



## Helix Resources Limited

A.C.N. 009 138 738 Incorporated in Western Australia

15<sup>th</sup> September 2009

Dear Shareholder

### ANNUAL GENERAL MEETING OF SHAREHOLDERS

Please find attached the Notice of Meeting in respect of the 2009 Annual General Meeting scheduled for Thursday, 29<sup>th</sup> October 2009 at 10am. I look forward to your attendance.

The economic conditions experienced during the 2008/2009 financial year have been extremely challenging due to the global financial crisis, particularly for the Resources sector. The Company has adopted a strategy of cash preservation and modified exploration and development programs, whilst reviewing numerous acquisition opportunities as companies with insufficient funds struggle for survival.

The annual financial report is available on our website at [www.helix.net.au](http://www.helix.net.au). Alternatively, shareholders wishing to obtain a hard copy can contact the Company.

I refer you to the attached Notice of Meeting and Explanatory Statement and look forward to your support in respect of each of the Resolutions proposed.

Yours sincerely,

**Greg J Wheeler**  
Executive Chairman



**HELIX RESOURCES LIMITED**

**ACN 009 138 738**

**NOTICE OF ANNUAL GENERAL MEETING 2009**

**AND**

**EXPLANATORY STATEMENT  
TO SHAREHOLDERS**

**A PROXY FORM IS ENCLOSED**

**The Directors recommend that Shareholders vote in favour of each of the Resolutions contained in this Notice of Meeting.**

**Please read the Notice and Explanatory Statement carefully.**

**If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of members of Helix Resources Limited (**Helix** or the **Company**) will be held on Thursday, 29<sup>th</sup> October 2009 commencing at 10.00am at the Celtic Club, 48 Ord Street, West Perth, Western Australia.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes in more detail the matters to be considered. Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Annual General Meeting. In accordance with Regulation 7.11.37 of the Corporations Regulations, the directors have determined that the identity of those entitled to attend and vote at the meeting is to be taken to be those persons who held shares in the Company as at 10.00am on 27<sup>th</sup> October 2009.

### AGENDA

#### ORDINARY BUSINESS

##### Accounts

To receive the annual financial report of the Company for the period ended 30 June 2009, the Directors' report and auditor's report.

##### Resolutions

###### 1. Remuneration Report

To consider, and if thought fit to pass, with or without amendment, the following resolution as a non-binding resolution:

*"That for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the year ended 30 June 2009."*

###### 2. Re-Election of Director

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

*"That, for the purposes of clause 13.2 of the Constitution, Mr Michael Wilson, being a Director of the Company who retires from the office of Director by rotation, and being eligible for re-election, is re-elected as a Director of the Company."*

###### 3. Appointment of Auditor

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

*"That Grant Thornton Audit Pty Ltd being qualified to act as auditor and having consented to act as auditor, be appointed as Auditor of the Company, and that the Directors be authorised to agree their remuneration."*

#### PROXIES

A Proxy Form accompanies this Notice of Meeting and to be effective must be received at the Company's registered office:

**In person at:** Helix Resources Limited  
Suite 7 / 29 Ord Street  
WEST PERTH WA 6005

**OR By post to:** Helix Resources Limited  
PO Box 825  
WEST PERTH WA 6872

**OR By facsimile on:** (61 8) 9321 3909

by not later than 10.00am (WST), Tuesday, 27<sup>th</sup> October 2009.

Each Shareholder is entitled to appoint a proxy. The proxy does not need to be a member of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

**BY ORDER OF THE BOARD**  
**Joneen McNamara**  
**Company Secretary**  
**15<sup>th</sup> September 2009**

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of Helix Resources Limited (**Helix** or the **Company**) in connection with the business to be conducted at an Annual General Meeting of Shareholders to be held at the Celtic Club, 48 Ord Street, West Perth, WA on Thursday, 29<sup>th</sup> October 2009 at 10.00am.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Annual General Meeting.

Shareholders should note that all the Directors approved the proposal to put the Resolutions to Shareholders as outlined in the Notice of Annual General Meeting and to prepare this Explanatory Statement.

### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2009 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments have resulted in a reduction in the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at [www.helix.net.au](http://www.helix.net.au) or request a copy from the Company at any time.

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The remuneration report is set out in the Company's annual financial report for the financial year ended 30 June 2009.

The remuneration report sets out the Company's remuneration arrangements for the directors and senior management of the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

The Corporations Act requires that a resolution to adopt the remuneration report be put to Shareholders. However, Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

In accordance with ASX Listing Rule 14.4 and clause 13.2 of the Constitution one third of the Directors for the time being must retire from office at every annual general meeting and are eligible for re-election.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Mr Wilson retires by rotation and seeks re-election.

### 4. RESOLUTION 3 – RESIGNATION AND APPOINTMENT OF AUDITOR

Grant Thornton (WA) Partnership have resigned as auditor (subject to consent of the Australian Securities and Investments Commission ("ASIC")). In accordance with the Corporations Act, Grant Thornton Audit Pty Ltd have been nominated and agreed to act as Auditor of the Company. If approval is received to this Resolution, Grant Thornton Audit Pty Ltd's appointment as auditor shall commence from the date of this Annual General Meeting (subject to ASIC's consent to Grant Thornton (WA) Partnership's resignation).

PROXY FORM

The Secretary
Helix Resources Limited
PO Box 825,
West Perth WA 6872
FAX:- (08) 9321 3909

I/We (full name) \_\_\_\_\_
of \_\_\_\_\_
being a member(s) of Helix Resources Limited, hereby appoint as my/our proxy

of \_\_\_\_\_
or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 10.00am on Thursday, 29th October 2009 and at an adjournment thereof in respect of \_\_\_% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

Usual Signature \_\_\_\_\_ Usual Signature \_\_\_\_\_
Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009.

RESOLUTIONS

Table with 3 columns: Resolution text, FOR, AGAINST, ABSTAIN. Rows include: Resolution 1 - Adoption of Remuneration Report, Resolution 2 - Re-Election of Mr Wilson as a Director, Resolution 3 - Appointment of Grant Thornton Audit Pty Ltd as Auditor.

If the Member is a Company

Signed in accordance with the constitution of the company (affix common seal if applicable)

\_\_\_\_\_  
Director/Sole Director      Director/Secretary      Sole Director and Sole Secretary

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009.

INSTRUCTIONS AS TO VOTING

If you wish to direct your proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a "X" in the appropriate box for each Resolution, otherwise your proxy will vote as he/she thinks fit or abstain from voting.

NOTES

- 1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company, posted to PO Box 825 West Perth 6872 or sent by facsimile to Fax: 08 9321 3909 to be received not less than 48 hours prior to the time of the meeting.
5. If the member is a company it must execute under its common seal or otherwise in accordance with Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
- 2 directors of the company; or
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

---

# GEE VEE PTY LTD

A.C.N. 009 458 299

Registered Office  
Unit 5, 19 York Street  
Subiaco WA 6008

Mobile: 0414 961 122  
Tel: 9447 1775  
Email: gwheeler@ozemail.com.au

Director  
Greg J Wheeler FCA; SF Fin

---

2<sup>nd</sup> September 2009

The Directors  
Helix Resources Ltd  
Suite 7, 29 Ord Street  
WEST PERTH WA 6005

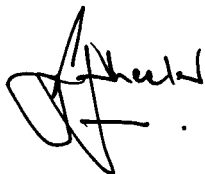
Dear Sirs

## **NOTICE OF NOMINATION AS AUDITOR**

We, Gee Vee Pty Ltd ATF <G J Wheeler Family Trust> being a shareholder of Helix Resources Limited, hereby nominate Grant Thornton Audit Pty Ltd for appointment as auditor of Helix Resources Ltd at the forthcoming Annual General Meeting.

We request a copy of this nomination is sent to all persons entitled to receive notice of the AGM and Grant Thornton Audit Pty Ltd.

Yours faithfully



**Director**

---