



Placement

- Issue of 535,634,014 shares at \$0.003 per share
- Extinguishment of \$100,000 of debt owed under existing convertible notes
- \$1,506,902 of cash raised for working capital purposes

Subscription Agreement

Helios Energy Ltd (ASX Code: HE8) (**Helios** or **Company**) has entered into a binding share subscription agreement with Mr. Hailin Jiang for the placement of 502,300,680 fully paid ordinary shares in Helios at an issue price of \$0.003 per share (**Placement**). The Placement will raise \$1,506,902 for Helios for working capital purposes.

Extinguishment of \$100,000 of debt owed under Convertible Notes

In addition, the Company has reached agreement with two holders of existing convertible notes to extinguish the existing \$100,000 debt owed to them by the Company in exchange for the issue to them of 33,333,334 fully paid ordinary shares in Helios at the issue price of \$0.003 per share. No additional capital will be raised by the Company as a result of these agreements with these two noteholders.

Terms of the Issue of these 535,634,014 Shares

All new shares issued under the Placement and as a result of the extinguishment of the \$100,000 of existing convertible note debt will rank equally with Helios' existing ordinary shares. The Placement and the issue of new shares as a result of the extinguishment of \$100,000 of existing convertible note debt is being conducted utilising the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A.

The Company is not required to provide to Mr. Hailin Jiang and the two note holders a prospectus or other disclosure document for the issue of shares to them because each of them are classified as professional and sophisticated investors and each falls within one of the stated exceptions in section 708 of the Corporations Act 2001. Neither Hailin Jiang or the two noteholders are related parties of the Company.

Settlement of the new shares the subject of the Placement is contracted under the binding Subscription Agreement with Hailin Jiang to occur 5 business days from today.

ASX Code: HE8

Directors

Philipp Kin
Managing Director

Mark Lochtenberg
Non-Executive Director

John Kenny
Non-Executive Director

John Cathcart
Non-Executive Director

Henko Vos
Non-Executive Director & Company
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Settlement is therefore expected to be completed by 5pm WST on Wednesday 27 May 2026. The 502,300,680 shares the subject of the Placement are expected to be issued on Friday 29 May 2026. The 33,333,334 new shares the subject of the extinguishment of the \$100,000 of existing convertible note debt will also be issued on Friday 29 May 2026.

Use of Funds

All of the \$1,506,902 of additional cash raised by the Placement will be used for working capital purposes.

Mr. Hailin Jiang

Mr. Hailin Jiang, 57, is the CEO and one of the controlling shareholders of China ITS (Holdings) Co. Ltd which is listed on the Hong Kong Stock Exchange. Prior to this he was involved with China Ocean Shipping Co., which is listed on the Shanghai Stock Exchange. Hailin Jiang holds a Master of Business Administration degree from Tsinghua University and a Bachelor of Science degree in Computer Science from Nankai University.

This ASX announcement has been authorised for release by the Board of Helios.