allottees of the securities

The allottees of the Shares to be issued, if Resolution 5 is approved, will be professional or sophisticated investors identified by the Company and any brokers / financial advisers appointed by the Company to assist it in its capital raising. None of the persons subscribing for Shares or receiving Shares will be a Director (or an associate of a Director) or other related party of the Company (within the meaning of that term in ASX Listing Rule 10.11).

In addition, no subscriber, either individually or in association with any related entity, will be allotted securities, which would, if added to existing holdings, result in the holder and their related entities holding 20% or more of the issued capital of the Company should Resolution 5 be approved.

The terms of the securities

All Shares to be issued will rank equally in respects with the Company's existing Shares.

The intended use of funds raised

Funds raised will be used to development AML's energized nanoparticle technology for the treatment of tumors (it is a condition precedent to the acquisition of AML that \$3,000,000 be applied by the Company to development capital in AML over an 18-month period), to develop the Company's Linguet buccal drug delivery technology and for working capital purposes.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

Resolution 6: Change of Company Name

The Company proposes to change its name from Helicon Group Limited to Consegna Group Limited. In accordance with section 157(1) of the Corporations Act, the proposed change of company name requires the approval of Shareholders by special resolution. A special resolution is a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

The Directors unanimously resolved that the name change to Consegna Group Limited be put to shareholders at this meeting. The Directors unanimously recommend that Shareholders vote in favor of Resolution 5 to change the Company's name to Consegna Group Limited.

The Company has reserved the proposed change of name with ASIC, immediately prior to the General Meeting, to ensure the name is available should shareholders approve this resolution. The change in Company name will take effect from the date that ASIC registers the change in the name.

GLOSSARY

AEDT means Australian Eastern Daylight Saving Time.

ASX means ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the board of directors of the Company.

Company, Helicon or Helicon Group means Helicon Group Limited (ACN 107 903 159).

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means the explanatory statement to this notice of general meeting.

Meeting means the General Meeting of the Shareholders of the Company to be held on 25 October 2011, to which this Notice of Meeting and Explanatory Statement relate.

Notice of Meeting means the notice of meeting of the Company dated 21 September 2011.

Resolution means a resolution referred to in the Notice.

Options means an option to acquire a Share

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares

VWAP means volume weighted average sale price

Words importing the singular include the plural and vice versa.

All references to currency are to Australian dollars and cents.

HELICON GROUP LIMITED PROXY FORM FOR GENERAL MEETING

I/We _____

of _____

am/are a member of Helicon Group Limited (ACN 107 903 159) and I/we appoint as my/our proxy:

of _____

Or failing him or her, the Chairman of the General Meeting of the Company, to be held at RBS Tower, Level 31, RBS Tower @ Aurora Place, 88 Phillip Street, Sydney, on 25 October 2011 at 10:00 a.m. AEDT to vote for me/us at the meeting and at any adjournment of it.

If 2 proxies are being appointed the proportion of voting rights this proxy is authorised to exercise is%.
(The Company will supply an additional form on request).

		For	Against	Abstain
Resolution 1	Approve the previous issue of 29,633,333 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approve the previous issue of 44,900,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approve the issue of 44,900,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approve the issue of Shares for the acquisition of Aspen Medisys LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approve the issue of Shares with a total combined value of up to \$5,000,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman intends to vote all undirected proxies in favour of all resolutions.

If you do not wish to direct your proxy on how to vote, please tick the box:

By ticking this box, I/We acknowledge that the Chairman may exercise my/our proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Signature of Member(s): Date:

Individual or Member 1	Member 2	Member 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name:Contact Ph (daytime):

PROXY INSTRUCTIONS

A member entitled to attend and vote at a meeting is entitled to appoint not more than 2 proxies.

Where more than 1 proxy is appointed, each proxy may be appointed to represent a specific portion of the member's voting rights.

A proxy need not be a member of the Company.

A proxy form must be signed by the member or his or her attorney. Proxies given by corporations must either be signed under seal or under the hand of a duly authorised officer of attorney.

To be valid, the form appointing the proxy and the Power of Attorney or other authority (if any) under which it is signed (or a certified copy) must be lodged with:

Helicon Group Limited
'The Grain Store'
7/21 Northumberland Street,
Collingwood VIC 3066

Or by facsimile on 61 (0) 3 8080 0796

Not later than 10:00 a.m. on October 23, 2011.