



NOTICE OF GENERAL MEETING

Time: 9.00am (WST)
Date: Wednesday, 7 April 2021
Place: The office of the Company
78 Churchill Avenue, Subiaco WA 6008

DUE TO THE ONGOING COVID-19 PANDEMIC, SHAREHOLDERS WILL **NOT** BE ABLE TO ATTEND THE MEETING IN PERSON. SHAREHOLDERS WILL ONLY BE ABLE TO ATTEND THE MEETING VIA TELECONFERENCE.

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

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

Shareholders are encouraged to vote by lodging the proxy form attached to the Notice

Helix Resources Limited
ACN 009 138 738
(Company)

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Helix Resources Limited will be held at the office of The Company, 78 Churchill Avenue, Subiaco WA 6008, on Wednesday 7 April 2021 commencing at 9am (WST) (**Meeting**).

The Board is closely monitoring the rapidly changing coronavirus (COVID-19) pandemic. The health of the Company's Shareholders, employees and other stakeholders is of paramount importance.

While the Board would like to host all Shareholders in person, in order to minimise the risk to Shareholders and to the Company and its ongoing operations, Shareholders will **NOT** be able to attend the Meeting in person.

Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting. The Company advises that a poll will be conducted for each of the Resolutions. Further information on how to participate in the Meeting is set out in the Explanatory Statement.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly via the Company's website at www.helixresources.com.au and the ASX announcements platform.

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of the Notice.

ORDINARY BUSINESS

1. Ratification of prior issue of Tranche 1 Placement Shares (Resolution 1)

To consider and if thought fit to pass, with or without amendment, each as a **separate** ordinary resolution:

"That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of:

- a) 104,750,988 Shares under Listing Rule 7.1; and
- b) 75,167,326 Shares under Listing Rule 7.1A

at \$0.01 per Share to raise an aggregate total of approximately \$1,799,183, to unrelated investors on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue of the Placement Shares, or any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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2. Ratification of prior issue of Broker Options (Resolution 2)

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 8,000,000 Broker Options to JP Equity Partners Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of JP Equity Partners Pty Ltd (or its nominees) who participated in the issue, or any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
 - (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chair to vote on the resolution as the Chair decides; or
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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3. Approval to issue Tranche 2 Placement Shares (Resolution 3)

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue 120,081,686 Tranche 2 Placement Shares to unrelated investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any party (or nominee) who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chair to vote on the resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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4. Approval for the adoption of an Employee Securities Incentive Plan (Resolution 4)

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

'That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the establishment of the employee incentive scheme of the Company known as the "Helix Resources Limited Employee Securities Incentive Plan" and the issue of Securities under that plan, on the terms and conditions in the Explanatory Statement.'

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any party (or nominee) who is eligible to participate in the Helix Resources Limited Employee Securities Incentive Plan or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
 - (b) the chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with direction given by the beneficiary to the holder to vote in that way.
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5. Approval of potential termination benefits under the Plan (Resolution 5)

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

'That conditional on Resolution 4 being approved, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the Helix Resources Limited Employee Securities Incentive Plan, approval be given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Statement.'

Voting Prohibition: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the chair; and
- (b) the appointment expressly authorises the chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. Approval for the issue of performance options to Mike Rosenstreich under the Employee Incentive Plan (Resolution 6)

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

“That, subject to Resolution 4 being passed and pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 10,000,000 Performance Options to Mike Rosenstreich (or his nominees) under the Plan on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion:

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mike Rosenstreich (or his nominees), a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates; and

The above voting exclusions do not apply to a vote cast in favour of the relevant resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibitions

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on a resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the chair; and
- (b) the appointment expressly authorises the chair to exercise the proxy even though the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

By Order of the Board of Directors



Ben Donovan
Company Secretary
Dated this 5 March 2021

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of General Meeting and the Explanatory Statement.

Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Statement carefully before deciding how to vote on the Resolutions.

Voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting.

Proxies

All voting will be conducted by poll using proxy instructions received in advance of the Meeting. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors instruct all shareholders who would like to have their vote counted to either:

- a) vote by lodging a proxy form prior to 5 April 2021 at 9am (WST) (**Proxy Cut-Off Time**) (recommended); or
- b) Shareholders who wish to participate and vote at the Meeting should contact the Company at bdonovan@ventnорcapital.com or by phone at +61 8 9321 2644 **prior** to 9am (WST) on 5 April 2021, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting.

How Shareholders can participate:

- a) Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.
- b) Shareholders who intend to participate and vote on a poll at the Meeting must contact the Company at bdonovan@ventnорcapital.com or by phone at +61 8 9321 2644 to notify the Company that you intend to participate and vote on a poll at the Meeting by emailing the Company a poll form. You will also need to register and access the Shareholder Meeting by videoconference to follow the meeting and timing of the poll (see below). After giving notice and following the Proxy Cut-Off Time, the Company will send you a personalised poll form. The personalised poll form must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you when and how you are able to complete and return the personalised poll form. The results of the Meeting will then be announced on the ASX in accordance with the Listing Rules.
- c) Shareholders who have completed a proxy form but have not notified the Company that you intend to participate and vote on a poll at the Meeting will have an opportunity to participate in the meeting through the videoconference facility described below. In this circumstance, the person you have appointed as proxy will cast your vote on your behalf.

Shareholders are encouraged to complete a Proxy Form to provide specific instructions to the Chair on how the Shareholder's vote is to be exercised on each item of business. The Chair must follow your instructions.

A Proxy Form is enclosed with this Notice. The Directors strongly encourage all Shareholders to sign and return the Proxy Form to the Company or share registry in accordance with the instructions thereon.

Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions unless the Shareholder has expressly indicated a different voting intention.

Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at bdonovan@ventnorcapital.com by 5pm on 5 April 2021.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

Remote attendance via video conference

The Meeting will be accessible to all Shareholders via a **live teleconference**, which will allow Shareholders to listen and observe the Meeting and ask questions in relation to the business of the Meeting. To register and access the Meeting by webinar Shareholders should copy the link below into their web browser.

https://teams.microsoft.com/dl/launcher/launcher.html?url=%2F_%23%2F%2Fmeetup-join%2F19%3Ameeting_Y2M0YjdmNWYtMDc2Ny00Nzg2LWJhMTgtZGQyNzkzMmY1ZGM5%40thread.v2%2F0%3Fcontext%3D%257b%2522Tid%2522%253a%25220a2de347-7ada-4fd8-97bb-f7bf5b81da0f%2522%252c%2522Oid%2522%253a%252234427bb9-db9b-438f-859e-09d1565af37c%2522%257d%26anon%3Dtrue&type=meetup-join&deeplinkId=fe512259-421d-45dc-b7b3-f1fd1a0b6463&directDI=true&msLaunch=true&enableMobilePage=true&suppressPrompt=true

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 9am WST on 5 April 2021. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the General Meeting.

Enquiries

Shareholders may contact the Company Secretary, Ben Donovan, on bdonovan@ventnorcapital.com if they have any queries in respect of the matters set out in these documents.

Item 1 (a) and (b) – Ratification of prior issue of Tranche 1 Placement Shares (Resolution 1)

1.1 Background to Resolution 1

On 18 February 2021, the Company announced it had received binding commitments for a placement to raise approximately \$3,000,000 before costs (**Placement**) by the issue of Shares at \$0.01 per share (**Placement Shares**) to sophisticated and professional investors, with funds raised to continue exploration work at the Company's Cobar copper projects. The Placement is being undertaken in the following tranches:

- a) 179,918,314 Shares comprising of
 - i. 104,750,988 Shares issued using the Company's placement capacity under Listing Rule 7.1; and
 - ii. 75,167,326 Shares issued using the Company's placement capacity under Listing Rule 7.1A

(**Tranche 1 Placement Shares**); and

- b) 120,081,686 Shares proposed to be issued subject to Shareholder approval (**Tranche 2 Placement Shares**).

On 23 February 2021, a total of 179,918,314 Tranche 1 Placement Shares were issued to Placement Participants, with 104,750,988 under the Company's 15% and 75,167,326 under the Company's 10% placement capacity.

Resolution 1(a) and Resolution 1(b) seeks the approval of Shareholders to ratify the issue of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

1.2 ASX Listing Rule 7.1 and 7.1A

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 2 November 2020.

The Placement does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as the issue of the Tranche 1 Placement Shares has not yet been ratified by Shareholders, it effectively uses up the Company's placement capacity under each of Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under either Listing Rule 7.1 or 7.1A for the 12 month period following the issue date.

1.3 ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities (and provided that the previous issue did not breach ASX Listing Rule 7.1) the issue will be treated as having been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 or 7.1A.

By ratifying the issues to the unrelated parties, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) and Resolution 1(b) are not approved, the Company will not be able to refresh its placement capacity which will affect the ability of the Company to undertake a placement and raise the maximum amount possible under Listing Rule 7.1.

To this end, the resolutions which form part of Resolution 1 seek Shareholder approval to the issue of 179,918,314 Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

If the resolutions which form part of Resolution 1 are passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% and 10% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Tranche 1 Placement Shares.

In the event that Resolution 1(a) is not passed, 104,750,988 Tranche 1 Placement Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those Placement Shares.

In the event that Resolution 1(b) is not passed, 75,167,326 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, until the earlier of:

- a) 2 November 2021;
- b) the Company's next annual general meeting; or
- c) the date Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

1.4 Compliance with Listing Rule 7.5

The information required to be provided to Shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue pursuant to Resolution 1(a) and Resolution 1(b):

- a) the Tranche 1 Placement Shares have been issued to unrelated parties of the Company as sophisticated clients of JP Equity Partners Pty Ltd, to whom a disclosure document does not need to be provided under the Corporations Act. JP Equity Partners Pty Ltd acted as lead manager to the Placement. Placement Participants are not considered to be Material Investors;
- b) a total of 179,918,314 Tranche 1 Placement Shares were issued as follows:
 - i. 104,750,988 Tranche 1 Placement Shares were issued, within the Company's then existing 15% capacity under Listing Rule 7.1; and
 - ii. 75,167,326 Tranche 1 Placement Shares were issued, within the Company's then existing 10% capacity under Listing Rule 7.1A;
- c) the shares were issued on 23 February 2021;
- d) the Shares were issued at a price of \$0.01 per share;
- e) the Shares issued were all fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions and rank equally in all respects with the Company's existing Shares the terms of which are in the public domain;
- f) total funds of approximately \$1.79 million were raised for the ongoing exploration work at Collerina and Cobar copper projects (predominantly drilling) plus working capital and costs of the Placement;
- g) there are no additional material terms with respect to the agreements for the issue of the Tranche 1 Placement Shares; and
- h) a voting exclusion statement is included in the Notice.

1.5 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 1 (a) and (b) to fully restore the Company's capacity to issue securities under Listing Rule 7.1 and 7.1A

The Chairman intends to vote all available proxies in favour of Resolutions 1 (a) and (b).

Item 2 – Ratification of prior issue of Broker Options (Resolution 2)

2.1 Background to Resolution 2

On 18 February 2021, the Company announced the Placement for \$3,000,000 to unrelated parties, with funds raised to continue exploration work at the Company's Cobar copper projects. The Company agreed to issue 8,000,000 Broker Options to JP Equity Partners Pty Ltd (**Lead Manager**) as part consideration of the capital raising fee on the terms set out below.

On 23 February 2021, the Company issued JP Equity (or its nominees) 8,000,000 unquoted Options exercisable at \$0.02 on or before 23 February 2024 as partial consideration for the lead manager services provided by the Lead Manager to the Company in connection with the Placement (**Broker Options**). The Broker Options were issued in accordance with a mandate entered into between the Company and the Lead Manager (**Lead Manager Mandate**), a summary of the material terms of which are set out at Section 2.5 below. The Lead Manager received 6% placement fees and is entitled to 3 months of advisory fees of \$5,000 per month.

Resolution 2 seeks the approval of Shareholders to ratify the issue of the Broker Options under and for the purposes of Listing Rule 7.4.

2.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

2.3 ASX Listing Rule 7.4

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

The issue of Broker Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Broker Options.

If Resolution 2 is passed, the issue of the Broker Options will be excluded in calculating the Company's 15% placement capacity and the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 2 is not passed, the issue of the Broker Options will be included in calculating the Company's 15% placement capacity and the Company will not be able to refresh its placement capacity which will affect the ability of the Company to undertake a placement and raise the maximum amount possible under Listing Rule 7.1.

2.4 Compliance with Listing Rule 7.5

The information required to be provided to Shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue pursuant to Resolution 2:

- a) the Broker Options have been issued to JP Equity Partners Pty Ltd (or its nominees), none of whom is a related party or Material Investor of the Company;
- b) 8,000,000 Broker Options were issued, within the Company's then existing 15% capacity under Listing Rule 7.1;
- c) the Broker Options were issued on 23 February 2021;
- d) the Broker Options were issued for nil consideration, as part consideration for lead manager services provided by the Lead Manager to the Company in relation to the Placement. Accordingly, no funds were raised from the issue;

- e) the Broker Options are exercisable at \$0.02 each on or before 23 February 2024 and otherwise have the terms as set out in Annexure A;
- f) no Funds will be raised from the issue of the Broker Options. In the event the Broker Options are converted, the funds of \$160,000 will be used for ongoing exploration work at Collerina and Cobar copper projects plus working capital;
- g) the Broker Options were issued in accordance with the Lead Manager Mandate, a summary of the material terms of which are set out at Section 2.5 below; and
- h) a voting exclusion statement is included in the Notice.

2.5 Summary of the material terms of the Lead Manager Mandate

The Company entered into a mandate with the Lead Manager for the provision of lead manager services and bookrunner services, including the coordination and management of the Placement as well as marketing services.

Under the Lead Manager Mandate, the Company agreed to pay the Lead Manager a fee of 6% plus the Broker Options.

The Lead Manager Mandate contains additional provisions, including the warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

2.6 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2 to fully restore the Company's capacity to issue securities under Listing Rule 7.1.

The Chairman intends to vote all available proxies in favour of Resolution 2.

Item 3 – Approval to issue Tranche 2 Placement Shares (Resolution 3)

Section 1.1 contains a summary of the Placement.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 120,081,686 Tranche 2 Placement Shares to unrelated parties, at a cost of \$0.01 per Share on or around 7 April 2021, to raise approximately \$1,200,816.86 (before costs) to complete the Placement.

3.1 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. A summary of Listing Rule 7.1 is contained in Section 1.2.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares, and the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will be required to issue the Shares out of its 15% limit under Listing Rule 7.1, reducing the placement capacity of the Company.

Resolution 3 seeks Shareholder approval to the issue of the Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

3.2 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche 2 Placement Shares

- (a) the Tranche 2 Placement Shares are proposed to be issued to unrelated parties who are clients of JP Equity Partners Pty Ltd. JP Equity Partners Pty Ltd acted as lead manager to the Placement including the proposed issued of Shares under this resolution. Placement Participants are not considered to be Material Investors;
- (b) the maximum number of Tranche 2 Placement Shares to be issued is 120,081,686;
- (c) the Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and will be on the same terms as the current Shares on issue;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Shares will be issued for \$0.01 per Share cash consideration;
- (f) funds of approximately \$1,200,816 (before costs) will be used for ongoing exploration work at Collerina and Cobar copper projects plus working capital;
- (g) a summary of the material terms of the Lead Manager Mandate is contained at Section 2.5; and
- (h) a voting exclusion statement is included in the Notice.

3.3 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

Item 4 - Approval for the adoption of an Employee Incentive Plan (Resolution 4)

4.1 General

The Company considers that it is desirable to adopt an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key employees, Directors and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 4 seeks Shareholders' approval for the adoption of the employee incentive scheme titled 'Helix Resources Limited Employee Securities Incentive Plan' (**Plan**) in accordance with Listing Rule 7.2 exception 13(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions of which is in Annexure B. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

4.2 Listing Rules 7.1 and 7.2, exception 13(b)

A summary of Listing Rule 7.1 is contained in Section 1.2 above.

Listing Rule 7.2, exception 13(b) provides an exception to Listing Rule 7.1 such that issues of equity securities under an employee incentive scheme are exempt for a period of three years from the date on which shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to issue Equity Securities under the Plan to eligible participants without using the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following any such issue.

Any future issues of Equity Securities under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time. For this reason, the Company is also seeking approval under Resolution 6 for the issue of Options to certain Directors pursuant to the Plan.

4.2 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

- (a) the material terms of the Plan are summarised in Annexure B;
- (b) the maximum number of Equity Securities proposed to be issued under the Plan following approval of Resolution 4 shall not exceed: 5% of the Company's Equity Securities currently on issue; plus the Equity Securities proposed to be issued under Resolution 6, being 10,000,000 Options, subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules. Based on the number of Equity Securities currently on issue, 5% plus the Equity Securities proposed to be issued under Resolution 6 equates to a maximum of 58,701,912 Equity Securities; and
- (c) a voting exclusion statement is included in the Notice.

4.3 Board recommendation

Resolution 4 is an ordinary resolution.

The Directors decline to make a recommendation in relation to Resolution 4 due to their material personal interest in the outcome of the Resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 4.

Item 5 - Approval of potential termination benefits under the Plan (Resolution 5)

5.1 General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of "termination benefits" to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained. Accordingly, the Board has resolved to seek Shareholder approval for the granting of such termination benefits in accordance with Resolution 5.

5.2 Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 4, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Statement.

As noted above, under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities. The Board's current intention is to only exercise this discretion where the person leaves employment or office without fault on their part.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

5.3 Value of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (ie the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and

- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

5.4 Board Recommendation

Resolution 5 is subject to and conditional on the passing of Resolution 4. If Resolution 4 is not passed by the requisite majority of Shareholders, Resolution 5 will be withdrawn.

The Board decline to make a recommendation in relation to Resolution 5 due to their personal interest in the outcome of the Resolution.

The Chair intends to exercise all available proxies in favour of Resolution 5.

Item 6 - Approval for the issue of performance options to Mike Rosenstreich under the Employee Incentive Plan (Resolution 6)

6.1 General

The Company is proposing, subject to obtaining Shareholder approval and the adoption of the Plan (refer to Resolution 4), to issue up to a total of 10,000,000 unquoted Options (**Performance Options**) to Mr Mike Rosenstreich (**Related Party**), or his respective nominee.

On 14 December 2020, the Company announced the appointment of Mr Rosenstreich as Managing Director effective 11 January 2021.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Managing Director in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Performance Options is a prudent means of conserving the Company's available cash reserves.

The Performance Options are to be issued under the Company's Plan, the terms of which are summarised in Annexure B.

Subject to the adoption of the Plan (refer to Resolution 4), Resolution seeks Shareholder approval pursuant to Listing Rule 10.14 for the issue of up to a total of 10,000,000 Performance Options under the Plan to the Related Party, or his respective nominees on the following basis:

Initial Engagement Basis (increased pro-rata to 10 million on full time employment)	Vesting Milestone The Performance Options will vest upon:
1. 1.25 million Incentive Performance Options vest (part time basis); or 2.1 million (full time basis)	Helix 20 Day VWAP being equal to or above the higher of the following: <ul style="list-style-type: none"> • 120% of the 20 day VWAP (calculated at the Commencement Date); or • \$0.022
2. 2.25 million Incentive Performance Options (part time basis); or 3.8 million (full time basis)	Helix 20 Day VWAP being equal to or above \$0.045

3. 2.5 million Incentive Performance Options (part time basis); or 4.2 million (full time basis)	Helix 20 Day VWAP being equal to or above \$0.070
Note: If the Share price achieves a second or third hurdle before there is time to issue the resulting Options, then all the Options due at that hurdle will be issued.	
ALTERNATE MILESTONES IN EVENT NO SHAREPRICE MILESTONES ARE TRIGGERED IN THE 2 YEAR PERIOD. Note: These milestones are not cumulative.	
100% of Incentive Performance Options vests	IF EITHER: Helix's JORC 2012 Resource at any one Project (eg Cobar Gold is one project) exceeds 1 million oz of contained gold or gold Metal Equivalent for gold/silver projects from a Resource with a minimum cut-off grade of no less than 0.3g/t Au. OR Helix's JORC 2012 Resource at any one Project exceeds 0.20 million tonnes of contained copper or copper Metal Equivalent for polymetallic projects from a Resource with a minimum cut-off grade of no less than 0.3% Cu.

The Managing Director current works 3 days a week at the Company, and whilst working 3 days a week is entitled to a maximum of 6,000,000 Incentive Performance Options. It is anticipated that the Managing Director will move to a full-time basis of 5 days a week. Upon this event, the Managing Director will be entitled to the maximum allocation of 10,000,000 Incentive Performance Options.

Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director the company (Listing Rule 10.14.2); or
- (c) a person whose relation with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

Mr Rosenstreich falls within the category stipulated under Listing Rule 10.14.1 (or Listing Rule 10.14.2 if Mr Rosenstreich elects for the Incentive Options to be granted to his nominee) and therefore the issue of Performance Options to Mr Rosenstreich under the Plan requires the approval of Shareholders under Listing Rule 10.14.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Performance Options to Mr Rosenstreich (or his nominee).

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Performance Options to Mr Rosenstreich, and the Company may need to consider other forms of performance-based remuneration including by the payment of cash, subject to the requirements of the Constitution, Corporations Act and Listing Rules.

6.3 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Performance Options:

- 6..1 the Performance Options will be issued under the Plan to Mr Rosenstreich (or his nominees), who is a Director;
- 6..2 Mr Rosenstreich is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.14.1. In the event the Performance Options are issued to a nominee of a Related Party, that person will fall into the category stipulated by Listing Rule 10.14.2;
- 6..3 the maximum number of Performance Options to be issued to Mr Rosenstreich (or his nominees) is 10,000,000;
- 6..4 the current total remuneration package for Mr Rosenstreich as at the date of this Notice is set out below:

Related Party	Salary and fees (exclusive of superannuation)
Mike Rosenstreich	\$250,000 – full time basis \$150,000 – part time basis

- 6..5 there have been no Securities previously issued under the Plan (including the old employee securities incentive plan) to the Related Parties (and their associates);
- 6..6 the Performance Options have a nil exercise price and expire 2 years from the date of issue and will otherwise be issued on the terms and conditions set out in Annexure C;
- 6..7 The Board considers that Performance Options rather than Shares, are an appropriate form of incentive because they reward the Related Party for achievement of long term development objectives
- 6..8 a Black Scholes valuation of the Performance Options prepared in-house and is set out at Annexure D.

Related Party	Value of Incentive Options
Mike Rosenstreich	\$61,579

- 6..9 the Performance Options will have an issue price of nil as they will be issued as part of each Related Party's remuneration package;
- 6..10 the persons referred to in Listing Rule 10.14 who are entitled to participate in the Plan are the current Directors, Messrs Lester, Rosenstreich, Kennedy and Macdonald;
- 6..11 no loan will be provided to the Related Party in relation to the issue of the Performance Options;
- 6..12 the Performance Options will be issued no later than 15 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- 6..13 a summary of the material terms of the Plan is set out in Annexure B;
- 6..14 details of any Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate

in the Plan after Resolution 6 is approved and who were not named in the Notice will not participate until approval is obtained under that rule; and

6..15 a voting exclusion statement is included in the Notice.

5.1 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

6..1 obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

6..2 give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Performance Options constitutes giving a financial benefit and Mr Mike Rosenstreich is a Related Party of the Company by virtue of being a Director.

The Board has resolved that the issue of the Performance Options constitutes 'reasonable remuneration' in the circumstances, and therefore falls within the scope of the exception in section 211 of the Corporations Act, having sought advice from an independent remuneration consultant.

5.1 Board recommendation

Resolution 6 is subject to and conditional on the passing of Resolution 4. If Resolution 4 is not passed Resolution 6 will be withdrawn.

Resolution 6 is an ordinary resolution.

The Board other than Mr Rosenstreich recommend Shareholders approve the Resolution.

The Chairman intends to vote all available proxies in favour of Resolution 6.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

\$	means Australian dollars.
Associate	has the meaning given in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691).
Broker Options	means 8,000,000 unquoted Options issued to the Lead Manager on the terms and conditions set out in Annexure A which are the subject of Resolution 2.
Board	means the board of Directors.
Business Day	means a day that is not a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, or a day that is not an ASX trading day.
Chairman or Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related :	means: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the Corporations Regulations 2001 (Cth) – currently are none prescribed.
Constitution	means the constitution of the Company as at the date of the Meeting.
Company or Helix	means Helix Resources Limited (ACN 009 138 738)
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Statement	means the Explanatory Statement accompanying the Notice of General Meeting.
Equity Security	has the same meaning as in the Listing Rules.
HLX 20 Day VWAP	means the 20 day VWAP of the Shares, calculated over a consecutive 20 day period on which the Shares actually traded.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Lead Manager	means JP Equity Partners Pty Ltd (ACN 626 069 467)
Listing Rules or ASX Listing Rules	means the listing rules of ASX.
Material Investor	means in relation to the Company: <ul style="list-style-type: none">(a) a related party;

	(b) Key Management Personnel;
	(c) a substantial Shareholder;
	(d) an advisor; or
	(e) an associate of the above,
	who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Metal Equivalent	has the meaning given in section 50 of the JORC Code and includes, but is not limited to the following equivalent metals: For gold or silver projects: gold, silver, copper, molybdenum For copper projects: copper, molybdenum, gold, lead, silver
Notice of Meeting	means this notice of general meeting accompanying the Explanatory Statement.
Option	means an option which entitles the holder to subscribe for one Share.
Performance Options	means up to 10,000,000 unquoted Options to be issued to the Related Party on the terms and conditions set out in Item 6, which are the subject of Resolution 6.
Placement	has the meaning given in Section 1.1.
Placement Participants	means the sophisticated and professional investors who participated in the Placement.
Placement Shares	has the meaning given in Section 1.1.
Plan	means the Helix Resources Limited Employee Securities Incentive Plan, which is the subject of Resolution 4.
Proxy Form	means the proxy form accompanying the Notice.
Related Party	has the meaning given in the Corporations Act.
Resolution	means a resolution referred to in the Notice.
Section	means a section of the Explanatory Statement.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share(s)	means ordinary fully paid shares in the capital of the Company.
Shareholder	means a holder of a Share.
Tranche 1 Placement Shares	means 179,918,314 Shares issued on 23 February 2021 to the Placement Participants under the Placement, which are the subject of Resolution 1(a) and (b).
Tranche 2 Placement Shares	means 120,081,868 Shares proposed to be issued to Placement Participants, which are the subject of Resolution 3.
VWAP	means volume weighted average price
WST	Western Standard Time in Perth, Western Australia.

Annexure A – Unlisted Broker Options Terms

The following terms and conditions apply to the Unlisted Broker Options:

(a) Entitlement

Each Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company upon exercise of the Option.

(b) Issue Price

No cash consideration is payable for the issue of the Options.

(c) Exercise Price and Expiry Date

The Options have an exercise price of \$0.02 per Option (**Exercise Price**) and will expire at 5:00pm (WST) 3 years from the date of issue (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time and from time to time on or prior to the Expiry Date.

(e) Quotation of the Options

The Options will be unquoted.

(f) Transferability of the Options

The Options are not transferable, except with the prior written approval of the Company.

(g) Notice of Exercise

The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(h) Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Share Registry.

(i) Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the then Shares of the Company.

(j) Quotation of Shares on Exercise

Application will be made by the Company to ASX, on the Business Day the Shares are issued, for quotation of the Shares issued upon the exercise of the Options.

(k) Timing of Issue of Shares

Within 15 business days after the later of the following:

- (i) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

- (iii) issue the Shares pursuant to the exercise of the Options;
- (iv) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (v) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(l) Restrictions on transfer of Shares

If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

(m) Participation in New Issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 3 business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(n) Adjustment for Bonus Issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(o) Adjustment for Entitlements Issue

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(p) Adjustments for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the Listing Rules.

Annexure B- Summary of Employee Securities Incentive Plan

A summary of the key terms of the Plan is set out below:

- (a) (Eligible Participant): Eligible Participant means a person that:
- (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) (Purpose): The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (c) (Plan administration): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- (d) (Eligibility, invitation and application): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (e) (Grant of Securities): The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) (Terms of Convertible Securities): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
- (g) (Vesting of Convertible Securities): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(h) (Exercise of Convertible Securities and cashless exercise): To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation. An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

'Market Value' means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

(i) (Delivery of Shares on exercise of Convertible Securities): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(j) (Forfeiture of Convertible Securities): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

(k) (Change of control): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

(l) (Rights attaching to Plan Shares): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(m) (Disposal restrictions on Plan Shares): If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate

to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

(n) (Adjustment of Convertible Securities): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(o) (Participation in new issues): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(p) (Amendment of Plan): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(q) (Plan duration): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Annexure C - Terms of Performance Options

The terms of the Performance Options (**Options**) are as follows:

1. (**Entitlement**): Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. (**Plan**): the Options will be issued pursuant to the Helix Resources Limited Employee Securities Incentive Plan (**Plan**). To the extent of any inconsistencies between the Terms of the Performance Options (**Terms**) and the Plan, the Terms will prevail.
3. (**Issue Price**): No cash consideration is payable for the issue of the Options.
4. (**Exercise Price and Conditions**): The Options have a nil exercise price (**Exercise Price**) and vest on the tranches set out below (**Vesting Conditions**) or otherwise in accordance with clause 19.

Initial Engagement Basis	Milestone	Conditions to exercise
	The Performance Options will vest upon:	
1. 1.25 million Incentive Performance Options vest 2.1 million (full time)	Helix 20 Day VWAP being equal to or above the higher of the following: <ul style="list-style-type: none"> • 120% of the 20 day VWAP (calculated at the Commencement Date); or • \$0.022 	The Performance Options can only vest if the Company has: <ul style="list-style-type: none"> • Obtained Shareholder approval • Secured sufficient funding - sufficient finance/funding is secured to ensure all budgeted and Board approved activities can be completed to achieve the successive performance milestones whilst maintaining statutory compliance and balance sheet integrity. • A track record of safety - If there is: <ul style="list-style-type: none"> ○ a fatality of a Company employee at any Company site, leases, offices or operations, the Performance Options will be cancelled in accordance with the terms; and ○ a permanent incapacity LTI of a Company employee or contractor at any Company site, leases, offices or operations, 50% of the Performance Options will be cancelled in accordance with the terms.
2. 2.25 million Incentive Performance Options 3.8 million (full time)	HelixX 20 Day VWAP being equal to or above \$0.045	
3. 2.5 million Incentive Performance Options 4.2 million (full time)	Helix 20 Day VWAP being equal to or above \$0.070	
Note: If the Share price achieves a second or third hurdle before there is time to issue the resulting Options, then all the Options due at that hurdle will be issued.		
ALTERNATE MILESTONES IN EVENT NO SHAREPRICE MILESTONES ARE TRIGGERED IN THE 2 YEAR PERIOD. Note: These milestones are not cumulative.		
100% of Incentive Performance Options vests	EITHER: Helix's JORC 2012 Resource at any one Project (eg Cobar Gold is one project) exceed 1 million ounces of contained gold or gold Metal Equivalent for gold/silver projects from a Resource with a minimum cut-off grade of no less than 0.3g/t Au.	

	<p>OR</p> <p>Helix's JORC 2012 Resource at any one Project exceeds 0.20 million tonnes of contained copper or copper Metal Equivalent for polymetallic projects from a Resource with a minimum cut-off grade of no less than 0.3% Cu.</p>	
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5. **(Expiry Date):** The Options expire at 5.00 pm (WST) on the date that is 5 years from the date of issue. **(Expiry Date).** An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
6. **(Exercise Period):** Subject to the Vesting Condition occurring, the vested Options are exercisable at any time and from time to time on or prior to the Expiry Date.
7. **(Quotation of the Options):** The Company will not apply for quotation of the Options on ASX.
8. **(Transferability of the Options):** The Options are not transferable, except with the prior written approval of the Company.
9. **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate **(Notice of Exercise).**

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise **(Exercise Date).**

10. **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a cleansing notice pursuant to section 708A(5), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options will be quoted but may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. In such circumstances, the Optionholder will appoint the company secretary of the Company as the Optionholder's attorney to provide consent for holdings locks to be placed on the relevant Shares.
11. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company, subject to clause 10.
12. **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
13. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
14. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
15. **(Dividend and voting rights):** the Options do not confer on the holder an entitlement to vote or receive dividends.
16. **(Return of capital rights):** the Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

17. **(Rights on winding up):** the Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
18. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
19. **Change in control**
- (a) If prior to the Vesting Date a Change in Control Event occurs, then each Option will automatically vest.
 - (b) A Change of Control Event occurs when:
 - (i) **takeover bid:** the occurrence of the offeror under a takeover offer in respect of all shares announcing that it has achieved acceptances in respect of more than 50.1% of shares and that takeover bid has become unconditional; or
 - (ii) **scheme of arrangement:** the **announcement** by the Company that the Company's shareholders (**Shareholders**) have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement