

Dear Shareholder

General Meeting – Notice of Meeting and Proxies

Notice is given that the General Meeting (**Meeting**) of Shareholders of Helix Resources Limited (ACN 009 138 738) (**Company**) will be held as follows:

Time and date: 11:00am (Perth time) on Wednesday, 21 October 2026
In-Person: The offices of Argus Corporate Partners Pty Ltd, Level 4, 225 St George's Terrace, Perth WA 6000

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://www.helixresources.com.au/asx-announcements> ; and
- the ASX market announcements page under the Company's code "HLX".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Participation and voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001
- **In-person:** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by the Proxy Cut-Off Time. **Proxies received after this time will be invalid.**

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Ben Donovan
Company Secretary
Helix Resources Limited

For more information, please contact:



ABN: 27 009 138 738
ASX: HLX, HLXO, HLXOA



Contact Details:

Helix Resources Limited
Level 4, 225 St Georges Terrace,
Perth, WA, 6000

PO Box 7237
Cloisters Square PO
Perth, WA 6850

Email: helix@helixresources.com.au

Web: www.helixresources.com.au

Tel: +61 (0)8 9321 2644



Board of Directors:

Mike Povey – Executive Chairman
Kylie Prendergast – Non-Executive Director
Kevin Lynn – Executive Director
John Keogh – Non-Executive Director

Company Secretary

Ben Donovan



Investor Contact:

Mike Povey



**Helix Resources Limited
ACN 009 138 738**

Notice of General Meeting

The General Meeting of the Company will be held as follows:

Time and date: 11 am (AWST) on Wednesday, 21 October 2026

In-person: Argus Corporate Partners Pty Ltd,
Level 4/225 St Georges Terrace, Perth WA 6000

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 9321 2644.

Shareholders are urged to vote by lodging the Proxy Form

Helix Resources Limited
ACN 009 138 738
(Company)

Notice of General Meeting

Notice is hereby given that the general meeting of Shareholders of Helix Resources Limited ACN 009 138 738 will be held at the offices of Argus Corporate Partners Pty Ltd, Level 4/225 St Georges Terrace, Perth WA 6000, on 21 October 2026 at 11 am (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 19 October 2026 at 11 am (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

Resolution 1– Approval to issue Capital Raising Shares and Options

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholder approve the issue of up to 50,000,000 Capital Raising Shares at an issue price of \$0.04 per share plus 50,000,000 free attaching Capital Raising Options, on the terms and conditions in the Explanatory Memorandum.’

Resolution 2– Approval of Director Placement Shares and Options

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

‘That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 6, 375,000 Director Placement Shares and 6,375,000 free attaching Director Placement Options to the Participating Directors (or their respective nominees), as follows:

- (a) *Michael Povey - up to 2,500,000 Director Placement Shares and 2,500,000 free attaching Director Placement Options;*
- (b) *Kylie Prendergast - up to 375,000 Director Placement Shares and 375,000 free attaching Director Placement Options; and*
- (c) *Kevin Lynn - up to 3,375,000 Director Placement Shares and 3,375,000 free attaching Director Placement Options.*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 3– Approval of issue of Consideration Shares

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

'That, subject to each of the other Transaction Resolutions being passed, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 6,153,847 Consideration Shares to CuFe Limited ('CuFe') (or their respective nominees), on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 4 – Ratification of issue of Weerianna Acquisition Shares

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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 22,912,674 (post consolidation) Weerianna Acquisition Shares issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5– Approval of issue of Consideration Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 6,153,846 Consideration Shares to the White Hills Shareholders (or their respective nominees), on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 6 – Approval of issue of Geologist Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 7,637,608 Geologist Shares to E-Merge FZE Pty Ltd (or their respective nominee), on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1:** by or on behalf of any person who may participate in the proposed issue or will obtain a material benefit as a result of the proposed issue of these Capital Raising Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates

- (b) **Resolution 2 (a):** by or on behalf of Michael Povey (or his nominees), and any other person who will obtain a material benefit as a result of the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (c) **Resolution 2 (b):** by or on behalf of Kylie Prendergast (or her nominees), and any other person who will obtain a material benefit as a result of the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (d) **Resolution 2 (c):** by or on behalf of Kevin Lynn (or his nominees), and any other person who will obtain a material benefit as a result of the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and
- (e) **Resolution 3:** by or on behalf of the CuFe Limited Shareholders (or their respective nominees), and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (f) **Resolution 4:** by or on behalf of any person who participated in the issue of the Weerianna Acquisition Shares, or any of their respective associates.
- (g) **Resolution 5:** by or on behalf of the White Hills Shareholders (or their respective nominees), and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (h) **Resolution 6:** by or on behalf of the E-Merge FZE Pty Ltd Shareholders (or their respective nominees), and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

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;
- (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.

BY ORDER OF THE BOARD

Ben Donovan
Company Secretary
Helix Resources Limited
Dated: 21 September 2026

Helix Resources Limited
ACN 009 138 738
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the office of Argus Corporate Partners Pty Ltd, Level 4/225 St Georges Terrace, Perth WA 6000 on 21 October 2026 at 11 am (AWST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 Resolution 1 – Approval to issue Capital Raising Shares and Options
Section 4	Resolution 2 Resolution 2
Section 5	Resolution 3 – Approval of issue of Consideration Shares
Section 6	Resolution 4 – Ratification of Weerianna Acquisition Shares
Section 7	Resolution 5 - Approval of issue of Consideration Shares
Section 8	Resolution 6 - Approval of issue of Geologist Shares
Schedule 1	Definitions
Schedule 2	Mining Tenements
Schedule 3	Option Terms

A Proxy Form is made available with the Notice.

2. Action to be taken by Shareholders

Shareholders should read the Notice, including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

2.1 **Voting in person**

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 **Voting by proxy**

A Proxy Form is made available with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 **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. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

2.4 **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@arguscorp.com.au at least 5 Business Days before the Meeting.

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).

3. **Resolution 1 – Approval to issue Capital Raising Shares and Options**

3.1 **General**

The Board believes it desirable that the Company has the ability to issue up to a further 50,000,000 Shares (**Capital Raising Shares**) and 50,000,000 options exercisable at \$0.06 on or before 2 years from issue (**Capital Raising Options**) in the Company for opportunities as they arise and to fund the Company's operations.

Resolution 1 seeks Shareholder approval for the Company to be authorised to undertake a placement to issue up to 50,000,000 Capital Raising Shares at an issue price of \$0.04 per share, together with 50,000,000 Capital Raising Options.

3.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 3.3 below.

The authority being sought under Resolution 1 for the issue of Capital Raising Shares and Capital Raising Options under the potential capital raising does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Capital Raising Shares and Capital Raising Options. In addition, 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 1 is not passed, the Company will not be able to proceed with the issue of the Capital Raising Shares and Capital Raising Options but would be able to issue a lesser number

of Shares and Options without prior Shareholder approval using its placement capacities under Listing Rule 7.1 and, if available at the time, Listing Rule 7.1A.

3.3 **Technical 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 proposed issue of the Capital Raising Shares:

- (a) The persons to whom the Capital Raising Shares and Capital Raising Options will be issued have not yet been identified but will be unrelated parties of the Company and are likely to be sophisticated and professional investors identified through a bookbuild process by seeking expressions of interest to participate in the capital raising and with the involvement of a lead manager or broker should one be appointed by the Company.
- (b) The maximum number of Capital Raising Shares issued will be up to 50,000,000, and the maximum number of Capital Raising Options will be 50,000,000
- (c) The Capital Raising Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Capital Raising Options will be a new class on the terms set out in Schedule 3.
- (d) The Capital Raising Shares and the Capital Raising Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Capital Raising Shares will be issued at an issue price \$0.04. The Capital Raising Options will be issued for nil consideration.

The total amount raised by the issue of the Capital Raising Shares will \$2,000,000.

In the event that the Capital Raising Options are converted, the total amount raised by the conversion will be \$3,000,000.

- (f) The funds raised from the issue of the Capital Raising Shares and any conversion of the Capital Raising Options will be applied towards:
 - (i) exploration activities on Gold Basin and White Hills projects in Arizona, and the Company's exploration areas in New South Wales;
 - (ii) costs of the capital raising; and
 - (iii) general working capital.
- (g) A voting exclusion statement is included in the Notice.

3.4 **Additional information**

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

4. **Resolution 2 – Approval of Director Placement and Options**

4.1 General

In the event that Company issues Capital Raising Shares under Resolution 1,

the Directors, Michael Povey, Kylie Prendergast, and Kevin Lynn, (together, the **Participating Directors**) have agreed to subscribe for up to an aggregate of up to 6,250,000 Director Placement Shares and up to 6,250,000 Director Placement Options in addition to the funds raised from the Capital Raising Shares.

Director	Amount committed to the Placement (A\$)	Director Placement Shares	Director Placement Options
Michael Povey	\$100,000	up to 2,500,000	up to 2,500,000
Kylie Prendergast	\$15,000	up to 375,000	up to 375,000
Kevin Lynn	\$135,000	up to 3,375,000	up to 3,375,000

Resolution 2 (a) to (c) (inclusive) seek Shareholder approval pursuant to Listing Rule 10.11 and section 195(4) of the Corporations Act to approve the issue of the Director Placement Shares and Director Placement Options to the Participating Directors (or their respective nominees).

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Participating Directors are related parties of the Company by virtue of being directors of the Company. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares and Director Placement Options as approval is being obtained under Listing Rule 10.11.

Accordingly, the issue of these Director Placement Shares and Director Placement Options to the Participating Directors (or their respective nominees) will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 2(a) to (c) (inclusive) will be to allow the Company to issue the Director Placement Shares, raising up to A\$250,000 (before costs).

If Resolution 2(a) to (c) (inclusive) are passed, the Company will be able to proceed with the issue of the Director Placement Shares and Director Placement Options and will receive the A250,000 (before costs) committed by the Participating Directors.

If Resolution 2(a) to (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares and Director Placement Options and will not receive the A\$250,000 (before costs) committed by the Participating Directors.

Resolution 2(a) to (c) (inclusive) are not conditional on each other, and Shareholders may approve one or all of these Resolutions (in which case, the Director Placement Shares and the Director Placement Options the subject of the approved Resolution(s) will be issued), even though Shareholders have not approved all of these Resolutions.

4.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares and Director Placement Options:

- (a) The Director Placement Shares and Director Placement Options will be issued to the Participating Directors (or their respective nominees), in the proportions set out in Section 4.1 above.
- (b) Each of the Participating Directors fall into the category stipulated by Listing Rule 10.11.1. In the event the Director Placement Shares and Director Placement Options are issued to a nominee of the Participating Directors, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 6,250,000 Director Placement Shares will be issued to the Participating Directors (or their respective nominees).
- (d) A maximum of 6,250,000 Director Placement Options will be issued to the Participating Directors (or their respective nominees).
- (e) The Director Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (f) The Director Placement Options will be issued on the terms set out in Schedule 2.
- (g) The Director Placement Shares and Director Placement Options will be issued no later than 1 month after the date of the Meeting.
- (h) The Director Placement Shares will be issued at an issue price \$0.04 being the same as those Placement Shares issued to non-related party participants in the Placement.
- (i) The total amount raised by the issue of the Capital Raising Shares to the Participating Directors will be \$250,000.
- (j) In the event the Director Placement Options are exercised a total of \$375,000 will be

raised.

- (k) The funds raised from the issue of the Capital Raising Shares to the Participating Directors and any exercise of the Director Placement Options will be applied towards:
- exploration activities on Gold Basin and White Hills projects in Arizona, and the Company's exploration areas in New South Wales;
 - costs of the capital raising; and
 - general working capital.
- (l) The proposed issue of the Director Placement Shares and Director Placement Options is not intended to remunerate or incentivise the Participating Directors.
- (m) There are no other material terms to the proposed issue of the Director Placement Securities.
- (n) The material terms of the Director Placement Options are set out in Schedule 3.
- (o) A voting exclusion statement is included in the Notice.

4.4 **Section 195 of the Corporations Act**

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a General Meeting, and the general meeting may deal with the matter.

The Participating Directors have a personal interest in the outcome of each of their respective Resolutions under Resolution 2(a) to (c) (inclusive) and, as a result of a quorum of Directors not being achieved, have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Placement Shares and Director Placement Options to the Participating Directors (or their respective nominees) to Shareholders to resolve.

4.5 **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:

- (a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act;
- (b) 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 proposed issue of the Director Placement Shares and Director Placement Options constitutes giving a financial benefit to related parties of the Company. However, the Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares and Director Placement Options because the Director Placement Shares and Director Placement Options will be issued

on the same terms as those Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

4.6 **Additional information**

Resolution 2(a) to (c) (inclusive) are each separate ordinary resolutions.

The Board declines to make a recommendation in relation to Resolution 2(a) to (c) (inclusive) due to each of the Participating Directors' personal interests in the outcome of the Resolutions.

5. **Resolution 3 - Approval of issue of Consideration Shares**

5.1 **Acquisition**

On 15 September 2026, the Company announced that it had entered into a Binding Term Sheet (**Agreement**), pursuant to which the Company will acquire 100% of the Mining Tenements set out in Schedule 2. (**Acquisition**).

Subject to the Shareholders approving this Resolution and completion of the Acquisition under the Agreement (**Completion**), the Company will issue to CuFe Limited (**CuFE**) or their Nominees 6,153,846 shares.

Completion under the Agreement remains subject to the satisfaction of certain key conditions precedent, including:

- (a) The payment of \$50,000, and
- (b) The Issue of 6,153,846 shares to CuFe at a nominated value of \$0.0325.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Consideration Shares to CuFe (or its nominee).

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 3.1 above.

The proposed issue of Consideration Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% Placement Capacity without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Consideration Shares.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares.

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 proposed issue of the Consideration Shares:

- (a) The Consideration Shares will be issued to CuFe Limited (or its nominee/s), who is not a related party of the Company.
- (b) A maximum of 6,153,846 Shares will be issued.
- (c) The Consideration Shares fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Consideration Shares will be issued with a nil issue price as part of the acquisition. Accordingly, no funds were raised by the issue of the Consideration Shares.
- (e) The Consideration Shares will be issued no later than 3 months after the date of the Meeting.
- (f) The shares will be issued to acquire the Mining Tenements.
- (g) A voting exclusion statement is included in the Notice.

5.2 **Additional information**

Resolution 3 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 3.

6. **Resolution 4 - Ratification of issue of Weerianna Acquisition Shares**

6.1 **General**

On 22 May 2026, Helix announced it had completed the acquisition of a 50% interest in the Weerianna Gold–Lithium Project (Mining Lease M47/223), located in the highly prospective West Pilbara region of Western Australia from Western Metals Pty Ltd. The acquisition provides Helix with exposure to both advanced gold resources and emerging lithium potential in a rapidly developing lithium province.

The Company issued 801,943,579 Shares (22,912,674 Shares post consolidation) under the Acquisition without Shareholder approval using the Company's available placement capacity under Listing Rule 7.1. (**Weerianna Acquisition Shares**)

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Weerianna Acquisition Shares.

6.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 are in Section 3.2 above.

The issue of the Weerianna Acquisition Shares does not fit within any of the exceptions to Listing Rules 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rules 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval for the 12 month period following the issue of the Weerianna Acquisition Shares.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, the 22,912,674 Weerianna Acquisition Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, the 22,912,674 Weerianna Acquisition Shares will continue to 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, to the extent of 22,912,674 Equity Securities for the 12 month period following the issue of the Weerianna Acquisition Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time the Weerianna Acquisition Shares were issued.

6.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the proposed issue of the September Placement Securities:

- (a) The Weerianna Acquisition Shares were issued to Exchange Minerals Limited as vendors of the Weerianna project, none of whom is a related party of the Company or a Material Investor.
- (b) A total of 22,912,674 Weerianna Acquisition Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Weerianna Acquisition Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Weerianna Acquisition Shares were issued on 22 May 2026 at a deemed issue price of \$0.00125 per share.
- (e) No funds have been raised as the Shares were used to acquire a project.
- (f) There are no other material terms.
- (g) A voting exclusion statement is included in the Notice.

6.4 **Additional information**

Resolution 4 is an ordinary Resolution.

The Board recommend Shareholders vote in favour of Resolution 4.

7. **Resolution 5 - Approval of issue of Consideration Shares**

7.1 **Background to the Proposed Acquisition**

On 28 March 2025, the Company announced (refer to ASX announcement dated 28 March 2025) that it had entered into conditional binding letter agreements (**Agreement**) with White

Hills Exploration LLC (**White Hills**), pursuant to which the Company will acquire the White Hills copper-gold project (**Proposed Acquisition**).

Subject to the Shareholders approving Resolution 5, the Company will issue to the White Hills Shareholders (or their respective nominees) up to 6,153,846 shares (**Consideration Shares**), being shares to the value of A\$200,000,

The Proposed Acquisition also remains subject to Shareholder approval.

The Consideration Shares once issued will be subject to voluntary escrow on the basis that 33.33% of the Consideration Shares will be escrowed for a period of 3-months, 33.33% of the Consideration Shares will be escrowed for a period of 6-months, 33.33% of the Consideration Shares will be escrowed for a period of 9-months and 33.33% of the Consideration Shares will be escrowed for a period of 12-months.

General

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Consideration Shares to the White Hills Shareholders (or their respective nominees).

A summary of Listing Rule 7.1 is set out in Section 3.2.

Listing Rule 7.2 exception 17 applies as the issue of the Consideration Shares is subject to Shareholder approval pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Consideration Shares and the Proposed Acquisition as outlined in this Notice. In addition, 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 5 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares, and the Proposed Acquisition will not proceed.

7.2 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 Consideration Shares:

- (a) The Consideration Shares will be issued to the White Hills Shareholders (or their respective nominees), none of whom are a related party of the Company or a Material Investor.
- (b) A maximum of 6,153,846 Consideration Shares (on a post-Consolidation basis) will be issued.
- (c) The Consideration Shares will be issued as non-cash consideration to the value of A\$200,000 in aggregate and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Consideration Shares will be issued no later than 3 months after the date of the Meeting.

- (e) The Consideration Shares will be issued for nil cash consideration, as they are being issued as partial consideration in connection with the Proposed Acquisition. Accordingly, no funds will be raised from the issue.
- (f) A summary of the material terms of the Agreement is set out in Section 7.1 above.
- (g) A voting exclusion statement is included in the Notice.

7.3 **Additional information**

Resolution 5 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 5.

8. **Resolution 6 – Approval of issue of Geologist Shares**

8.1 **Background**

The Company has agreed, subject to Shareholder approval, to issue up to an aggregate of 7,637,608 Geologist Shares (on a post-Consolidation basis) at a deemed issue price of A\$0.05 to E-Merge FZE Pty Ltd as consideration for geological services provided to the Company.

General

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Geologist Shares to E-Merge FZE Pty Ltd (or their respective nominee).

8.2 **Listing Rule 7.1**

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Geologist Shares (on a post-Consolidation basis) to E-Merge FZE Pty Ltd (or their respective nominees).

A summary of Listing Rule 7.1 is set out in Section 3.2.

Listing Rule 7.2 exception 17 applies as the issue of the Geologist Shares is subject to Shareholder approval pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 6 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Geologist Shares as outlined in this Notice. In addition, 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 6 is not passed, the Company will not be able to proceed with the issue of the Geologist Shares, and will be required to pay cash for the services.

8.3 **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 Geologist Shares:

- (a) The Geologist Shares will be issued to E-Merge FZE Pty Ltd (or their respective nominee). E-Merge FZE Pty Ltd is not a related party of the Company or a Material Investor.
- (b) A maximum of 7,637,608 Geologist Shares (on a post-Consolidation basis) will be issued.
- (c) The Geologist Shares will be issued as non-cash consideration in satisfaction of geological services provided by E-Merge FZE Pty Ltd and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Geologist Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Geologist Shares will be issued for nil cash consideration, as they are being issued in satisfaction of geological services provided by E-Merge FZE Pty Ltd. Accordingly, no funds will be raised from the issue.
- (f) A voting exclusion statement is included in the Notice.

8.4 **Additional information**

Resolution 6 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 6.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
Acquisition	has the meaning given in Section 5.1.
Agreement	has the meaning given in Section 5.1.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time being the time in Perth, Western Australia.
Board	means the board of Directors.
Capital Raising Shares	has the meaning given in Section 3.1.
Cufe	means Cufe Ltd (ACN 112 731 638)
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of a member of a Key Management Personnel; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means Helix Resources Limited (ACN 009 138 738).
Completion	has the meaning given in Section 5.1.
Consideration Shares	has the meaning given in Section 5.1 (a).
Convertible Securities	means Securities (excluding Options) which are convertible into Shares.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Geologist Shares	means shares to be issued to E-Merge FZE Pty Ltd for geological services to the Company

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, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (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.
Notice	means this notice of general meeting.
Participating Directors	means, collectively, Kylie Prendergast, Kevin Lynn and Michael Povey.
Placement	has the meaning given in Section 3.3
Placement Shares	has the meaning given in Section 3.3.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
VWAP	means volume weighted average price.
White Hills	means White Hills Exploration LLC

Schedule 2 Mining Tenements

P46/2158, P46/2159, P46/2160, P46/2161, P46/2162, P46/2165, P46/2166, P46/2167, P46/2168, P46/2169, P46/2170, P46/2171, P46/2172, P46/2173, P46/2174, P46/2175, P46/2176, P46/2177, P46/2178, P46/2179, P46/2180, P46/2181, P46/2182, P46/2183, P46/2184, P46/2185, P46/2186, P46/2187, P46/2189 and P46/2190 (Tenements)

Schedule 3 – Placement and Director Placement Options terms

The terms and conditions of the Quoted Options (referred to in this Schedule 2 as **Options**) are as follows:

- (a) **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **(Exercise Price)**: The Options have an exercise price of \$0.06 per Option (**Exercise Price**).
- (c) **(Expiry Date)**: The Options expire at 5.00pm (AWST) on 2 years from the date of issue. 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)**: It is the Company's current intention to seek quotation of the Options. There is no certainty that quotation of the Options will be granted. The quotation of the Options will be subject to the Company offering the Options under a prospectus prepared in accordance with Chapter 6D of the Corporations Act and lodged with ASIC and satisfying the quotation conditions set out in the Listing Rules.
- (f) **(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.

The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 100,000 must be exercised on each occasion.

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**).

- (g) **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will:
 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5) of the Corporations Act; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- (h) **(Transferability)**: The Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws and paragraph (i) below.

- (i) **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph (g)(ii), 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 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.
- (j) **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
- (k) **(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.
- (l) **(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.
- (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 without exercising the Options.
- (n) **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
- (o) **(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 Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (p) **(Takeovers prohibition):**
 - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (q) **(No other rights):** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11:00am (AWST) on Monday, 19 October 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

