



Announcement Summary

Entity name

HELIOS ENERGY LTD

Announcement Type

New announcement

Date of this announcement

13/3/2025

The Proposed issue is:

A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
HE8	ORDINARY FULLY PAID	372,007,063

Ex date

17/3/2025

+Record date

18/3/2025

Offer closing date

9/4/2025

Issue date

16/4/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

HELIOS ENERGY LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

61143932110

1.3 ASX issuer code

HE8

1.4 The announcement is

New announcement

1.5 Date of this announcement

13/3/2025

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued**ASX +security code and description**

HE8 : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

HE8 : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

7

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

372,007,063

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.00700

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes

Describe the limits on over-subscription

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).

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

In the event the Entitlement Offer is oversubscribed, the Company intends, subject to the requirements of the Corporations Act and the Listing Rules (and any other applicable law or regulation), to scale-back applications for Additional New Shares received from Eligible Shareholders in proportion to their proportionate interest in Shares as at the Record Date.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 3C - Timetable**3C.1 +Record date**

18/3/2025

3C.2 Ex date

17/3/2025

3C.4 Record date

18/3/2025



3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

20/3/2025

3C.6 Offer closing date

9/4/2025

3C.7 Last day to extend the offer closing date

4/4/2025

3C.9 Trading in new +securities commences on a deferred settlement basis

10/4/2025

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

16/4/2025

3C.12 Date trading starts on a normal T+2 basis

17/4/2025

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

23/4/2025

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Gleneagle Securities (Aust) Pty Ltd

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Fees to the Lead Manager would be 6% of the gross proceeds raised under the Placement and Entitlement Offer and 41,000,000 options (the terms of which will also be included in the Appendix 3B for the Placement). For further information, please refer to Section 3.6 of the Offer Booklet for the Entitlement Offer (which is expected to be released on ASX and sent to eligible shareholders on 20 March 2025).

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Gleneagle Securities (Aust) Pty Ltd

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

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).

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

Fees to the Lead Manager would be 6% of the gross proceeds raised under the Placement and Entitlement Offer and 41,000,000 options (the terms of which will also be included in the Appendix 3B for the Placement). For further information, please refer to Section 3.6 of the Offer Booklet for the Entitlement Offer (which is expected to be released on ASX and sent to eligible shareholders on 20 March 2025).

**3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated**

The Lead Manager may terminate its obligations if the Entitlement Offer (EO) document was found to be defective in its disclosure, does not comply with the Corporations Act or Listing Rules, or if it contains any statement that is or becomes false, misleading or deceptive or likely to mislead or deceive, or a new circumstance arises that would require disclosure under the Corporations Act had that new circumstance arisen before the EO document was released, or if ASIC approval for the exception in Item 10 of section 611 is not given on or before the settlement date, or if it is given, it is withdrawn or revoked by ASIC, or if ASIC indicates approval is likely to be withdrawn or revoked before settlement date, or if the Company's ASX200 S&P Index falls by 10% or more from its level as at the close of trading on the day before the date on which the EO is announced at any time from the announcement date until completion of the EO.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

Names of the directors who will be participating in the sub-underwriting of the proposed offer are:

Philipp Kin - Managing Director

Mark Lochtenberg - Non-Executive Director

John Cathcart - Non-Executive Director

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

The following amounts are being sub-underwritten as follows:

Philipp Kin - \$50,000

Mark Lochtenberg - \$100,000

John Cathcart - \$50,000

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

There are no fees payable to Mr Lochtenberg for the provision of his commitment to take up his entitlement under the Entitlement Offer, or to Messrs Lochtenberg, Kin and Cathcart for the provision of their sub-underwriting commitments under the Entitlement Offer.

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Only as noted above.

Part 3F - Further Information**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Funds raised will be used for advancing the Presidio Oil & Gas Project, working with WDVG on a development plan for the Presidio Project, undertaking further field work and the next phase drill program, and for general working capital purposes.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

All countries with the exception of Australia and New Zealand.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

**3F.5a Please provide further details of the offer to eligible beneficiaries**

Shareholders who are nominees, trustees or custodians are to seek legal advice as to whether they may participate in the Entitlement Offer (EO) on behalf of their beneficial holders. It is the responsibility of any such beneficial holder to ensure compliance with any laws of a country relevant to the particular application. Nominees and custodians may not distribute the EO document, and may not permit any beneficial holder to participate in the EO in any country outside of Australia and New Zealand unless consented by the Company. In the event that a nominee, trustee or custodian holds Shares on behalf of more than one beneficial holder, it may only apply for Additional New Shares on behalf of a beneficial holder on whose behalf they applied for their full Entitlement to be taken up, unless the relevant beneficial holder is a Related Party or Associate of a Related Party of the Company or holds 5% or greater of the Company's shares, in which case they may not participate in the EO.

3F.6 URL on the entity's website where investors can download information about the proposed issue

www.heliosenergyltd.com

3F.7 Any other information the entity wishes to provide about the proposed issue

Refer to ASX announcement released earlier today, 13 March 2025.

3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)