



Helios Energy Ltd

13 March 2025

Helios Conducts Placement and Launches Fully Underwritten Entitlement Offer

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Oil and gas exploration and project development company Helios Energy Ltd ACN 143 932 110 (ASX: HE8) (**Helios** or the **Company**) is pleased to announce that:

- it has procured firm commitments from a number of sophisticated and professional investors to subscribe for a total of 142,857,142 new ordinary shares in the Company (**New Shares**) at the issue price of \$0.007 each to raise approximately \$1 million (before costs) (**Placement**);
- it is also conducting a fully underwritten non-renounceable entitlement offer of New Shares to Eligible Shareholders (defined below) to raise a further approximately \$2.6 million (before costs) (**Entitlement Offer**, and together with the Placement, the **Offer**); and
- it has received significant management support with the following Directors participating in the Entitlement Offer:
 - Non-Executive Director Mark Lichtenberg has committed to take up all of his entitlements under the Entitlement Offer as well as subscribing up to \$100,000 worth of shares under the shortfall;
 - Managing Director Philipp Kin has committed to subscribe for up to \$50,000 worth of shares under the shortfall; and
 - Non-Executive Director John Cathcart has committed to subscribe for up to \$50,000 worth of shares under the shortfall.

Managing Director Philipp Kin commented:

"We are delighted by the response to the Placement from existing Shareholders and from new institutional and high net worth investors. The Offer presents the opportunity for existing Shareholders, through the Entitlement offer, to assist in funding an exciting period for the Company and new sophisticated investors to join the register who see the significant opportunity in the Company and its assets.

In any capital raise we are always conscious of dilution to existing Shareholders versus the need to ensure the Company is properly funded to execute its strategy to deliver tangible results to Shareholders.

These funds will more than cover any legacy debts and, more importantly, give us the runway to progress the Company to the next level in the coming months, being ready for commissioning of drilling, assessment of further acreage opportunities, assessment of commercial opportunities that will likely arise from production and investigation of potential Joint Ventures in our Presidio acreage.

As the Company continues to work towards drilling milestones we anticipate a significant rerate to the Company's enterprise value. I look forward to updating Shareholders in the coming months with our progress."

ASX Code: HE8

Directors

Philipp Kin

Managing Director

Mark Lichtenberg

Non-Executive Director

John Cathcart

Non-Executive Director

John Kenny

Non-Executive Director

Henko Vos

Non-Executive Director &
Company Secretary

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The proceeds raised under the Offer will be used by the Company:

- (A\$2.6m) for licensing/permitting renewals, technical geological, geotechnical, well design and planning reclamation works; and
- (A\$1m) for general working capital (including to pay the costs of the Offer) purposes.

Please see the Company's investor presentation released on ASX today (**Investor Presentation**) for further information in relation to the proposed use of funds.

Placement

Helios is raising approximately \$1 million (before costs) under the Placement by issuing 142,857,142 New Shares at the issue price of \$0.007 each.

New Shares issued under the Placement will rank equally with existing Helios ordinary shares (each, a **Share**) from the date of their issue.

Settlement of the Placement is scheduled to occur on 21 March 2025 with the New Shares expected to be issued on 24 March 2025.

New Shares issued under the Placement do not have rights to participate in the Entitlement Offer.

The Placement is being conducted under the Company's available Listing Rule 7.1 placement capacity.

The Placement is being managed by Gleneagle Securities (Aust) Pty Ltd (**Lead Manager**).

Entitlement Offer

Helios is also undertaking the Entitlement Offer, which is a fully underwritten non-renounceable entitlement offer of New Shares to Shareholders with a registered address in Australia or New Zealand as at 7pm (Sydney time) on the Record Date (defined below) (**Eligible Shareholders**) on the offer ratio of 1 New Share for every 7 Shares held.

The Company is proposing to raise approximately \$2.6 million (before costs) under the Entitlement Offer.

The offer price per New Share offered under the Entitlement Offer is \$0.007 (**Offer Price**). The Offer Price (being the same price as the Placement) represents a discount of:

- approximately 56% to the last closing price of Shares on ASX on 10 March 2025 of \$0.016; and
- approximately 40% to the 30-day volume weighted average share price calculated over the 30 trading days prior to the date of this announcement.

The terms and conditions and further details of how to participate in the Entitlement Offer will be set out in an entitlement offer booklet (**Offer Booklet**) which is expected to be sent to Eligible Shareholders on 20 March 2025. The Company will also lodge a copy of the Offer Booklet on ASX.

Eligible Shareholders as at the record date of 7pm (Sydney time) on 18 March 2025 (**Record Date**) will be invited to participate in the Entitlement Offer.



The Entitlement Offer is expected to open on 21 March 2025, and close at 5pm (Sydney time) on 9 April 2025.

As the Entitlement Offer is non-renounceable, entitlements to subscribe for New Shares under the Entitlement Offer cannot be traded on ASX or transferred.

Eligible Shareholders who subscribe for their full entitlement under the Entitlement Offer will also be able to apply for additional New Shares (i.e. New Shares in excess of their pro rata entitlement) on the same terms (**Top Up Offer**).

The Entitlement Offer is fully underwritten by the Lead Manager in accordance with the terms of an underwriting agreement entered into by the Company and the Lead Manager (**Underwriting Agreement**).

If there remains any shortfall after allocation of entitlements to Eligible Shareholders under the Entitlement Offer and Top Up Offer, the Underwriter will subscribe or procure subscriptions for the entirety of the shortfall in accordance with the terms of the Underwriting Agreement.

In addition to the underwriting arrangements described above, the Company is pleased to advise that Non-Executive Director, Mark Lochtenberg, has committed to take up all of his entitlements under the Entitlement Offer and has entered into sub-underwriting arrangements with the Lead Manager committing him to subscribe for up to \$100,000 worth of any shortfall that may exist on completion of the Entitlement Offer. The Company's Managing Director and the Company's Non-Executive Director, Philipp Kin and John Cathcart, respectively have each also entered into separate sub-underwriting arrangements with the Lead Manager committing them to subscribe for up to a total of \$100,000 (i.e. \$50,000, each) worth of any shortfall that may exist on completion of the Entitlement Offer.

The material terms of the Underwriting Agreement are provided in Schedule 3 of the Offer Booklet.

Key Dates for the Entitlement Offer

Announcement of Entitlement Offer	13 March 2025
Ex Date	17 March 2025
Record Date	7pm (Sydney time) on 18 March 2025
Offer Booklet sent to Eligible Shareholders	20 March 2025
Opening Date	21 March 2025
Issue Date for New (Placement) Shares	24 March 2025
Last day to extend the Closing Date	4 April 2025
Closing Date	5pm (Sydney time) on 9 April 2025
Announce results of Entitlement Offer	14 April 2025
Issue Date for New (Entitlement Offer) Shares	16 April 2025
Trading of New (Entitlement Offer) Shares begins	17 April 2025

Note: All dates and times referred to above are indicative only. Helios reserves the right to amend any above referred dates subject to the *Corporations Act 2001* (Cth), ASX Listing Rules and the receipt of the Lead Manager's consent. An amendment to one date in the timetable will likely have a consequential effect on each subsequent date. The commencement of quotation of New Shares under each component of the Offer is subject to confirmation from ASX.

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Further information

Please see the Offer Booklet and the Investor Presentation for further information in relation to the Entitlement Offer.

If you have any questions in relation to the Offer, please contact the Company's Company Secretary, Mr Henko Vos via email at henko.vos@nexiaperth.com.au or Ms Geraldine Holland at geraldine.holland@nexiaperth.com.au on +61 8 9463 2463 between 8.30am and 5.00pm (Perth time) Monday to Friday.

Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should make your own assessment and consult your independent broker, solicitor, accountant, financial adviser or other professional adviser in relation to the information in this announcement and any action to be taken on the basis of that information.

This ASX announcement has been authorised for release by the Board of Helios.

For further information please contact:

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About Helios

Helios Energy Ltd ACN 143 932 110 (ASX:HE8) is an onshore oil and gas exploration and project development company whose principal activity is the exploration and development of its Presidio Oil and Gas Project located in Presidio County, Texas, USA.

Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to any person that is, or is acting for the account or benefit of, a "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933 (U.S. Securities Act)) (U.S. Person) or in any other jurisdiction in which such an offer would be illegal. The securities to be offered and sold under the Placement and Entitlement Offer have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, no New Shares (or any entitlements thereto) may be offered or sold, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a U.S. Person unless they have been registered under the Securities Act (which Helios has no obligation to do or procure) or are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and the securities laws of any applicable state or other jurisdiction of the United States. This announcement may not be released or distributed in the United States or to U.S. Persons.

Forward-looking statements

This announcement includes certain forward-looking statements. Forward-looking statements can generally be identified by the use of forward-looking words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objective", "outlook", "guidance" or other similar words and include statements regarding plans, strategies and objectives of management, trends and outlook. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Helios' actual results, performance and achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements are based upon management's good faith assumptions relating to the financial, market, regulatory and other relevant environments that will exist and affect Helios' business and operations in the future. Helios cannot give any assurance that the assumptions upon which management based its forward-looking statements will prove to be correct or that Helios' business and operations will not be affected by other factors not currently foreseeable by management or beyond its control. Any forward-looking statements contained in this announcement speak only as of the date of this announcement.