



Supplementary Prospectus

Helix Resources Limited
(ACN 009 138 738)

Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements and is intended to be read with the prospectus dated 19 April 2024 (**Prospectus**) issued by Helix Resources Limited (ACN 009 138 738) (**Company**).

This Supplementary Prospectus is dated 20 May 2024 and was lodged with ASIC on that date.

ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is any conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from <https://investorhub.helixresources.com.au/announcements>.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

1. Purpose of this Supplementary Prospectus

Under the Prospectus, the Company was seeking to raise approximately \$2.32 million via a renounceable pro-rata rights issue on the basis of 1 New Share for every 3 Shares held on the Record Date, together with 1 Quoted Option for every 2 New Shares issued. The Entitlement Offer was partially underwritten to an amount of \$1.5 million.

Eligible Shareholders could apply for additional New Shares in excess of their Entitlement by applying under the Shortfall Offer. Any New Shares and attaching Quoted Options not taken up by Eligible Shareholders pursuant to the Entitlement Offer formed the Shortfall Offer.

On 17 May 2024, the Company announced that it had raised \$2.32 million under the Entitlement Offer and would be proceeding to issue those New Shares and Quoted Options under the Entitlement Offer.

In addition, the Company announced that applications under the Shortfall Offer exceeded the amount of available Shortfall and, to accommodate some of the excess demand, the Board exercised its discretion to accept oversubscriptions to raise an additional \$500,000 on the same terms as the Entitlement Offer (**Placement**).

Therefore, the total amount to be raised under the Entitlement Offer, Shortfall Offer and the Placement will be \$2,823,146 (before costs).

The purpose of this Supplementary Prospectus is to amend the Prospectus to insert a new offer of up to 166,666,667 Shares at an issue price of \$0.003 per Share under the Placement, together with 83,333,333 attaching Quoted Options.

The Target Market Determination (TMD) adopted by the Company with respect to the Offers under the Prospectus applies to the offer of Quoted Options under the Placement Offer on the same terms. By making an application for Quoted Options under the Placement Offer, an investor warrants that they have read and understood the applicable TMD and that they meet the eligibility criteria of, and fall within the target markets set out in, that TMD.

The material amendments to the Prospectus outlined in section 2 below should be read in conjunction with the Prospectus.

2. Amendments to the prospectus

The following amendments are made to the Prospectus:

2.1 Proposed Timetable

The timetable on page 2 of the Prospectus is amended to include the following additional rows:

| <i>Event</i> | <i>Date</i> |
|--|----------------------------|
| <i>Opening date of Placement Offer</i> | <i>Monday, 20 May 2024</i> |
| <i>Closing date of Placement Offer</i> | <i>Monday 20 May 2024</i> |
| <i>Issue of and application for quotation of Placement Shares and Quoted Options under Placement Offer⁽¹⁾</i> | <i>Tuesday 21 May 2024</i> |

Note 1: The commencement of quotation of the Quoted Options is subject to compliance with the requirements of ASX and the ASX Listing Rules. For further information, please see Section 1.15.

This Supplementary Prospectus is intended to be read with the original Prospectus dated 19 April 2024 issued by Helix Resources Limited (ACN 009 138 738).

2.2 Letter from the Chairman

The following is inserted in the Letter from the Chairman as an additional paragraph after the paragraph "Entitlement Offer":

"Placement Offer

This Prospectus includes an offer of up to 166,666,667 Shares at \$0.003 per Share to raise up to an additional \$500,000 (before costs), together with 1 Quoted Option for every 2 Placement Shares subscribed for and issued.

The purpose of the Placement Offer is to enable the Company to place additional Shares and attaching Quoted Options in the event that the Entitlement Offer is oversubscribed. The Placement Offer is only made to and capable of acceptance by invitees determined by the Company in consultation with the Underwriter who receive a personalised application form to apply for Placement Shares and free-attaching Quoted Options under the Placement Offer.

Any funds raised under the Placement Offer will be used for additional drilling and working capital."

2.3 Investment Overview

The following sections of the Investment Overview are deleted and replaced as follows:

| | |
|---|--|
| <p>Overview of the Offers</p> <p><i>This Prospectus is for an offer of New Shares and free attaching Quoted Options (together, the New Securities) under the Entitlement Offer, Shortfall Offer, Placement Offer and Underwriter Offer. The allocation policy for the Offers is in Section 1.4.</i></p> <p>Entitlement Offer</p> <p><i>The Entitlement Offer is a renounceable pro rata offer of 1 New Share for every 3 existing Shares held by Eligible Shareholders on the Record Date, at an issue price of \$0.003 per New Share to raise up to approximately \$2.32 million (before costs).</i></p> <p><i>Shareholders may apply for additional New Shares under the Shortfall Offer (see below).</i></p> <p><i>Eligible Shareholders who are issued New Shares under the Entitlement Offer will also be issued 1 free attaching Quoted Option for every 2 New Shares issued under the Entitlement Offer. The Quoted Options will be exercisable at \$0.006 each and expire 3 years from the date of issue, and are otherwise on the terms and conditions in Section 5.2.</i></p> <p><i>As the Entitlement Offer is renounceable you can offer to sell or transfer any of your Entitlement on the ASX or via an off-market transfer. If you wish to sell some or all of your Entitlement on the ASX, provide instructions to your stockbroker regarding the Entitlement you wish to sell on the ASX. There is no guarantee that there will be any secondary market for your Entitlements or that any particular price will be paid for the Entitlements sold.</i></p> <p>Shortfall Offer</p> <p><i>Any New Shares and attaching Quoted Options (Shortfall Securities) not taken up pursuant to the Entitlement Offer (Shortfall) will form the Shortfall Offer. The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each New Share under the Shortfall Offer will be</i></p> | <p>Sections 1.1, 1.2, 1.2A and 1.3</p> |
|---|--|

This Supplementary Prospectus is intended to be read with the original Prospectus dated 19 April 2024 issued by Helix Resources Limited (ACN 009 138 738).

| | |
|--|-------------|
| <p><i>\$0.003 being the price at which New Shares are offered under the Entitlement Offer. Similarly, Quoted Options offered under the Shortfall Offer will be subject to the same terms as those offered under the Entitlement Offer.</i></p> <p><i>If the New Shares are not fully subscribed by Eligible Shareholders under the Entitlement Offer and Shortfall Offer, the Company reserves the right to place those New Shares (together with free attaching Quoted Options) within 3 months of the close of the Entitlement Offer to sophisticated or professional investors identified by the Company in addition to Eligible Shareholders who may apply for Shortfall Securities by completing the Entitlement and Acceptance Form, subject to compliance with the ASX Listing Rules.</i></p> <p>Placement Offer</p> <p><i>The Placement Offer is an offer of up to 166,666,667 Shares at \$0.003 per Share (Placement Shares) together with 1 Quoted Option for every 2 Placement Shares subscribed for and issued to raise up to \$500,000 (before costs) (Placement Offer).</i></p> <p><i>The purpose of the Placement Offer is to enable the Company to place additional Shares and attaching Quoted Options in the event that the Entitlement Offer is oversubscribed. The Placement Offer is only made to and capable of acceptance by invitees determined by the Company in consultation with the Underwriter who receive a personalised application form to apply for Placement Shares and free-attaching Quoted Options under the Placement Offer.</i></p> <p><i>A summary of the rights and liabilities attaching to the Placement Shares and Quoted Options offered under the Placement Offer are in Sections 5.1 and 5.2, respectively. The Company will apply for quotation of the Quoted Options to be issued under the Placement Offer.</i></p> <p>Underwriter Offer</p> <p><i>The Entitlement Offer is partially underwritten by Mahe Capital for up to \$1,500,000.</i></p> <p><i>This Prospectus includes a separate offer of Quoted Options to the Underwriter (or its nominee) comprising a fixed component of 18,000,000 Quoted Options, plus a variable component of 12 Quoted Options for every \$1 raised under the Offers (Underwriter Options). Accordingly, a minimum of 36,000,000 and a maximum of 51,877,750 Underwriter Options will be issued. The Company intends to issue the Underwriter Options using its placement capacity under Listing Rule 7.1.</i></p> <p><i>The Underwriter Options are to be issued to the Underwriter (or its nominee) as partial consideration for the underwriting and lead managerial services provided by the Underwriter in connection with the Entitlement Offer. Refer to Section 5.3 for a summary of Underwriting Agreement.</i></p> | |
| <p>Use of funds</p> <p><i>Funds raised under the Offers are intended to be applied towards:</i></p> <ul style="list-style-type: none"> <i>• drilling (\$1,250,000);</i> <i>• target generation & geophysics (\$670,000);</i> <i>• general working capital (\$624,032); and</i> <i>• the costs of the Offers (\$279,114).</i> | Section 1.6 |

This Supplementary Prospectus is intended to be read with the original Prospectus dated 19 April 2024 issued by Helix Resources Limited (ACN 009 138 738).

| Indicative capital structure and pro-forma balance sheet | | | |
|---|----------------------|---------------------------|---------------------------|
| <i>The indicative capital structure upon completion of the Offers is set out below:</i> | | | |
| Securities | Shares | Options | Performance Rights |
| <i>Balance at the date of this Prospectus</i> | 2,323,145,843 | 34,600,000 | 183,975,000 |
| <i>Entitlement Offer^{(1),(2)}</i> | 774,381,948 | 387,190,974 | - |
| <i>Placement Offer^{(1),(3)}</i> | 166,666,667 | 83,333,333 | |
| <i>Underwriter Options⁽¹⁾</i> | - | 51,877,750 ⁽⁴⁾ | - |
| Total⁽¹⁾ | 3,264,194,458 | 557,002,057 | 183,975,000 |
| Notes: | | | |
| <p>1. The figures in the table assume:</p> <p>(a) that the Offers are fully subscribed;</p> <p>(b) completion of the Offers; and</p> <p>(c) no other Securities are issued, including Shares issued on the conversion or exercise of any existing Options or Performance Rights.</p> <p>2. A lesser number of New Shares and Quoted Options will be issued to the extent that the Entitlement Offer is not fully subscribed and the New Securities are not otherwise taken up under the Shortfall Offer.</p> <p>3. A lesser number of New Shares and Quoted Options will be issued to the extent that the Placement Offer is not fully subscribed.</p> <p>4. The stated maximum number of Underwriter Options assumes that the Offers are fully subscribed, and that no additional Quoted Options are issued in lieu of cash fees pursuant to the Underwriting Agreement. A minimum of 36,000,000 Underwriter Options will be issued in the event that \$1,500,000 (being the Underwritten Amount) is raised under the Entitlement Offer and Shortfall Offer.</p> <p>The indicative pro-forma balance sheet showing the effect of the Offers is in Section 3.2.</p> | | | |

Sections 3.1 and 3.2

2.4 Placement Offer (refer to Section 1.2A of the Prospectus)

A new section 1.2A is inserted into the Prospectus as follows:

“1.2A Placement Offer

The Placement Offer is an offer of up to 166,666,667 Shares at \$0.003 per Share (Placement Shares) together with 1 Quoted Option for every 2 Placement Shares subscribed for and issued to raise up to \$500,000 (before costs) (Placement Offer).

The purpose of the Placement Offer is to enable the Company to place additional Shares and attaching Quoted Options in the event that the Entitlement Offer is

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oversubscribed. The Placement Offer is only made to and capable of acceptance by invitees determined by the Company in consultation with the Underwriter who receive a personalised application form to apply for Placement Shares and free-attaching Quoted Options under the Placement Offer.

A summary of the rights and liabilities attaching to the Placement Shares and Quoted Options offered under the Placement Offer are in Section 5.1 and 5.2, respectively. The Company will apply for quotation of the Quoted Options to be issued under the Placement Offer.”

2.5 Allocation policy (refer to Section 1.4 of the Prospectus)

The following additional paragraph is inserted as the final paragraph of Section 1.4 of the Prospectus:

“The Placement Offer is only made to and capable of acceptance by invitees determined by the Company in consultation with the Underwriter who receive a personalised application form to apply for Placement Shares and Quoted Options under the Placement Offer.”

2.6 Underwriter Offer (refer to Section 1.5 of the Prospectus)

The first two paragraphs of Section 1.5 of the Prospectus are deleted and replaced with the following:

“This Prospectus includes a separate offer of Quoted Options to the Underwriter (or its nominee) comprising a fixed component of 18,000,000 Quoted Options, plus a variable component of 12 Quoted Options for every \$1 raised under the Offers (together, the **Underwriter Options**). Accordingly, a minimum of 36,000,000 and a maximum of 51,877,750 Underwriter Options will be issued. The Company intends to issue the Underwriter Options using its placement capacity under Listing Rule 7.1.

The Underwriter Options are to be issued to the Underwriter (or its nominee) as partial consideration for the underwriting and lead managerial services provided by the Underwriter in connection with the Offers. Refer to Section 5.3 for a summary of Underwriting Agreement.”

2.7 Use of funds (refer to Section 1.6 of the Prospectus)

Section 1.6 of the Prospectus is deleted and replaced with the following:

“The following indicative table sets out the proposed use of funds raised under the Offers, assuming the Entitlement Offer and Placement Offer are fully subscribed:

| Proposed use of funds | \$ | % |
|--|------------------|---------------|
| <i>Drilling</i> | 1,250,000 | 44.28 |
| <i>Target generation & geophysics</i> | 670,000 | 23.73 |
| <i>General working capital¹</i> | 624,032 | 22.10 |
| <i>Expenses of the Offers²</i> | 279,114 | 9.89 |
| Total | 2,823,146 | 100.00 |

This Supplementary Prospectus is intended to be read with the original Prospectus dated 19 April 2024 issued by Helix Resources Limited (ACN 009 138 738).

Notes:

1. Working capital includes but is not limited to corporate office, administration, staff and operating costs, directors' fees, executive fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.
2. The expenses of the Offers includes ASIC fees, ASX quotation fees, Underwriter fees, legal and preparation expenses, printing mailing and other expenses. Refer to Section 5.12 for details.
3. The above table is based on the assumption that the Entitlement Offer is fully subscribed. If the Entitlement Offer is not fully subscribed, and depending on the amount raised, the Company intends to scale back allocation to target generation and geophysics and working capital.
4. The above table does not include any funds raised from exercise of the Quoted Options. To the extent that Quoted Options are exercised, the funds raised are intended to be applied to ongoing exploration and general working capital.

2.8 Effect on control of the Company (refer to Section 1.9 of the Prospectus)

The first paragraph of Section 1.9(a) of the Prospectus is deleted and replaced with the following:

"The total number of Shares proposed to be issued under the Offers is a maximum of 941,048,615 which will constitute 28.83% of the Shares on issue following completion of the Offers (assuming no other Shares are issued or Securities exercised or converted to Shares prior to the Record Date, including Shares that may be issued to the Underwriter in lieu of fees pursuant to the Underwriting Agreement (refer to Section 5.3 for further details))."

The first sentence of the third last paragraph of Section 1.9(b) is deleted and replaced with the following:

"The number of Securities held by the Underwriter in the table above shows the potential effect of the underwriting of the Entitlement Offer and assumes that no New Securities are issued under the Placement Offer. Up to an additional 6,000,000 Quoted Options will be issued to the Underwriter in the event that the Placement Offer is fully subscribed."

2.9 Potential dilution (refer to Section 1.10 of the Prospectus)

Section 1.10 of the Prospectus is deleted and replaced with the following:

"Shareholders should note that if they do not participate in the Offers, their holdings are likely to be diluted (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table below:

| <i>Holder</i> | <i>Holding as at Record Date</i> | <i>% at Record Date</i> | <i>Entitlement to Shares</i> | <i>Shareholding if Entitlement not subscribed</i> | <i>% post Offers</i> |
|----------------------|----------------------------------|-------------------------|------------------------------|---|----------------------|
| <i>Shareholder 1</i> | <i>100,000</i> | <i>0.004</i> | <i>33,334</i> | <i>100,000</i> | <i>0.003</i> |
| <i>Shareholder 2</i> | <i>1,000,000</i> | <i>0.04</i> | <i>333,334</i> | <i>1,000,000</i> | <i>0.03</i> |
| <i>Shareholder 3</i> | <i>10,000,000</i> | <i>0.43</i> | <i>3,333,334</i> | <i>10,000,000</i> | <i>0.31</i> |
| <i>Shareholder 4</i> | <i>50,000,000</i> | <i>2.15</i> | <i>16,666,667</i> | <i>50,000,000</i> | <i>1.53</i> |
| <i>Shareholder 5</i> | <i>100,000,000</i> | <i>4.30</i> | <i>33,333,334</i> | <i>100,000,000</i> | <i>3.06</i> |

This Supplementary Prospectus is intended to be read with the original Prospectus dated 19 April 2024 issued by Helix Resources Limited (ACN 009 138 738).

The dilution effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer and the maximum amount of Shares are issued under the Placement Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall is not subsequently placed and some or all of the Placement Shares are not issued, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

The above table also assumes that no Shares are issued, other than those offered pursuant to this Prospectus.

2.10 How to apply under Placement Offer (refer to Section 2.11 of the Prospectus)

The following is added to the Prospectus as Section 2.11:

“2.11 How to apply under Placement Offer

The Placement Offer is only made to and capable of acceptance by invitees determined by the Company in consultation with the Underwriter who receive a personalised application form to apply for Placement Shares and free-attaching Quoted Options under the Placement Offer.

Applicants may apply under the Placement Offer by completing the electronic Application Form provided to those applicants by the Company or the Underwriter.”

2.11 Capital structure on completion of the Offers (refer to Section 3.1 of the Prospectus)

Section 3.1 of the Prospectus is deleted and replaced with the following:

3.1 Capital structure on completion of the Offers

The following table sets out the Company’s current capital structure and its diluted capital structure immediately following the successful completion of the Offers:

| | Shares | Options | Performance Rights |
|--|----------------------|---------------------------|--------------------|
| Balance at the date of this Prospectus | 2,323,145,843 | 34,600,000 | 183,975,000 |
| Entitlement Offer ^{(1),(2)} | 774,381,948 | 387,190,974 | - |
| Placement Offer ^{(1),(3)} | 166,666,667 | 83,333,333 | |
| Underwriter Options ⁽¹⁾ | - | 51,877,750 ⁽⁴⁾ | - |
| Total⁽¹⁾ | 3,264,194,458 | 557,002,057 | 183,975,000 |

Notes:

1. These figures assume:
 - (a) that the Offers are fully subscribed;
 - (b) completion of the Offers; and
 - (c) no other Securities are issued, including Shares issued on the conversion or exercise of any existing Options or Performance Rights.

This Supplementary Prospectus is intended to be read with the original Prospectus dated 19 April 2024 issued by Helix Resources Limited (ACN 009 138 738).

2. A lesser number of New Shares and Quoted Options will be issued to the extent that the Entitlement Offer is not fully subscribed and the New Securities are not otherwise taken up under the Shortfall Offer.
3. A lesser number of New Shares and Quoted Options will be issued to the extent that the Placement Offer is not fully subscribed.
4. The stated maximum number of Underwriter Options assumes that the Offers are fully subscribed, and that no additional Quoted Options are issued in lieu of cash fees pursuant to the Underwriting Agreement. A minimum of 36,000,000 Underwriter Options will be issued in the event that \$1,500,000 (being the Underwritten Amount) is raised under the Entitlement Offer and Shortfall Offer.

2.12 Pro forma consolidated statement of financial position (refer to Sections 3.2 and 3.3 of the Prospectus)

Section 3.2 of the Prospectus is deleted and replaced with the following:

3.2 Pro forma consolidated statement of financial position

Set out below is:

- (a) the reviewed consolidated statement of financial position of the Company as at 31 December 2023 (**Balance Date**);
- (b) the unaudited effects of the Entitlement Offer and Placement Offer (assuming the Offers are fully subscribed); and
- (c) the unaudited pro forma statement of financial position of the Company at the Balance Date adjusted to reflect paragraph 3.2(b).

The statements of financial position have been prepared to provide Shareholders with information on the assets and liabilities of the Company and the pro forma assets and liabilities of the Company as noted below. The historical and pro forma information is presented in abbreviated form and does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

| | 31 December 2023 \$ | Effect of Offers ¹ \$ | Pro Forma \$ |
|--------------------------|---------------------------|-------------------------------------|-------------------|
| Current assets | 3,209,559 | 2,548,241 | 5,757,800 |
| Non-current assets | 16,826,538 | - | 16,826,538 |
| Total assets | 20,036,097 | 2,548,241 | 22,584,338 |
| Current liabilities | 528,254 | - | 528,254 |
| Non-current liabilities | 275,620 | - | 275,620 |
| Total liabilities | 803,874 | - | 803,874 |
| Net Assets | 19,232,223 | 2,548,241 | 21,780,464 |
| Net Issued Capital | 87,916,060 | 2,281,597 | 90,197,657 |
| Reserves | 593,055 | 266,644 | 859,699 |
| Accumulated losses | (69,276,892) | - | (69,276,892) |

This Supplementary Prospectus is intended to be read with the original Prospectus dated 19 April 2024 issued by Helix Resources Limited (ACN 009 138 738).

| | | | |
|---------------------|-------------------|------------------|-------------------|
| Total Equity | 19,232,223 | 2,548,241 | 21,780,464 |
|---------------------|-------------------|------------------|-------------------|

Section 3.2 of the Prospectus is deleted and replaced with the following:

3.3 Basis of Preparation

The pro forma balance sheet has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position is based on the reviewed financial position as at 31 December 2023 and is adjusted to reflect the following assumptions:

- (a) *the Offers are fully subscribed and \$2,823,145.84 (before costs) is raised;*
- (b) *51,877,750 Underwriter Options are issued under the Underwriter Offer (assuming that the Offers are fully subscribed), which are recognised in share based payment reserve, valued using the Black & Scholes model with inputs of volatility of 166%, risk free rate of 3.7% and a deemed price of Shares at issue of \$0.006; and*
- (c) *the estimated expenses of the Offers are \$279,114.*

Other than in the ordinary course of business or as described above, there have been no other material changes to the Company's financial position between 31 December 2023 and the date of this Prospectus.

2.13 Option risk and dilution (refer to Section 4.3(b) of the Prospectus)

The final two paragraphs of Section 4.3(b) of the Prospectus are deleted and replaced with the following:

"On completion of the Offers, assuming the Offers are fully subscribed, there will be up to approximately 522,402,057 Quoted Options on issue, including the Underwriter Options. If exercised, these Quoted Options will be converted into Shares thereby causing the shareholdings of Shareholders to be diluted by up to 16.00% (on the basis that the Offers are fully subscribed and no other Securities are issued or exercised at the date of this Prospectus).

However, each Quoted Option has an exercise price of \$0.006 which means that the Company will receive additional funds of up to approximately \$3.1 million (before costs) upon exercise of the Quoted Options, assuming all Quoted Options the subject of the Offers are issued and subsequently exercised. There is no certainty that Quoted Options, if issued, will be exercised in full, or at all."

2.14 Copies of documents (refer to Section 5.7 of the Prospectus)

Section 5.7(c) is updated to include the following additional announcements that have been released by the Company since 16 May 2024:

| Date | Description of Announcement |
|-------------|--|
| 17/05/2024 | Rights Issue Closes Oversubscribed |
| 16/05/2024 | Canbelego Copper Drilling Starts |
| 13/05/2024 | Change of Director's Interest Notice - Prendergast |

This Supplementary Prospectus is intended to be read with the original Prospectus dated 19 April 2024 issued by Helix Resources Limited (ACN 009 138 738).

| Date | Description of Announcement |
|------------|--|
| 9/05/2024 | Investor Update |
| 8/05/2024 | New IP Extends Target Zone for New Copper Lodes At Canbelego |
| 7/05/2024 | Investor Webinar |
| 1/05/2024 | Managing Director Appointment |
| 30/04/2024 | Quarterly Activities/Appendix 5B Cash Flow Report |
| 29/04/2024 | Three Large Multi-Kilometre Gold Targets - Collerina |
| 24/04/2024 | Commencement of rights trading on ASX |
| 22/04/2024 | Update - Proposed issue of securities |
| 22/04/2024 | Notice to Ineligible Shareholders of Entitlement Offer |
| 22/04/2024 | Notice to Eligible Shareholders of Renounceable Entitlement |
| 22/04/2024 | Proposed issue of securities |
| 22/04/2024 | Proposed issue of securities |
| 22/04/2024 | Prospectus |
| 22/04/2024 | Renounceable Rights Issue to Raise Up To \$2.3 Million |

2.15 Expenses of the Offers (refer to Section 5.12 of the Prospectus)

Section 5.12 of the Prospectus is deleted and replaced with the following:

“5.12 Expenses of the Offers

The estimated expenses of the Offers are as approximately as follows (excluding GST):

| <i>Estimated expense</i> | <i>\$</i> |
|---|------------------------------|
| <i>ASIC fees</i> | <i>3,206</i> |
| <i>ASX quotation fees</i> | <i>11,519</i> |
| <i>Underwriter fees</i> | <i>229,389⁽¹⁾</i> |
| <i>Legal and preparation expenses</i> | <i>33,000</i> |
| <i>Printing, mailing and other expenses</i> | <i>2,000</i> |
| Total | 279,114 |

Notes:

- The stated Underwriter fees are the maximum cash fees payable assuming that the Offers are fully subscribed and the Underwriter does not elect to have any fees paid in Shares pursuant to the terms of the Underwriting Agreement (refer to Section 5.3 for further details)."*

2.16 Glossary of Terms (refer to Section 7 of the Prospectus)

The definitions contained in Section 7 are updated as follows:

- the definition of Offers is deleted and replaced with the following:

This Supplementary Prospectus is intended to be read with the original Prospectus dated 19 April 2024 issued by Helix Resources Limited (ACN 009 138 738).

“Offers means the offers under this Prospectus to subscribe for Securities, namely, the Entitlement Offer, Shortfall Offer, Placement Offer and Underwriter Offer, and Offer means any one of those Offers, as applicable.”

(b) the following additional definitions are inserted:

“Placement Offer has the meaning given in Section 1.2A.”

“Placement Shares has the meaning given in Section 1.2A.”

3. Consents

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

4. Authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

This Supplementary Prospectus is signed for and on behalf of the Company by:



Michael Rosenstreich
Executive Chair

Dated: 20 May 2024