

Not for release to US wire services or for distribution in the United States

28 March 2022

Dear Shareholder

INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

On 16 March 2022, Helix Resources Limited (ASX:HLX) (**Helix** or the **Company**) announced a \$13 million capital raising, comprising a \$11 million two tranche placement to institutional and sophisticated investors of fully paid ordinary shares at a price of \$0.012 per share (**Placement**) and a \$2 million share purchase plan (**SPP**) (together, the **Capital Raising**).

The Shares for the first tranche of the Placement were issued on 24 March 2022 utilising the Company's available placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A.

The issue of the Shares for the second tranche of the Placement is subject to Shareholder approval at a meeting expected to be held on Wednesday, 4 May 2022 (**General Meeting**). Subject to Shareholders approving the issue of those Shares, the Shares for the second tranche of the Placement are expected to be issued on Friday, 13 May 2022.

In order to provide Eligible Shareholders with the opportunity to participate in the Capital Raising, the Company is pleased to provide details of its SPP offer (**Offer**). Under the Offer, Helix is giving each Eligible Shareholder (as defined below) the opportunity to purchase up to \$30,000 worth of fully paid ordinary shares (**New Shares**), irrespective of the size of their shareholding, without incurring brokerage or other transaction costs.

The Offer is intended to raise up to \$2 million (before costs of the Offer) on the SPP terms and conditions (**Terms & Conditions**) enclosed with this letter. The Offer is not underwritten.

The SPP entitles Eligible Shareholders to purchase up to \$30,000 worth of New Shares. The issue price of the New Shares will be \$0.012 per New Share (**Issue Price**), being the same price as the shares issued under the Placement.

The issue price represents a:

- 20% discount to the closing market price of the Shares on the last day on which Shares were traded on the ASX immediately prior to the SPP being announced; and
- 20.8% discount to the volume weighted average market price of Shares of the last five days on which Shares were traded on the ASX immediately prior to the SPP being announced.

The Offer is offered exclusively to eligible shareholders (including custodians), being registered holders of Shares as at 5.00pm (Perth time) on 15 March 2022 (**Record Date**) with a registered address in Australia or New Zealand and not resident or located in the United States or any other jurisdiction in or into which an offer of New Shares would be unlawful, who meet certain other conditions as expressly prescribed in the Terms and Conditions (**Eligible Shareholders**).

The Offer opens on Monday, 28 March 2022 and is currently scheduled to close at 5.00pm (AWST) on Friday, 6 May 2022. The New Shares are expected to be issued on Friday, 13 May 2022 and commence trading on the ASX on Monday, 16 May 2022.

The SPP Offer is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth).

The Offer is being made subject to Shareholders approving the issue of New Shares pursuant to the SPP for the purposes of ASX Listing Rule 7.1, which approval will be sought at the upcoming General

Meeting. Shareholder approval is required for the proposed issue of Shares under the SPP because the relevant ASX Listing Rule 7.1, exception 5 (that would otherwise permit the New Shares to be issued under a share purchase plan without Shareholder approval) is not satisfied in this instance due to the issue price of the New Shares under the Offer being greater than the discount permitted by ASX Listing Rule 7.1, exception 5.

If Shareholder approval is not obtained for the issue of New Shares under the SPP, Eligible Shareholders who submit applications to subscribe for New Shares under the SPP will not be issued any New Shares and the Company will refund all application money without interest.

Indicative Timetable

The indicative timetable for the SPP is below:

Details	Date
Record Date The date on which the Company determines Eligible Shareholders	5:00pm (AWST) on Tuesday, 15 March 2022
Announcement of SPP	Wednesday, 16 March 2022
Despatch Date SPP Offer document announced and made available to Eligible Shareholders.	Monday, 28 March 2022
Opening Date The date on which the Offer opens	Monday, 28 March 2022
General Meeting Shareholder meeting to approve the issue of New Shares under the SPP	Wednesday, 4 May 2022
Closing Date The date on which the Offer closes Applications and payments must be received by this date	5:00pm (AWST) on Friday, 6 May 2022
Announcement of SPP results	Friday, 13 May 2022
Issue Date The date New Shares are intended to be issued	Friday, 13 May 2022
Quotation of New Shares on ASX	Friday, 13 May 2022
Despatch of Holding Statements	Monday, 16 May 2022

The above dates are indicative only and, subject to compliance with applicable law, may be changed at the Company's discretion. Any changes will be advised to Shareholders.

Current Activities and Use of Funds

Further information on the Company's current activities are set out in the announcements made by Helix to the ASX and are available directly from the ASX website www.asx.com.au under the code HLX or the Company's website www.helixresources.com.au.

Funds raised under the Placement and the SPP will be directed towards accelerating exploration and development activities at the Company's copper focused programs in the greater Cobar region, including:

- copper discovery and resource growth at Rochford (including the Canbelego Project);
- copper discovery and resource growth at Colerina (including the CZ Project);
- metallurgical testwork and development studies; and
- general working capital requirements (including costs of the Offer).

Important Information

The SPP is governed by the enclosed Terms & Conditions. The Board urges you to read the Terms & Conditions carefully and in its entirety, together with announcements made by the Company to the ASX, before deciding whether to participate in the Offer.

If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser. The Board recommends that you obtain your own financial advice in relation to the SPP and consider price movements of Shares in the Company prior to electing to participate in the Offer.

Actions required to participate in the SPP

Eligible Shareholders may participate in the SPP by applying online through the Offer website at www.helixresources.com.au and pay directly via BPAY® (for Eligible Shareholders with an eligible Australian bank account). This is the fastest and easiest way to apply. The following parcels of New Shares are available under the Offer:

	Subscription Amount (A\$)	Number of Shares
Parcel A	30,000	2,500,000
Parcel B	25,000	2,083,333
Parcel C	20,000	1,666,666
Parcel D	15,000	1,250,000
Parcel E	10,000	833,333
Parcel F	5,000	416,666
Parcel G	2,000	166,666
Parcel H	1,000	83,333

If you are unable to pay via BPAY® or access the website to complete the online application, please contact Helix's Company Secretary, Ben Donovan, on +61 8 9321 2644 between 8.30am and 5.00pm (AWST), Monday to Friday, to obtain a personalised Application Form.

A New Zealand shareholder that is unable to pay by BPAY® will be offered EFT details via the offer website at www.helixresources.com.au.

You should be aware that your own financial institution may implement earlier cut-off times for electronic payments, and you should therefore take this into consideration when making a payment.

Helix also reserves the right to close the Offer early or extend the Offer in its discretion. Eligible Shareholders who wish to participate in the SPP are therefore encouraged to apply early.

If you are a 'custodian', you may be required to submit a custodian certificate to the Company in order to participate on behalf of any beneficiaries. Please refer to the Terms & Conditions for further details.

Queries and further information

If you have any questions in relation to how to participate in the SPP, please contact Helix's Company Secretary, Ben Donovan, on +61 8 9321 2644 between 8.30am and 5.00pm (AWST), Monday to Friday. Details can also be found on the Company's website at www.helixresources.com.au.

Thank you for your continuing support as a valued Shareholder.

Yours faithfully

Benjamin Donovan
Company Secretary
Helix Resources Limited

SHARE PURCHASE PLAN

IMPORTANT NOTICES

General

This document is dated 28 March 2022.

This document is not a prospectus and has not been lodged with ASIC. Accordingly, this document does not contain all the information that an investor would find in a prospectus or that may be required in order to make an informed investment decision regarding whether or not to invest in the New Shares offered by this document.

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand or are in doubt about the contents of this document, or the action you should take, you should consult your financial or other professional adviser without delay.

The market price of Shares may rise or fall between the date of this document and the date the Company issues New Shares to you. This means that up to or after the date on which the Company issues New Shares to you, you may be able to buy Shares on the market at a lower price than the Issue Price. The Company and its Directors do not offer any recommendation or advice regarding participation in the Offer.

This document does not, and is not intended to, constitute an Offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer or to issue this document. No action has been taken to permit the Offer in any jurisdiction other than Australia and New Zealand.

The distribution of this document in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons who come into possession of this document should observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any other jurisdiction.

In particular, this document may not be distributed in the United States. The New Shares have not been, and will not be, registered under the US Securities Act 1933 (the **US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration of the US Securities Act and the applicable laws of any state or other jurisdiction in the United States. The New Shares will not be offered, sold, directly or indirectly, to any person in the United States.

Application will be made for the New Shares to be quoted on ASX. The New Shares have not been and will not be registered under any other applicable securities laws and they may not, subject to certain exceptions, be offered or sold directly or indirectly in any jurisdiction outside Australia and New Zealand and as provided below.

No Recommendation

The information in this document is not a recommendation to accept the Offer and does not constitute financial advice. Eligible Shareholders should therefore conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment and analysis.

If, after reading this document, Eligible Shareholders have any questions regarding the Offer, they should contact their financial or other professional adviser before deciding whether to accept the Offer.

Capitalised terms in this document are defined in the Glossary.

HELIX RESOURCES LIMITED (ACN 009 138 738) SHARE PURCHASE PLAN - TERMS & CONDITIONS

The following are the terms and conditions of the Offer. By accepting the Offer, you agree to be bound by these Terms & Conditions and the constitution of the Company.

1. ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547

The Offer is offered in compliance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument 2019/547)*. ASIC Instrument 2019/547 provides relief from the requirement for the Company to provide a prospectus when offering shares to existing shareholders of a company pursuant to a share purchase plan.

2. Opening Date and Closing Date of the Offer

The Offer opens on 28 March 2022 (**Opening Date**).

The Offer closes at 5:00pm (AWST) on 6 May 2022 (**Closing Date**).

The Company will not accept late applications. However, the Directors reserve their right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice including closing the Offer early. Accordingly, the Directors encourage any Eligible Shareholders (including Custodians) wishing to participate in the Offer to lodge their Application Forms and/or remit their Application Monies as soon as possible. If the Closing Date is varied, subsequent dates may also be varied accordingly.

3. Who is eligible to participate in the Offer?

You are eligible to apply for New Shares under the Offer if you were registered as a holder of Shares as at the Record Date on the Register and if your registered address, as recorded in the Register, is in Australia or New Zealand and you are not resident or located in the United States or any other jurisdiction in or into which an offer of New Shares would be unlawful.

The Offer to each Eligible Shareholder is made on the same terms and conditions.

Your rights under the Offer are personal to you and the Offer is non-renounceable (i.e. you may not transfer your right to subscribe for New Shares to anyone else).

4. Shareholder approval

The issue of any New Shares under the Offer remains subject to the Company's Shareholders approving the issue of those New Shares at the General Meeting of Shareholders, expected to be held 4 May 2022.

If Shareholder approval to the Company issuing the New Shares under the SPP is not obtained, Eligible Shareholders who subscribed for New Shares under the Offer will not be issued with any New Shares and the Company will refund all application money without interest.

5. Voluntary participation

The Offer is entirely voluntary and is subject to the Terms & Conditions. You are not obliged to participate in the Offer.

6. Issue Price

The Issue Price of \$0.012 per New Share represents a discount of 20% to the closing price of Shares on ASX immediately prior to 16 March 2022 (being the date on which the Company announced the Offer and the Placement).

7. Important information on price risk to consider

Before deciding whether to accept the Offer, you should refer to the current market price of the Shares, which can be obtained from your stockbroker, your financial adviser, or via websites of the Company's listed exchanges.

Subscription for New Shares is a speculative investment and the market price may change between the date you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for is likely to rise or fall. Importantly, there is a risk that during the period between when the Issue Price was determined and when the New Shares are issued to you, the price at which Shares are traded on ASX may be less than the Issue Price. You must rely on your own knowledge of the Company and previous disclosures made by the Company to ASX. The Company and its Directors do not offer any recommendation or advice regarding participation in the Offer.

8. How much can you invest in the Offer?

Subject to paragraph 12, if you are an Eligible Shareholder, you may subscribe for a maximum of \$30,000 worth of New Shares.

There is a minimum amount for which you may subscribe under the Offer which is \$1,000 worth of New Shares.

The following parcels of New Shares are available under the Offer:

	Subscription Amount (A\$)	Number of Shares
Parcel A	30,000	2,500,000
Parcel B	25,000	2,083,333
Parcel C	20,000	1,666,666
Parcel D	15,000	1,250,000
Parcel E	10,000	833,333
Parcel F	5,000	416,666
Parcel G	2,000	166,666
Parcel H	1,000	83,333

The maximum limit of \$30,000 worth of New Shares applies to you even if you receive more than one Offer. For example, if as at the Record Date, you are both a sole and a joint Shareholder, you can only apply for New Shares once, either in your capacity as sole Shareholder or joint Shareholder, not both.

The Company will not issue any fraction of New Shares. Eligible Shareholders applying for New Shares must pay all Application Monies in Australian dollars.

No brokerage, stamp duty or other costs are payable by applicants in respect of an application for New Shares.

9. Scale Back or refusal of application

The Company intends to raise up to \$2 million by the issue of New Shares. However, if total demand for the offer exceeds \$2 million, the Directors may in their absolute discretion, undertake a scale back to the extent and in the manner they see fit.

Factors which the Directors may take into account in determining any scale back include, but are not limited to:

- (a) the extent to which Eligible Shareholders have sold or bought additional Shares after the Record Date and the date the application was made;
- (b) the total Application Monies received;
- (c) the amount applied for by each Eligible Shareholder;
- (d) the number of Shares held by each Eligible Shareholder at the Record Date;
- (e) whether an Eligible Shareholder remains on the register on the Closing Date;
- (f) the date the Company received the Application for Shares; and
- (g) any other such criteria as determined by the Directors in their absolute discretion.

If there is a scale back, you may not receive all the New Shares for which you have applied. If a scale back produces a fractional number when applied to the number of New Shares for which you have applied, the number of New Shares issued to you will be rounded down to the nearest whole number of New Shares.

If there is a scale back, the difference between the Application Monies received from you, and the number of New Shares issued to you multiplied by the Issue Price, will be refunded to you in full (in A\$ and without interest and at your sole risk).

The Directors reserve their right (in their absolute discretion) to refuse an Application (in whole or in part) if they consider that:

- (a) it is reasonable and prudent to do so;
- (b) the applicant is not an Eligible Shareholder;
- (c) the issue of those New Shares may contravene any applicable law, rule or regulation in any jurisdiction (including without limitation the Corporations Act or the ASX Listing Rules) or the requirements of any regulatory or governmental body or may require further action to be taken by the Company including, without limitation, registration of Shares or the preparation of a prospectus in any jurisdiction; or
- (d) the applicant has not otherwise complied with the Terms & Conditions.

If an Application is refused in whole or in part, the Application Monies will be returned to the applicant in full (without interest and at the applicant's sole risk).

All Directors' decisions in connection with a scale back or refusal of an application are final.

10. Shortfall

The Offer is not underwritten.

Subject to any listing rules, the Directors reserve their right to place any shortfall under the Offer at their absolute discretion at a price not less than the Issue Price.

11. Risk Factors

Eligible Shareholders should be aware that if Shareholders do not approve the issue of New Shares pursuant to the SPP, the Offer will not proceed and you will not be issued any New Shares under the Offer despite submitting a valid Application.

Before deciding whether to accept the Offer, you should refer to the current market price of the Company's Shares, which can be obtained from daily newspapers, your stockbroker or financial adviser on ASX.

Owning shares in the Company is considered a speculative form of investment and the future price of Shares can rise or fall.

Shareholders should be aware that there is a risk that the market price of Shares will rise or fall between the date of this document and the date when the New Shares are issued under the Offer. This means that the price you pay for the New Shares issued to you under the Offer may be less than or exceed the market price of Shares on the date of issue of those Shares. You should be aware that your Application, once made, is unconditional and may not be withdrawn even if the market price of Shares is less than the Price.

Shareholders should note that the Offer is not made under a prospectus or other disclosure document and does not require the type of disclosure required under the *Corporations Act 2001* (Cth). Shareholders must rely on their own knowledge of the Company and previous disclosures made by the Company on the ASX. You should consult your professional adviser when deciding whether or not to accept the Offer and participate in the SPP. The contents of this document have not been reviewed by ASIC, ASX or any other any regulatory authority in any jurisdiction.

There are specific risks that relate to the Company's business. In addition, there are general risks, many of which are largely beyond the control of the Company and the directors. The following is not intended to be an exhaustive list of risk factors to which the Company is exposed.

Company Specific Risks

(a) Availability of technical skills and key service providers

Execution of the planned work program is dependent on the Company employing sufficient geologists and field technicians as well as securing appropriate contractors to undertake drilling, geophysical surveys, assaying and other related support activities to enable exploration activities to progress.

In mid-2021 the Company established an exploration base in Orange, New South Wales and all of its key exploration personal are based there. The Company is presently recruiting for a geologist and a field technician to bring its fulltime team up to four geologists and three field technicians supported by part-time expert consultants and contractor field technicians.

(b) Potential for significant dilution

Upon completion of the Offer the number of issued Shares in the Company will increase from 1,278,479,350 Shares to 2,111,812,583 Shares (assuming the Offer is fully subscribed). This means each Share will represent a lower proportion of the ownership in the Company. It is not possible to predict what the value of the Company or a Share will be following completion of the Offer being implemented and the Directors do not make any representation or prediction as to such matters. The trading price of Shares on the ASX prior to the Offer being announced is not a reliable indicator as to the potential trading price of Shares after completion of the Offer.

(c) **COVID-19**

The outbreak of the coronavirus (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.

The COVID-19 pandemic may also give rise to issues, delays or restrictions in relation to land access and the Company's ability to freely move people and equipment to and from exploration projects which may cause delays or cost increases. The effects of COVID-19 on the Company's Share price and global financial markets generally may also affect the Company's ability to raise equity or debt or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders.

The Directors are actively monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. In compliance with its continuous disclosure obligations, the Company will continue to update the market in regard to the impact of COVID-19 on potential revenue channels and any adverse impact on the Company and its operations. If any of these impacts appear material prior to close of the Offer, the Company will notify investors directly and through the ASX announcements platform.

(d) **Additional requirements for capital**

The capital requirements of the Company depend on a number of factors. Depending on the ability of the Company to generate income from its operations, the Company may require additional financing in the future. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

(e) **Contractual and joint venture risks**

The Company has recently reviewed and simplified all its key joint venture (**JV**) agreements in the greater Cobar region. This includes:

- Canbelego JV (EL6105) – a 70:30 JV with Aeris Resources Limited with the Company holding 70% and managing the JV with both parties contributing to expenditure pro-rata to their respective equity positions.
- Cobar Gold JV (Isokind & Glencore International AG EL6140, 6501 & 6738) – was formerly terminated recently, recognising that the Company's equity in the tenements had risen above 90% several years ago. Consistent with the terms of the original Earn-In Agreement, Isokind's equity has reverted to a 1% Net Smelter Return Royalty and a first right on offtake of any base metal products from the tenements.
- Collierina JV (EL8768) – with Alpha HPA was recently terminated to rationalise various overlapping JV and Royalty rights which involved the Company acquiring Alpha HPA's EL8703, eliminating all reciprocal JV rights and reducing Royalty rights to a 1.0% net smelter royalty payable by the Company for any discoveries on the tenements (EL8768 and 8703).

All other tenements in the Cobar region are held solely by the Company. The ability of the Company to achieve its objectives will depend on the performance by the Company and its joint venture parties complying with their joint venture obligations. If any party default in the performance of its obligations under a joint venture agreement it may be necessary for the

other party to approach a court to seek a legal remedy, which could be costly for the Company.

The operations of the Company require the involvement of a number of third parties, in addition to its joint venture partners, including consultants, contractors and suppliers. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the Company's operations and performance. It is not possible for the Company to predict or protect the Company against all such risks.

(f) Exploration and development costs

The exploration and development costs of the Company are based on certain assumptions with respect to the method and timing of exploration and development. By their nature, these estimates and assumptions are subject to significant uncertainties and, as a result, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(g) Exploration and development success

The Company's tenements are at various stages of exploration and development, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration and development of the tenements, or any other licenses that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

(h) Reserve and Resource Estimates

No assurance can be given that any mineral reserves and resources estimated by the Company will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling, and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may require revision (either up or down) based on actual production experience. Any future reserve and/or resource figures will be estimates and there can be no assurance that the minerals are present, will be recovered or that it can be brought into profitable production. Furthermore, a decline in the market price for natural resources that the Company may discover or invest in could render reserves containing relatively lower grade of these resources uneconomic to recover and may ultimately result in a restatement of reserves.

(i) Operations

The operations of the Company may be affected by various factors including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment. The ability to procure feedstocks for any downstream operations is also a risk factor.

No assurances can be given that the Company will achieve commercial viability through the successful exploration of mining of its tenement interest. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(j) Environmental risk

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining

operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the ongoing compliance with environmental legislation, regulations and licenses. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

(k) Mine development

Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding, commodity process volatility, securing off-take contracts for the product(s) and contracting risk from third parties providing essential services.

If the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects and treatment of ore.

(l) Insurance

The Company currently insures its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

(m) Native title and Aboriginal Heritage

In relation to mineral tenements and mining properties which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title or indigenous rights of persons in Australia exist.

If native title or indigenous rights do exist, the ability of the Company to gain access to mineral tenements and mining properties or mining properties (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of the operations may be adversely affected. The Directors will closely monitor the potential effect of native title or indigenous claims involving mineral tenements and mining properties or mining properties in which the Company has or may have an interest. Additionally, there may be Indigenous heritage sites within the mineral tenements and mining properties areas which may lead to restrictions on the areas that the Company will be able to explore and mine.

(n) **Tenure and access**

Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements or future applications for production tenements will be approved.

The Company's tenements are subject to the applicable mining acts and regulations in Australia and Chile. The renewal of the term of a granted tenement is also the discretion of the relevant minister or government authority.

Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the mineral tenements and mining properties comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

A number of the mineral tenements and mining properties comprising the Company's projects overlap land which is owned by private landowners. In order for the Company to access that land and undertake its proposed activities on that land, including any exploration and/or development of a mine the Company will need to negotiate access and compensation arrangements with the underlying private landholders.

(o) **Trading price of shares**

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to general economic conditions including, inflation rates and interest rates, variations in the general market for listed stocks, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares.

General Risks

(a) **Commodity price volatility and exchange rate risks**

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Many factors influence the price of copper, zinc, gold, nickel, cobalt, and related commodities which are largely beyond the control of the Company.

Furthermore, international prices of various commodities are often denominated in United States dollars or another currency, whereas the income and expenditure of the Company are and will be taken into account in mainly Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the revenue currency such as the United States dollar and the Australian dollar as determined in international markets.

(b) **Litigation risks**

The Company is exposed to possible litigation risks including contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(c) **Economic risks**

General economic conditions, movements in interest and inflation rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors (such as the exploration industry or the lithium sector within that industry);
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

In addition, the extent of the effects of COVID-19 is at this stage uncertain and continuing to evolve. The COVID-19 pandemic is having, and is expected to continue to have, a significant influence on the volatility of equity markets generally and may continue to impact and influence the value of the Company's quoted securities.

(d) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

(e) **Force Majeure**

The Company, now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

12. Custodian Certification

If on the Record Date you are a Custodian and hold Shares on behalf of one or more persons each of whom is an Eligible Shareholder in Australia or New Zealand (each, a **Participating Beneficiary**), the Offer is made to you and you have the discretion whether to extend the Offer to the Participating

Beneficiaries. You may apply up to a maximum of \$30,000 worth of New Shares for each Participating Beneficiary.

The Company can only issue to a Custodian New Shares up to the value of \$30,000 in a 12-month period unless the Custodian certifies in writing (**Custodian Certificate**):

- (a) either or both of the following:
 - (i) that the Custodian holds Shares on behalf of one or more Participating Beneficiaries that are not Custodians; and
 - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:
 - (iii) where paragraph 12(a)(i) applies – the Custodian; and
 - (iv) where paragraph 12(a)(ii) applies – the Downstream Custodian,to apply for New Shares on their behalf under the Offer;
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - (i) where paragraph 12(a)(i) applies, the number of Shares that the Custodian holds on their behalf; and
 - (ii) where paragraph 12(a)(ii) applies, the number of Shares to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary:
 - (i) where paragraph 12(a)(i) applies, the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
 - (ii) where paragraph 12(a)(ii) applies, the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
 - (i) the New Shares applied for by the Custodian on their behalf under the Offer in accordance with the instructions in paragraph 12(e); and
 - (ii) any other Shares issued to the Custodian in the 12 months before the application under the Offer as a result of an instruction given by them to the Custodian or Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Offer;
- (g) that a copy of this document was given to each Participating Beneficiary; and

- (h) where paragraph 12(a)(ii) applies, the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

In providing a Custodian Certificate under this paragraph 12, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

If the Company is not satisfied with the Custodian Certificate (for whatever reason), the Company will not issue any New Shares to the Custodian on behalf of the relevant Participating Beneficiaries.

If you require a Custodian Certificate or require further information about the Custodian application process, you should contact the Share Registry.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in paragraph 8 apply.

13. Effect of making an application and Shareholder certification

Subject to paragraph 12 above, if you submit payment by a BPAY® or EFT, you:

- (a) will be deemed to have warranted and represented that you are an Eligible Shareholder and are eligible to participate in the Offer;
- (b) irrevocably and unconditionally agree to the Terms & Conditions and the terms of the Application Form;
- (c) acknowledge that your application will be irrevocable and unconditional;
- (d) certify and represent to the Company that you have not applied for more than \$30,000 worth of New Shares;
- (e) certify that the total of the application price for the following does not exceed \$30,000 (irrespective of whether you may have received more than one Offer or received Offers in more than one capacity):
 - (i) the New Shares the subject of your application under the Offer;
 - (ii) any other New Shares issued to you under the Offer or any other Shares issued to you under any similar arrangement in the 12 months before the application under the Offer (excluding Shares applied for but not issued);
 - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
 - (iv) any other Shares issued to a Custodian under an arrangement similar to the Offer in the 12 months before the application under the Offer as a result of an instruction you have given to a Custodian;
- (f) agree to be bound by the Company's constitution; and
- (g) will be deemed to have made the following declarations and representations:
 - (i) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions of the United States, or in any other jurisdiction outside Australia and New Zealand, accordingly the New Shares may not be offered, sold or resold in the United States except in a transaction exempt from, or not subject to, the registration requirements

of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States;

- (ii) you are purchasing New Shares outside the United States in an “offshore transaction” (as defined in Rule 902(h) under the US Securities Act);
- (iii) you represent and warrant that you are not in the United States and are not acting for the account or benefit of a person in the United States;
- (iv) you agree not to send this document, the Application Form or any other material relating to the Offer to any person in the United States;
- (v) you agree that if in the future you decide to sell or otherwise transfer the New Shares you will only do so in “regular way” transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States; and
- (vi) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Application is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent and will not send, this document, the Application Form or any information related to the Offer to any such person.

14. Transaction costs

The only cost associated with the Offer is the Issue Price for the number of New Shares for which you wish to subscribe. You do not have to pay for brokerage, commission or other transaction costs which would normally apply when you acquire Shares on market.

15. Issue of New Shares and variation on number of New Shares issued

The New Shares will be issued on the Issue Date (unless otherwise determined by the Directors, subject to compliance with the ASX Listing Rules).

The Share Registry will send to you a holding statement in due course following the Issue Date.

The Company intends to raise up to \$2 million through the Offer but reserves the right to accept oversubscriptions above \$2 million or increase the size of the Offer (subject to compliance with ASX Listing Rules) in its absolute and sole discretion.

If an Application is refused in whole or in part, the Application Monies will be returned to the applicant in full without interest and the applicant’s sole risk. If required, the Company may also scale back applications in such manner as the Directors see fit.

16. What rights will the New Shares carry?

Once the New Shares are issued, they will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements.

17. Can the Company change, suspend or terminate the Offer?

The Company may at any time change, suspend or terminate the Offer. If the Company changes, suspends or terminates the Offer it will advise shareholders through an ASX announcement. The accidental omission to give notice of changes to or suspension or termination of the Offer or the non-receipt of any such notice will not invalidate the change, suspension or termination.

18. Directors' participation

Directors who are Eligible Shareholders may (without having to obtain prior Shareholder approval), participate in the Offer, on the same terms as all other Eligible Shareholders, subject to ASX granting the Company's requested waiver from ASX Listing Rule 10.11.

19. How do you pay for the New Shares?

All amounts in the Offer are expressed in Australian dollars. You must pay for the New Shares either by:

- (a) applying online through the Offer website at www.helixresources.com.au and pay directly via BPAY® (for Eligible Shareholders with an eligible Australian bank account); or
- (b) if you are unable to pay via BPAY® or access the website to complete the online application, please contact Helix's Company Secretary, Ben Donovan, on +61 8 9321 2644 between 8.30am and 5.00pm (AWST), Monday to Friday, to obtain a personalised Application Form.

A New Zealand shareholder that is unable to pay by BPAY® will be offered EFT details via the offer website at www.helixresources.com.au.

20. Please provide payment for the exact amount

If you do not provide the exact amount, the Company reserves its right to return your monies. If the Company returns your monies, no New Shares will be issued to you.

If you make a BPAY® or alternative electronic funds transfer payment and do not provide the exact amount, you will, subject to the Terms & Conditions, be deemed to have applied for such New Shares for which you have paid.

21. Dispute resolution

The Company may settle any dispute in connection with the Offer in any manner it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be final and binding.

The Company reserves its right to waive strict compliance with any provision of the Terms & Conditions.

22. Quotation and registration of your Shares

The Company will apply for the New Shares issued to you to be quoted on ASX within the relevant period required by the ASX Listing Rules.

If you hold shares via the ASX, the Company participates in CHESS. Under CHESS, you will not receive a share certificate but will receive a statement of your holding of Shares. The CHESS statement will prescribe the number of New Shares issued pursuant to the Offer, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are broker sponsored, ASX Settlement will send you a CHESS statement.

If you are registered on the Issuer Sponsored Subregister, the Share Registry will despatch your statement, which will contain the number of New Shares issued to you under the Offer and your security holder reference number.

23. Privacy

By receiving completed Application, the Company collects personal information about Shareholders. The Company will use this information for the purposes of processing the Application and updating the records of the Company. To the extent restricted by law, the Company will not disclose personal

information about a Shareholder to a third party. To the extent permitted by law, Shareholders are able to access, upon request, personal information about them by the Company.

24. Governing law and jurisdiction

These Terms & Conditions are governed by the laws in force in Western Australia. Any dispute arising out of or in connection with these Terms & Conditions, or the Offer of New Shares, will be determined by the courts of Western Australia. By accepting this Offer, you agree to submit to the exclusive jurisdiction of the courts in Western Australia.

HOW DO YOU APPLY FOR NEW SHARES UNDER THE OFFER

If you wish to participate in the Offer please read the Terms & Conditions carefully. You must subscribe for:

- (a) a minimum parcel of \$1,000 worth of New Shares; or
- (b) a parcel of, \$2,000, \$5,000, \$10,000, \$15,000, \$20,000 or \$25,000 worth of New Shares; or
- (c) a maximum parcel of \$30,000 worth of New Shares.

Application Forms and payments under the Offer are irrevocable and may not be withdrawn once the Company receives it. Applications may be scaled back at the absolute discretion of the Company.

If you make a BPAY® or alternative electronic funds transfer payment, you do not need to return the Application Form. However, you **must** quote your reference number provided to you via the Offer website which will process your payment to your entitlement. Please ensure you make a payment for the exact amount of the New Shares parcel for which you wish to subscribe. You will be deemed to have applied for such New Shares for which you have paid, subject to the Terms & Conditions. You should also be aware of your financial institution's cut-off time. It is your responsibility to ensure funds are submitted correctly by the Closing Date.

Late applications will not be accepted. However, the Directors reserve their right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

Application Monies must be paid in Australian dollars.

Ensure that your completed Application Form and payment reaches the Share Registry by the Closing Date no later than **5:00pm (Perth time) on 6 May 2022** noting that Director's reserve the right to close the Offer early or extend the Offer.

GLOSSARY

A\$ or \$ means Australian dollars.

Application Form means the application form accompanying this document.

Application Monies means monies paid by Eligible Shareholders in respect of New Shares the subject of an application pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASIC Instrument 2019/547 means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* issued by ASIC (as amended from time to time).

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official listing rules of ASX (as amended from time to time).

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement.

Closing Date has the meaning given in paragraph 2 of the Terms & Conditions.

Company or **Helix** means Helix Resources Limited ACN 009 138 738.

Corporations Act means the *Corporations Act 2001* (Cth).

Custodian has the meaning given in the ASIC Instrument 2019/547, being a person that provides a custodial or depositary service in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depositary service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depositary service;
- (c) holds an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

Custodian Certificate has the meaning given to that term in paragraph 12 of the Terms & Conditions.

Directors means the directors of the Company from time to time.

Downstream Custodian has the meaning given to that term in paragraph 12 of the Terms & Conditions.

Eligible Shareholder has the meaning given in the Letter.

General Meeting means the meeting of Shareholders expected to be held on Wednesday, 4 May 2022.

Issue Date means the date on which New Shares will be issued, which as at the date of this document is expected to be 13 May 2022.

Issue Price has the meaning given in the Letter.

Issuer Sponsored Subregister means that part of the register for a class of the Company's securities for which CHESS approval has been given in accordance with the operating rules of ASX Settlement that is administered by the Company (and not by ASX Settlement) and that records uncertificated holdings of securities.

IDPS and **IDPS-like scheme** have the same meanings as in ASIC Class Order [CO 13/763] and [CO 13/762] respectively.

Letter means the letter addressed to Shareholders from the Company, dated 28 March 2022, which forms part of this document.

New Shares means the Shares to be issued to Eligible Shareholders who accept the Offer.

Offer has the meaning given in the Letter.

Opening Date has the meaning given in paragraph 2 of the Terms & Conditions.

Participating Beneficiary has the meaning given to that term in paragraph 12 of the Terms & Conditions.

Record Date has the meaning given in the Letter.

Register means the share register maintained by or on behalf of the Company.

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

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means holder of a share.

Terms & Conditions means the terms and conditions of the Offer as expressly prescribed in this document.

US Securities Act has the meaning given in the 'Important Notices' section of this document.

HLX
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

For all enquiries:



Phone:

Helix Resources Limited +61 8 9321 2644



Email:

helix@helixresources.com.au

X 9999999991

I N D

Entitlement No: 12345678



CLOSING DATE:

**Your payment must be received
by 5.00pm (AWST) Friday, 6
May 2022**

Share Purchase Plan Application Form

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details above. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Helix Resources Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Helix Resources Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that:

- You are not applying for New Shares with an application price of more than \$30,000 under the Offer (including by instructing a Custodian to acquire New Shares on your behalf under the Offer); and
- The total of the application price does not exceed \$30,000 in relation to:
 - a) the New Shares that are the subject of this application; and
 - b) any other Shares issued to you under the Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued).

Helix Resources Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Helix Resources Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Helix Resources Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Helix Resources Limited does not notify you of that event.

Registration Name & Offer Details

Details of the shareholding and the Offer are shown above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESSE sponsored holding, please contact your Controlling Participant to notify a change of address.

BPAY

Make your payment via BPAY® either online or by phone with your bank using the payment details above. If you are unable to pay via BPAY, please contact Helix's Company Secretary, Ben Donovan, on +61 8 9321 2644 between 8.30am and 5.00pm (AWST), Monday to Friday.

Neither Computershare Investor Services Pty Limited (CIS) nor Helix Resources Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by the closing date. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/privacy-policies.

Make Your Payment:

You must subscribe for a minimum parcel of \$1,000 or a parcel of \$2,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or a maximum parcel of \$30,000 worth of New Shares. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.



Billers Code:

Ref No: 1234 5678 9123 4567 89

Offer Details:

Minimum value
available to purchase:

\$1,000

Maximum value
available to purchase:

\$30,000

Record Date:

**5.00pm (AWST) Tuesday, 15
March 2022**