

HELIX RESOURCES LIMITED
ACN 009 138 738

**Notice of General Meeting
Explanatory Statement
and Proxy Form**

General Meeting to be held at
Celtic Club
48 Ord Street, West Perth WA
on Tuesday 8th March 2011
commencing at 10.00am am WST.

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the shareholders of Helix Resources Limited (“Company”) will be held at Celtic Club 48 Ord Street, West Perth WA on Tuesday 8th March 2011 commencing at 10.00am am WST.

1. APPROVAL OF A PLACEMENT OF FULLY PAID ORDINARY SHARES BY THE COMPANY IN THE LAST TWELVE MONTHS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of listing rule 7.4 of the Listing Rules of ASX Limited and for all other purposes, approval is given to the issue of 19,800,000 fully paid ordinary shares in the Company on 18 November 2010 made by way of placement, as described in the explanatory statement accompanying the notice convening the meeting.”

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and forms part of this Notice of Meeting, and sets out the information required to be provided by ASX Listing Rule 7.5 to assist shareholders with the decision on how to vote on Resolution 1.

Shareholders are referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in the Explanatory Statement.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the General 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.

“SNAP SHOT” TIME

The Directors have determined that all Shares of the Company that are quoted on ASX at 5.30pm WST on 4th March 2011 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue of the shares referred to in Resolution 1 and by any associate of any such person (or those persons).

However, the Company need not disregard a vote cast on Resolution 1 if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

VOTING INTENTIONS

The Chairman intends to vote in favour of the Proposed Resolution in respect of undirected proxy votes where the Chairman is appointed as proxy.

By Order of the Board of Directors

Joneen McNamara
Company Secretary
Helix Resources Limited
4th February 2011

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting convened for Tuesday 8th March 2011.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolution in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

RESOLUTION 1 – APPROVAL OF A PLACEMENT OF FULLY PAID ORDINARY SHARES IN THE LAST TWELVE MONTHS

1 Introduction

- 1.1 The purpose of Resolution 1 is for the shareholders of the Company to approve, for the purposes of listing rule 7.4 of the Listing Rules of ASX Limited (**ASX Listing Rules**) and for all other purposes, the issue of shares that has been made by the Company in the last twelve months, the details of which are set out in the following table (**Placement**):

Issue date	18 November 2010
No of shares issued	19,800,000
Issue price	\$0.115
Terms of the shares	Fully paid ordinary shares. The shares rank equally with other existing fully paid ordinary shares in the Company.
Persons to whom the issue was made	The shares were allotted and issued to unrelated sophisticated and professional investors, including to clients of Macquarie Equities Limited.
Use of the funds raised	The funds are to be used for the advancement of exploration, evaluation and development of the Company's mineral projects and for general working capital purposes.

- 1.2 The information required to be provided to shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5 and set out in the table in paragraph 1.1 above.

2.0 Requirement for shareholder approval

- 2.1 In general terms, ASX Listing Rule 7.1 imposes a limit on the number of shares that can be issued by the Company, without the approval of shareholders or ASX waiver, in any twelve month period, of 15% of the number of fully paid ordinary shares on issue 12 months before the issue (15% limit).
- 2.2 Issues of shares which have received shareholder approval do not count towards the 15% limit. The Company is also permitted to issue shares (or other equity securities) in excess of the 15% limit if those shares are issued in reliance on an exception to ASX Listing Rule 7.1 in ASX Listing Rule 7.2 or the issue is approved by shareholders or an ASX waiver is obtained.
- 2.3 ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue did not breach ASX Listing Rule 7.1 when made and the company's shareholders subsequently approve it.
- 2.4 The issue of shares under the Placement complied with the 15% limit when made. Approval of the issue of shares under the Placement for the purposes of ASX Listing Rule 7.4 will replenish the Company's 15% capacity to the extent of the Placement and enable it to issue further shares (or other equity securities) within the 15% limit.

3 Reasons for seeking shareholder approval of share issue

- 3.1 The effect of the proposed approval by shareholders of Resolution 1 would be that the shares issued under the Placement which have been issued by the Company in the last twelve months, will not count toward the 15% limit. A consequence of approval is that the share issues which are approved will increase the number of shares from which the 15% limit is calculated.
- 3.2 The requirement to obtain shareholder approval for a future issue of shares in excess of the 15% limit, at the time of such issue, could limit the Company's ability to take advantage of opportunities that may arise to raise equity capital. While the Directors do not currently have any specific intention to make an issue of shares, the Directors consider that it is appropriate and prudent for approval to be sought at the meeting in respect of the issue of shares under the Placement, as this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so. Accordingly, the approval of shareholders is being sought to provide the Company with increased flexibility to undertake equity raisings without the need for further shareholder approval.
- 3.3 If this approval is not given at the meeting, the Company may need to incur the costs and delay of convening a special general meeting of the Company if the Directors propose to issue shares (or other equity securities) which do not fall under an exception to the 15% limit in ASX Listing Rule 7.2.
- 3.4 The Directors will only decide to issue further shares (or other equity securities) if it considers it is in the best interests of the Company to do so. This may depend, among other things, on the capital position of the Company and conditions in domestic and international capital markets. It should be noted that, notwithstanding an approval by shareholders of Resolution 1, any future equity raisings will remain subject to the 15% limit.

4. Recommendation of Directors

The directors unanimously recommend that shareholders vote in favour of Resolution 1 as they believe that approval of Resolution 1 is in the best interests of the Company.

GLOSSARY

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

ASX	ASX Limited (ACN 008 624 691).
ASX Listing Rules or Listing Rules	official listing rules of ASX.
Board	Board of Directors.
Company	Helix Resources Limited (ABN 27 009 138 738).
Corporations Act	Corporations Act 2001 (Cth).
Director	current director of the Company.
General Meeting	the general meeting convened by this Notice of Meeting.
Notice of Meeting	the notice of general meeting accompanying this Explanatory Statement.
Resolution	the resolution being put to Shareholders in this Notice of Meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	shareholder of the Company.
WA	Western Australia.
WST	Australian Western Standard Time.

HELIX RESOURCES LIMITED
ACN 009 138 738
PROXY FORM

Shareholder Details

Name:

.....

Address:

.....

Contact Telephone No:

.....

Contact Name (if different from above):

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Appointment of Proxy

I/We being a shareholder/s of Helix Resources Limited and entitled to attend and vote hereby appoint

The Chairman
of the meeting

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

(mark with an 'X')

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Helix Resources Limited to be held at Celtic Club, 48 Ord Street, West Perth Western Australia on Tuesday 8th March 2011 at 10.00am (WST) and at any adjournment of that meeting.



IMPORTANT

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote, please place a mark in this box with an 'X'. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolution and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in computing the required majority if a poll is called. The Chairman of the Meeting intends to vote undirected proxies in favour of the resolution.

Voting directions to your proxy – please mark to indicate your directions

Special Business

Resolution 1. Approval of a Placement of fully paid ordinary shares by the Company in the last 12 months

For

Against

Abstain*

*If you mark the Abstain box, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointment of a second proxy (see instructions overleaf)

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

1 HOW TO COMPLETE THIS PROXY FORM

1.1 Your Name and Address

Please print your name and address as it appears on your holding statement and the company's share register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

1.2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company.

1.3 Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution 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 a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

1.4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company Secretary on (08) 9321 2644 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

1.5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the shareholders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice of General Meeting or may be obtained from the company's share registry.

1.6 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent to PO Box 825, West Perth, WA 6872 or delivered to the company's registered office at Suite 7, 29 Ord Street, West Perth, Western Australia, 6005 or sent by facsimile to the registered office on (08) 9321 3909.