



2nd October 2012

The Company Announcements Platform
Australian Securities Exchange

PRO-RATA NON-RENOUCEABLE RIGHTS ISSUE

Helix Resources Limited (**ASX: HLX**) (**Helix** or the **Company**) is pleased to announce that it intends to undertake a capital raising by way of a pro-rata non-renounceable rights issue of options (**Options**) to acquire fully paid ordinary shares (**Shares**) in the Company (**Rights Issue**).

A total of approximately \$1,705,000 (before costs) will be raised if the Rights Issue is fully subscribed and will provide the Company with additional funds to continue its exploration activities in NSW and Chile.

RIGHTS ISSUE

Helix will offer a 1 for 3 non-renounceable entitlement issue to Shareholders of Options at an issue price of 2.5 cents per Option, to raise up to approximately \$1,705,000.

The key terms of the Options offered pursuant to the Rights Issue are as follows:

- the exercise price of each Option shall be 1.5 cents;
- the Company will apply to have the Options quoted on the ASX;
- the expiry date of each option shall be 30 September 2014 (**Expiry Date**); and
- the options may be exercised at any time prior to the Expiry Date.

Existing Shareholders will be offered the opportunity to purchase one (1) Option for every three (3) Shares held by them as at the record date of 11 October 2012 at a price of 2.5 cents per Option.

The Rights Issue will be made pursuant to a prospectus to be lodged with ASIC in accordance with the timetable set out below (**Prospectus**).

The Company currently has no issued ASX listed options as part of its capital structure. Following the issue of the Options under the Rights Issue, a total of 68,216,357 Options will be issued by the Company, assuming full subscription of the Rights Issue.

SHORTFALL

Shareholders will be given the opportunity to apply for Options above their entitlement that make up any shortfall. Shareholders who wish to apply for Options above their entitlement can complete the Shortfall Application Form which will accompany the Prospectus.

Any shortfall shall be placed at the discretion of the Directors. The Directors reserves the right to allot to an applicant a lesser number of Options than the number for which the applicant applies, or to reject an application, or to not proceed with placing the shortfall.

USE OF FUNDS

The Company intends to use the funds to be raised pursuant to the Rights Issue as follows:



Helix Resources Limited

Gold, Copper, Iron Ore in Australia and Chile



Use of Funds	\$
Exploration activities in Chile	600,000
Exploration activities in NSW	600,000
Administration expenses & Costs of this Prospectus	505,408
TOTAL	\$1,705,408

TIMETABLE

The indicative timetable for the Rights Issue is set out below. The timetable will be confirmed upon lodgment of the Prospectus with ASIC.

Indicative Timetable for Rights Issue:

Announce Entitlement Issue and lodge Appendix 3B	2 October 2012
Lodgment of Prospectus with ASIC and ASX	2 October 2012
Notice sent to Shareholders	4 October 2012
Ex Date	5 October 2012
Record Date for determining Shareholder entitlements	11 October 2012
Prospectus despatched to Shareholders	15 October 2012
Closing Date of Offer*	29 October 2012
Securities quoted on a deferred settlement basis	30 October 2012
Notify ASX of under-subscriptions	31 October 2012
Despatch date/Shares entered into Shareholders' security holdings	1 November 2012

*The Directors may extend the Closing Date by giving at least 6 Business Days notice to ASX prior to the Closing Date.

For further information, please contact the undersigned or Technical Director, Mr. Michael Wilson:

Greg J Wheeler
Executive Chairman



Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Helix Resources Limited

ABN

27 009 138 738

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Options over Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 68,216,357 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Pro-rata non-renounceable option entitlement issue at an issue price of \$0.025 and exercisable at \$0.015 by 30 September 2014. |

+ See chapter 19 for defined terms.

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Options issued will be a different class of quoted securities.</p> <p>Shares issued on exercise of the Options will rank equally with existing Shares on issue.</p>						
<p>5 Issue price or consideration</p>	<p>Issued for \$0.025 per option with an exercise price of \$0.015 per option.</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Raise capital for exploration activities.</p>						
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>1 November 2012</p>						
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1321 997 1366">Number</th> <th data-bbox="997 1321 1294 1366">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1366 997 1500">204,649,072</td> <td data-bbox="997 1366 1294 1500">Fully Paid Ordinary Shares</td> </tr> <tr> <td data-bbox="686 1500 997 1637">68,216,357</td> <td data-bbox="997 1500 1294 1637">Options exercisable at \$0.015 expiring 30th September 2014</td> </tr> </tbody> </table>	Number	⁺ Class	204,649,072	Fully Paid Ordinary Shares	68,216,357	Options exercisable at \$0.015 expiring 30 th September 2014
Number	⁺ Class						
204,649,072	Fully Paid Ordinary Shares						
68,216,357	Options exercisable at \$0.015 expiring 30 th September 2014						

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	2,500,000	Incentive Options exercisable at \$0.125 expiring 31 March 2014
	2,500,000	Incentive Options exercisable at \$0.175 expiring 31 March 2014
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non-renounceable
13 Ratio in which the +securities will be offered	1:3
14 +Class of +securities to which the offer relates	Option
15 +Record date to determine entitlements	11 October 2012
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17 Policy for deciding entitlements in relation to fractions	Eligible shareholders will be entitled to Options based on their shareholding of shares at Record Date, divided by three and rounded up to the nearest whole number.

+ See chapter 19 for defined terms.

18 Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

Any country outside Australia and New Zealand

19 Closing date for receipt of acceptances or renunciations

29 October 2012

20	Names of any underwriters	n/a
21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	n/a
25	If the issue is contingent on +security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	15 October 2012
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	n/a
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	n/a

+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)? n/a
- 33 +Despatch date 1 November 2012

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="785 1444 1088 1482">Number</th> <th data-bbox="1088 1444 1386 1482">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="785 1482 1088 1668"></td> <td data-bbox="1088 1482 1386 1668"></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

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Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

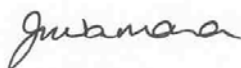
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(Company secretary)

Date: 2 October 2012

Print name: Joneen McNamara

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+ See chapter 19 for defined terms.