

HELIX RESOURCES LIMITED

ACN 009 138 738

NOTICE OF ANNUAL GENERAL MEETING 2011

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 2011 Annual General Meeting of members of Helix Resources Limited (**Helix** or the **Company**) will be held on Thursday, 3rd November 2011 commencing at 11.00am 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 11.00am on 1st November 2011.

AGENDA

ORDINARY BUSINESS

Accounts

To receive the annual financial report of the Company for the period ended 30 June 2011, 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 2011."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes 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) of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (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)*.

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 Gordon Dunbar, 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."

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 11.00am (WST), Tuesday, 1st November 2011.

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
4th October 2011

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, 3rd November 2011 at 11.00am.

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 2011 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 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 2011.

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.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the remuneration report at the Annual General Meeting, and then again at the Company's 2012 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2012 annual general meeting. All of the Directors who were in office when the Company's 2012 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the remuneration report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, *you must direct the proxy how they are to vote*. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the remuneration report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

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 Gordon Dunbar retires by rotation and seeks re-election.

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 11.00am on Thursday, 3rd November 2011 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 _____ 2011.

RESOLUTIONS

Table with 3 columns: Resolution, FOR, AGAINST, ABSTAIN. Rows include Resolution 1 - Adoption of Remuneration Report and Resolution 2 - Re-Election of Mr Gordon Dunbar as a Director.

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 _____ 2011.

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. OR

If the Chairman of the meeting is appointed as your proxy or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of resolutions, please place a mark in this box. []

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of a Resolution and votes cast by him other than as proxy holder will 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 will not cast your votes on a Resolution in which he has an interest and your votes will not be counted in calculating the required majority if a poll is called on a Resolution. The Chairman intends to vote in favour of each Resolution.

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.