

HELIX RESOURCES LIMITED
ABN 27 009 138 738

PROSPECTUS

**For an offer to transfer Gascoyne Shares to Shareholders pursuant to a reduction of capital
and distribution in specie contained in the Notice of Meeting**

This Prospectus is important and requires your immediate attention. You should read this Prospectus in its entirety and consult their professional advisers in respect of the contents of this Prospectus.

This Prospectus is a short form prospectus in accordance with Section 712 of the Corporations Act 2001. This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type but refers to other documents, the information of which is deemed to be incorporated in this Prospectus.

The Directors consider the Gascoyne Shares which will be transferred under this Prospectus to be speculative.

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Important Notice

This Prospectus is dated 6 January 2010 and a copy of the Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

No securities will be issued or transferred on the basis of this Prospectus later than 13 months after the date of this Prospectus.

This Prospectus including each of the documents which is incorporated by reference into this Prospectus is important and should be read in its entirety. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser.

This Prospectus does not constitute an offer in any place in which or to any person to whom it would not be lawful to make such an offer.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Defined terms and abbreviations used in this Prospectus are explained in **Section 6** of this Prospectus.

1 The Offer

1.1 Details of the Offer

Pursuant to the Notice of Meeting, the Company is inviting Shareholders to vote on a reduction of capital and distribution in specie of Gascoyne Shares to Shareholders on a pro-rata basis.

The invitation to vote contained in the Notice of Meeting constitutes an offer to transfer Gascoyne Shares for the purposes of section 707(2) of the Corporations Act. Accordingly, the Company has prepared this Prospectus.

1.2 ASX Quotation of Gascoyne Shares

The Gascoyne Shares proposed to be distributed to Shareholders will, to the extent detailed in the accompanying Notice of Meeting, be able to be traded on ASX. The Notice of Meeting is incorporated by reference into this Prospectus.

1.3 Action Required by Shareholders

No action is required by Shareholders under this Prospectus.

Should Shareholder approval be obtained to the In Specie Distribution, then the Gascoyne Shares will be transferred to Shareholders in accordance with the terms set out in the Notice of Meeting.

If you have any queries regarding this Prospectus, please contact the Company Secretary on (08) 9321 2644.

2 Information Incorporated into this Prospectus

2.1 Short Form Prospectus

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This means that rather than setting out all the information that is required to be included in a document of this type, this Prospectus incorporates by reference information contained in documents that have been lodged with the ASIC.

2.2 Information to be Incorporated into this Prospectus

This Prospectus refers to, in accordance with Section 712 of the Corporations Act, the following documents, or parts thereof, which have been lodged with the ASIC:

- (a) the Notice of Meeting; and
- (b) the following sections of the prospectus dated 26 October 2009 issued by Gascoyne ("Gascoyne Prospectus"):
 - (i) section 2: Company and Projects Summary;
 - (ii) section 3: Risk Factors;
 - (iii) section 4: Independent Technical Review of the Mineral Assets;
 - (iv) section 5: Investigating Accountants Report;
 - (v) section 6: Solicitors Report on Tenements;
 - (vi) section 7.2: Legal Proceedings;
 - (vii) section 7.4: Material contracts;
 - (viii) section 7.5: Director Access and Indemnity Deeds;
 - (ix) section 7.6: Director interests in securities of the Company;
 - (x) section 7.7: Share Option Plan;
 - (xi) section 7.8: Rights attaching to Shares; and
 - (xii) section 7.13: Interests of Experts and Advisers,

and identifies these documents, or parts thereof, as being relevant to the Offer and containing information that investors and their professional advisers would reasonably require to make an informed assessment of:

- (c) the rights and liabilities attaching to the Gascoyne Shares; and
- (d) the assets and liabilities, financial position and performance, profits and losses and prospects of Gascoyne.

A copy of these documents may be obtained free of charge at www.helix.net.au or by contacting the Company at its registered office during normal business hours from the date of this Prospectus to the date of transfer of the Gascoyne Shares pursuant to the In Specie Distribution.

2.3 Contents of Documents Referred To

In accordance with Section 712 of the Corporations Act, information about the contents of the documents referred to in this Prospectus is set out below, in order to allow Shareholders to decide whether to obtain copies of these documents:

(a) Notice of Meeting

This document comprises the following items:

- (i) Notice of General Meeting, which convenes a meeting of Shareholders at which Shareholder approval for the In Specie Distribution will be sought and contains the resolution seeking that approval;
- (ii) Explanatory Statement, which sets out all information known to the Company on how to vote on the resolution contained in the Notice of General Meeting, including:
 - (A) an overview of the proposed In Specie Distribution;
 - (B) details of the effect of the In Specie Distribution on the Company and on Shareholders, including a pro-forma balance sheet of the Company as at 12 December 2009;
 - (C) advantages and disadvantages of the In Specie Distribution;
 - (D) a summary of the ASX escrow position with respect to the Gascoyne Shares;
 - (E) additional information in relation to the In Specie Distribution, including impact on the capital structure of the Company and of Gascoyne;
 - (F) treatment of overseas Shareholders under the In Specie Distribution;
 - (G) Directors' recommendations and interests with respect to the In Specie Distribution;
 - (H) information on Gascoyne, including background, details of officers, risk factors associated with Gascoyne and rights attaching to Gascoyne Shares;
 - (I) intentions of the Company following the In Specie Distribution, information concerning the Shares, disclosures made to ASX and lodgment with the ASIC;
 - (J) taxation implications (including stamp duty) of the In Specie Distribution for Shareholders; and
 - (K) indicative timetable for the In Specie Distribution; and
- (iii) Proxy Form.

A copy of the Notice of Meeting accompanies this Prospectus.

(b) Gascoyne Prospectus

- (i) Section 2: Company and Projects Summary - this section of the Gascoyne Prospectus contains details of Gascoyne's capital structure, corporate objectives, proposed use of funds raised under the Gascoyne Prospectus, exploration strategy, program and budget, dividend policy, corporate governance policies and profiles of each of the directors of Gascoyne.
- (ii) Section 3: Risk Factors – this section sets out a summary of the significant risks associated with an investment in Gascoyne;
- (iii) Section 4: Independent Technical Review of the Mineral Assets – this section of the Gascoyne Prospectus contains the Independent Technical Review of the Mineral Assets

prepared by Malcolm Castle dated 15 October 2009, which sets out Mr Castle's independent technical assessment on the Tenements.

- (iv) Section 5: Investigating Accountant's Report – this section of the Gascoyne Prospectus contains the Investigating Accountant's Report on certain historical and pro forma financial information in respect of Gascoyne prepared by Grant Thornton Audit Pty Ltd dated 19 October 2009;
- (v) Section 6: Independent Solicitor's Report – this section of the Gascoyne Prospectus contains the Independent Solicitor's Report prepared by Allion Legal dated 19 October 2009, which sets out the status of and Gascoyne's interest in the Tenements. In addition, the report provides a brief description on the nature of the Tenements under the relevant legislation, the applicable land access, aboriginal sites and native title legislation and process and details of the status of native title over the Tenements;
- (vi) Section 7.2: Legal Proceedings, Section 7.4: Material Contracts, section 7.5: Director Access and Indemnity Deeds; section 7.6: Director interests in securities of the Company; Section 7.7: Share Option Plan; Section 7.8: Rights attaching to Shares and Section 7.13: Interests of Experts and Advisers - these sections of the Gascoyne Prospectus include additional information with respect to Gascoyne including a summary of the material contracts to which Gascoyne is a party and interests of the Gascoyne directors (including remuneration and holdings of securities in Gascoyne).

3 Update on Gascoyne

Gascoyne Shares commenced trading on ASX on 11 December 2009. The closing price of Gascoyne Shares on ASX has varied from a low of 16 cents on 29 December 2009 to a high of 19 cents on 11 December 2009. The closing price of Gascoyne Shares on the last trading day prior to the date of this Prospectus was 16 cents.

Since 26 October 2009, the date of the Gascoyne Prospectus, parts of which are deemed to be incorporated herein, Gascoyne has not completed any exploration activity on the exploration properties located in Western Australia in which Gascoyne has an interest.

4 Additional Information

4.1 Interests of Directors

Other than as set out below or elsewhere in this Prospectus:

- (a) no Director or Director related entity holds, or during the last two years before lodgement of this Prospectus with the ASIC, held, an interest in:
 - (i) the formation or promotion of the Company;
 - (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
 - (iii) the Offer; and
- (b) no amounts, whether in cash or Shares or otherwise, have been paid or agreed to be paid to any Director or any Director related entity, either to induce him to become, or to qualify, as a Director or otherwise for services rendered in connection with the formation or promotion of the Company or the Offer.

4.2 Remuneration of Directors

In the two financial years preceding lodgement of this Prospectus, the following amounts (exclusive of GST) have been paid by the Company by way of remuneration for services provided by the Directors, companies associated with the Directors or their associates in their capacity as Directors, employees, consultants or advisers:

Mr Greg J Wheeler (Executive Chairman, Managing Director, Chief Financial Officer and Joint Company Secretary)	2009 \$341,749 and 2008 \$451,200
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Mr Michael H Wilson (Technical Director)	2009 \$224,875 and 2008 \$286,667
Mr John Den Dryver (Non Exec. Director)	2009 \$54,305 and 2008 \$57,015
Mr Gordon Dunbar (Non Exec. Director)	2009 \$52,875 and 2008 \$51,783

4.3 Interests of Experts and Others

Other than as set out below or elsewhere in this Prospectus:

- (a) no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus holds, or during the last two years before lodgement of this Prospectus with the ASIC, held, an interest in:
 - (i) the formation or promotion of the Company;
 - (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
 - (iii) the Offer; and
- (b) no amounts, whether in cash or Shares or otherwise, have been paid or agreed to be paid to any such person for services rendered in connection with the formation or promotion of the Company or the Offer.

Grant Thornton Audit Pty Ltd was appointed as auditor to the Company on 29 October 2009 and has not as yet received any payment from the Company for the provision of professional services in relation to the auditing of the financial statements of the Company.

Grant Thornton (WA) Partnership, the Company's previous auditors, have been paid \$42,700 (exclusive of GST) for the provision of professional services in relation to the auditing of the financial statements of the Company in the two years before the date of this Prospectus.

Allion Legal has acted as solicitor to the Company in relation to the Offer and is entitled to be paid \$7,500 (exclusive of GST) in respect of these services. In addition, Allion Legal has been paid \$204,911 (exclusive of GST) for the provision of professional services to the Company in the two years before the date of this Prospectus.

Malcolm Castle has prepared the Independent Technical Review of the Mineral Assets dated 15 October 2009 contained in Section 4 of the Gascoyne Prospectus, which is incorporated by reference into this Prospectus. Malcolm Castle has been paid \$8,000 (exclusive of GST) by Gascoyne in respect of these services.

Grant Thornton Audit Pty Ltd has prepared the Investigating Accountant's Report dated 19 October 2009 contained in Section 5 of the Gascoyne Prospectus, which is incorporated by reference into this Prospectus. Grant Thornton Audit Pty Ltd has been paid \$3,750 (exclusive of GST) by Gascoyne in relation to the preparation of the Investigating Accountant's Report.

Allion Legal has prepared the Solicitors' Report dated 19 October 2009 contained in section 6 of the Gascoyne Prospectus, which is incorporated by reference into this Prospectus. Allion Legal has been paid \$33,000 (exclusive of GST) by Gascoyne in relation to the preparation of the Solicitors' Report and for advice and assistance in relation to the preparation of certain aspects of the Gascoyne Prospectus, Gascoyne's due diligence enquiries in relation to the Prospectus and Gascoyne's application for admission to ASX.

4.4 Consents of Experts and Others

Other than as set out below, each of the parties referred to in this section:

- (a) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties;
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of the party; and
- (c) did not authorise or cause the issue of all or any part of this Prospectus.

Grant Thornton Audit Pty Ltd has given and has not, before lodgement of this Prospectus with the ASIC, withdrawn its consent to be named in this Prospectus as the Company's auditor in the form and context

in which it is named, and to the incorporation by reference into this Prospectus of the Investigating Accountant's Report dated 19 October 2009 contained in Section 5 of the Gascoyne Prospectus in the form and context in which it is incorporated, and to all references to that report in this Prospectus in the form and context in which they appear.

Grant Thornton (WA) Partnership has given and has not, before lodgement of this Prospectus with the ASIC, withdrawn its consent to the incorporation by reference of the Company's 30 June 2009 consolidated audited accounts contained in Annexure A of the Notice of Meeting in the form and context in which they are incorporated.

Allion Legal has given and has not, before lodgement of this Prospectus with the ASIC, withdrawn its consent to be named in this Prospectus as solicitor to the Offer in the form and context in which it is named and to the incorporation by reference into this Prospectus of the Solicitors' Report dated 19 October 2009 contained in Section 6 of the Gascoyne Prospectus in the form and context in which it is incorporated, and to all references to that report in this Prospectus in the form and context in which they appear.

Malcolm Castle has given and has not, before lodgement of this Prospectus with the ASIC, withdrawn his consent to the incorporation by reference into this Prospectus of the Independent Technical Review of the Mineral Assets dated 15 October 2009 contained in Section 4 of the Gascoyne Prospectus in the form and context in which it is incorporated, and to all references to that report in this Prospectus in the form and context in which they appear.

The information in the Gascoyne Prospectus (which is incorporated by reference into this Prospectus) that relates to Exploration Results, Mineral Resources and Ore Reserves of the Helix Tenements (as defined in the Gascoyne Prospectus) is based on information compiled by Mr M Wilson who is a full time employee of Helix Resources Limited and a Member of The Australasian Institute of Mining and Metallurgy. Mr Wilson has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

The information in the Gascoyne Prospectus (which is incorporated by reference into this Prospectus) that relates to Exploration Results, Mineral Resources and Ore Reserves of the Giralia Tenements (as defined in the Gascoyne Prospectus) is based on information compiled by Mr R M Joyce who is a full time employee of Giralia Resources Limited and a Member of The Australasian Institute of Mining and Metallurgy. Mr Joyce has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

Mr Wilson and Mr Joyce have given and have not, before lodgement of this Prospectus with the ASIC, withdrawn their consent to the incorporation by reference of the information relating to Exploration Results, Mineral Resources and Ore Reserves of the Helix Tenements and the Giralia Tenements (respectively) contained in the Gascoyne Prospectus, in the form and context in which it is incorporated and to all references to that information in this Prospectus in the form and context in which they appear.

5 Director's Statement

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

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



Mr Greg J Wheeler
Managing Director

6 Glossary

ASIC	Australian Securities and Investments Commission
ASX	ASX Limited ACN 008 129 164
ASX Listing Rules	the official Listing Rules of ASX
Gascoyne	Gascoyne Resources Limited ABN 57 139 522 900
Gascoyne Prospectus	the prospectus issued by Gascoyne dated 26 October 2009
Gascoyne Share	a fully paid ordinary share in the capital of Gascoyne
Company or Helix	Helix Resources Limited ABN 27 009 138 738
Corporations Act	Corporations Act 2001 (Cth)
Directors	the directors of the Company as at the date of this Prospectus
In Specie Distribution	the in specie distribution of Gascoyne Shares to Shareholders for which approval is sought under the Notice of Meeting
Notice of Meeting	the Notice of Meeting of the Company dated 6 January 2010
Offer	the offer of Gascoyne Shares pursuant to the Notice of Meeting
Prospectus	this prospectus dated 6 January 2010
Share	a fully paid ordinary share in the capital of the Company
Shareholder	a holder of Shares
Tenements	means the Helix Tenements and the Giralia Tenements (in each case as defined in the Gascoyne Prospectus)
WST	Western Standard Time