

Helix Resources Limited

ACN 009 138 738

NOTICE OF GENERAL MEETING

Time: 9.30am (WST)

Date: Tuesday 7 June 2016

**Place: 78 Churchill Avenue
Subiaco WA 6008**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9321 2644.

Notice of General Meeting

Notice is hereby given that a General Meeting of members of Helix Resources Limited (**Helix** or the **Company**) will be held at 9.30am (WST) on Tuesday, 7 June 2016 at 78 Churchill Avenue, Subiaco, 6008, Western Australia.

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting describes in more detail the matters to be considered. Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of General Meeting. In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the directors have determined that the identity of those entitled to attend and vote at the meeting is to be taken to be those persons who hold shares in the Company as at 9.30am on Sunday 5 June 2016.

AGENDA

Resolutions

1. Approve Director Participation in Share Placement – Mr Pasquale Rombola

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“For the purpose of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 1,192,500 Shares to Mr Pasquale Rombola (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Rombola (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

2. Approve Director Participation in Share Placement – Mr Jason Macdonald

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“For the purpose of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 1,075,000 Shares to Mr Jason Macdonald (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Macdonald (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

3. Approve Director Participation in Share Placement – Mr Michael Wilson

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“For the purpose of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 372,500 Shares to Mr Michael Wilson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Wilson (and his nominee) and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

4. Ratification of Prior Issue - Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 37,360,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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.

5. Section 195 Approval

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to the passing of Resolutions 1 to 3, for the purposes of Section 195(4) of the Corporations Act and for all other purposes, Shareholders approve and authorise the Company to approve the Director’s participation in the Share Placement.”

PROXIES

A Proxy Form accompanies this Notice of Meeting and to be effective must be received at:

In person at: Helix Resources Limited, 78 Churchill Avenue, SUBIACO WA 6008.

OR By post to: Helix Resources Limited, 78 Churchill Avenue, SUBIACO WA 6008.

OR By email to the Company Secretary at mike.naylor@helix.net.au

OR By facsimile on: (61 8) 9321 3909

by not later than 9.30am (WST), Sunday, 5 June 2016.

Each Shareholder is entitled to appoint a proxy. The proxy does not need to be a member of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder’s votes.

BY ORDER OF THE BOARD

Michael Naylor
Company Secretary
6 May 2016

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders of Helix Resources Limited (**Helix** or the **Company**) in connection with the business to be conducted at a General Meeting of Shareholders to be held at 78 Churchill Avenue, Subiaco, Western Australia on Tuesday, 7 June 2016 at 9.30am.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of General Meeting.

Shareholders should note that all the Directors approved the proposal to put the Resolutions to Shareholders as outlined in the Notice of General Meeting and to prepare this Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- (a) Post or deliver by person to the Company's registered office at 78 Churchill Avenue, Subiaco, Western Australia 6008;
- (b) by facsimile on (08) 9321 3909; or
- (c) email to the Company Secretary at mike.naylor@helix.net.au.

so that it is received by no later than 9.30am (WST) on Sunday, 5 June 2016. Proxy Forms received later than this time will be invalid.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 9.30am (WST) on Sunday, 5 June 2016. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

1. RESOLUTIONS 1 TO 3 – PARTICIPATION OF DIRECTORS IN THE PLACEMENT

General

On 13 April 2016, the Company announced that it has completed a placement of 40,000,000 shares at an issue price of \$0.032 to raise approximately \$1,280,000 before costs (**Share Placement**).

Mr Pasquale Rombola, Jason Macdonald and Michael Wilson wish to participate in the Share Placement (**Participating Directors**). Resolutions 1 to 3 seeks Shareholder approval for the issue of a total of 2,640,000 Shares to the Participating Directors (or his nominees) arising from their participation in the Share Placement.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act. The issue to the Participating Directors will result in the issue of Shares which constitutes giving a financial benefit and Mr Rombola, Mr Macdonald and Mr Wilson are related parties of the Company by virtue of being Directors. The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is required as the giving of the financial benefit may not fall within an exception set out in sections 210 to 216 of the Corporations Act.

As each Director may be considered to have a material personal interest in their proposed participation in the Share Placement, the Board exercises their right under section 195(4) of the Corporations Act to put the proposed issue to Shareholders to approve.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Share Placement involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Technical Information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.13

Pursuant to and in accordance with section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 1 to 3:

- (a) The Shares will be issued to Mr Pasquale Rombola, Michael Wilson and Jason Macdonald and/or their nominees.
- (b) The maximum number of Shares the Company will issue to the Participating Directors and/or their nominees under Resolutions 1 to 3 is as follows:
 - i. Pasquale Rombola – 1,192,500 Shares
 - ii. Jason Macdonald – 1,075,000 Shares; and
 - iii. Michael Wilson – 372,500 Shares
- (c) The Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date.
- (d) The issue price will be \$0.032 per Share, being the same as all other Shares issued under the Share Placement.
- (e) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

- (f) The funds raised will be used for the same purposes as all other funds raised under the Share Placement which is applied to fund the broadened exploration program at the Company's Collerina Prospect in Central New South Wales, fund exploration at the Company's Cobar Gold Prospect and for general working capital purposes.
- (g) the relevant interests of the Participating Directors in securities of the Company are set out below:

Related Party	Shares	Options
Pasquale Rombola	10,002,127	3,000,000 (\$0.0675, exp 15/11/2018)
Jason Macdonald	9,002,500	3,000,000 (\$0.0675, exp 15/11/2018)
Michael Wilson	3,132,934	3,000,000 (\$0.0675, exp 15/11/2018)

- (h) the remuneration and emoluments from the Company to the Participating Directors for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Pasquale Rombola	\$50,000	\$50,000
Jason Macdonald	\$40,000	\$40,000
Michael Wilson	\$200,000	\$216,673

- (i) if the Shares are issued to the Participating Directors, this will increase the number of Shares on issue from 305,826,692 to 308,466,692 (assuming no other Options are exercised and no Shares issued) with the effect that the shareholding of existing Shareholders would be diluted by an average of 0.85%, comprising 0.386% by Mr Rombola, 0.348% by Mr Macdonald and 0.12 by Mr Wilson.
- (j) the trading history of the Shares on the ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.052	27 October 2015
Lowest	\$0.02	23 April 2015
Last	\$0.044	20 April 2016

- (k) the primary purpose of the issue of the Shares to the Participating Directors is to indicate the ongoing support of the Company by the Directors to ensure that the Company can raise the full capital raising amount of \$1,250,000 under the Share Placement.
- (l) Mr Rombola declines to make a recommendation to Shareholders in relation to Resolution 1 due to his material personal interest in the outcome of the Resolution on the basis that Mr Rombola is to be issued Shares in the Company should Resolution 1 be passed. However, in respect of Resolutions 2 and 3 recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (k):
- (m) Mr Macdonald declines to make a recommendation to Shareholders in relation to Resolution 2 due to his material personal interest in the outcome of the Resolution on the basis that Mr Macdonald is to be issued Shares in the Company should Resolution 2 be passed. However, in respect of Resolutions 1 and 3 recommends that Shareholders vote in favour of those Resolutions for the reason set out in paragraph (k).

- (n) Mr Wilson declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution on the basis that Mr Wilson is to be issued Shares in the Company should Resolution 3 be passed. However, in respect of Resolutions 1 and 2 recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (k).
- (o) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 1 to 3.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participating Directors to participating in the Share Placement as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Mr Rombola, Mr Macdonald and Mr Wilson (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

2. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE - SHARES

General

As stated above, on 13 April 2016, the Company announced the Share Placement of 40,000,000 Shares to professional and sophisticated investors at an issue price of \$0.032 per Share to raise approximately \$1,280,000 before costs.

On 19 April 2016, the Company issued 37,360,000 Shares pursuant to the Share Placement. Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 37,360,000 Shares (**Share Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 37,360,000 Shares were issued, and subject to the passing of Resolutions 1 to 3 above, a further 2,640,000 will be issued;
- (b) the issue price was \$0.032 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to new and existing institutional investors in the Company, none of whom are related parties of the Company except as highlighted in Resolutions 1 to 3 above; and
- (e) the funds raised from this issue will be used for a broadened exploration program at the Company's Collierina Prospect in Central New South Wales, fund exploration at the Company's Cobar Gold Prospect and for general working capital purposes.

3. RESOLUTION 5 - SECTION 195 APPROVAL

Approval of Resolutions 1 to 3 may result in the Directors having a "material personal interest" in the matters referred to in this Notice. In the absence of this Resolution 5, the Directors may not be able to form a quorum at any meetings necessary to carry out the Share Placement to the Directors contemplated by Resolutions 1 to 3.

Accordingly, Shareholder approval is being sought to allow the Directors to form a quorum to implement the Share Placements to the Directors contemplated in this Notice.

4. DEFINITIONS


\$	means Australian dollars
General Meeting or Meeting	means the meeting convened by this Notice
ASX	means Australian Securities Exchange Limited
ASX Listing Rules	means the official listing rules of ASX
Board	means the board of Directors.
Chairman	means the chairman of the Meeting.
Company Secretary	The company secretary of the Company
Constitution	The constitution of the Company.
Corporations Act	<i>Corporations Act 2011 (Cth)</i>
Director	means a director of the Company
Directors	means the current directors of the Company
Explanatory Statement	means the explanatory statement accompanying the Notice
Helix or the Company	means Helix Resources Limited (ACN 009 138 738)
Notice or Notice of Meeting or Notice of General Meeting	means this notice of General Meeting including the Explanatory Statement and the Proxy Form.
Ordinary Securities	has the meaning set out in the ASX Listing Rules.
Proxy Form	The proxy form attached to the Notice.
Resolutions	means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires
Share	means a fully paid ordinary share in the capital of the Company
Shareholder	means a holder of a Share

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'x') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions


STEP 1 Appoint a Proxy to Vote on Your Behalf

 **PLEASE NOTE:** This proxy is solicited on behalf of the management of Helix Resources Limited ACN 009 138 738 (the "Company") for use at the meeting of the shareholders of the Company to be held at 78 Churchill Avenue, Subiaco WA 6008 on Tuesday 7 June 2016 9.30am (WST) or any adjournment thereof (the "Meeting").

I/We being a member/s of Helix Resources Limited hereby appoint

the Chairman
of the meeting

OR

 **PLEASE NOTE:** If you leave this box blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the Meeting and at any adjournment of that meeting.


If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following:
Proxy 1 is appointed to represent _____% of my voting right and Proxy 2 is appointed to represent _____% of my total votes.
My total voting right is _____ shares.

 **PLEASE NOTE:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, the Company knows of no such amendment, variation or other matter.

The Chairman of the Meeting (where appropriately authorised) intends to vote undirected proxies in favour of Resolutions 1 to 5. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

STEP 2 Items of Business

 **PLEASE NOTE:** If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to direct how your proxy is to vote, please tick the appropriate boxes below.

	FOR	AGAINST	ABSTAIN
Resolution 1: Approve Director Participation in Share Placement – Mr Pasquale Rombola	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Approve Director Participation in Share Placement – Mr Jason Macdonald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Approve Director Participation in Share Placement – Mr Michael Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Ratification of Prior Issue - Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director and Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary

Member 3 (if joint holding)

Director

/ /

Date

Lodge your vote:



By Mail:

Helix Resources Limited
78 Churchill Avenue
Subiaco WA 6008

By Facsimile:

+61 8 9321 3909

By Email:

mike.naylor@helix.net.au

For all enquiries call:

Telephone: (61 8) 9321 2644

Email: helix@helix.net.au

Proxy Form

Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed by the shareholder/s as named on this proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:
Shareholders must deliver their proxies prior to 9.30am (WST), Sunday, 5 June 2016 by mail to 78 Churchill Avenue, Subiaco WA 6008, or facsimile at (08) 9321 3909, or hand at 78 Churchill Avenue, Subiaco WA 6008, or email to mike.naylor@helix.net.au.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 9.30am on Sunday 5 June 2016 will be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of resolutions 1, 2, 3, 4 and 5 as set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

Turn over to complete the form →



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- Check all holdings by using HIN/SRN
- Update your holding details
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