



**Helios Energy Limited**

**ABN 61 143 932 110**

**Annual Report - 30 June 2025**

Directors	Mark Lochtenberg John Kenny Henko Vos Philipp Kin John Cathcart
Company secretary	Henko Vos
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Auditor	BDO Audit Pty Ltd Level 9, Mia Yellagonga Tower 2 5 Spring Street Perth WA 6000, Australia T: +61 8 6382 4600 F: +61 8 6382 4601
Solicitors	K&L Gates Level 31, 1 O'Connell Street Sydney NSW 2000, Australia T: +61 2 9513 2300
Securities exchange listing	Helios Energy Limited shares are listed on the Australian Securities Exchange (ASX code: HE8)
Website	<a href="http://www.heliosenergyltd.com">www.heliosenergyltd.com</a>

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Dear Shareholders,

FY2025 has been a year of reset and renewal for Helios. When I joined as Managing Director & CEO in late 2024, it was clear the Company needed to rebuild its foundations — technically, financially and strategically — in order to unlock the potential of our flagship Presidio Project in Texas.

Over the past twelve months we have taken deliberate steps to achieve this. Independent resource validation confirmed the scale and quality of the Presidio acreage, establishing a strong baseline of contingent resources. At the same time, we engaged world-class technical partners in W.D. Von Gonten Engineering (**WDVG**) and strengthened our in-house capability with a U.S. based operational team. These changes were not made lightly; they were necessary to de-risk the project and to ensure that every decision we make going forward is grounded in the best available technical expertise.

We also undertook the hard but essential work of recommissioning our wells and infrastructure. The commencement of restarting operations marked a turning point. Oil, gas and condensate have already been recovered and stored, giving us both tangible production outcomes and valuable technical data. It is an early but important sign of progress — and a platform from which to grow.

I am also pleased to welcome John Cathcart, who joined the Board as a Non-Executive Director, and Paul Fudge, who came on board as Commercial Advisor. John brings over three decades of energy sector and capital markets experience, while Paul is one of Australia's most respected oil and gas entrepreneurs. Their combined expertise strengthens both our governance and our ability to capture value from the Presidio Project as we move toward production.

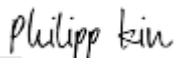
These actions are set against the broader backdrop of an evolving U.S. energy landscape. Domestic energy security has become a central policy theme, with state and federal reforms creating clearer permitting frameworks and stronger tailwinds for onshore development. Texas remains one of the most attractive jurisdictions globally, and our position in Presidio County offers both resource scale and strategic location. As the global market continues to balance supply pressures with the need for secure, responsibly developed resources, Helios is well-placed to participate in that opportunity.

Looking ahead, our priorities are clear. We will continue to build on the restart program to deliver steady production and early cashflow, while advancing development planning across the broader acreage. WDVG's technical work will guide our approach to drilling and field expansion, ensuring that we deploy capital in a disciplined, value-accretive way. Discussions with potential farm-in partners have commenced, reflecting both the scale of the Presidio resource and the industry's interest in high-quality domestic projects.

As we move into the next year, Helios is no longer simply an explorer with potential — we are a company executing a pathway to production, supported by a stronger team, validated resources and improving industry conditions.

Finally, I would like to thank our shareholders for their continued support during this transformative period. Your backing has allowed us to reset the Company and lay the foundations for growth. The progress we have made would not have been possible without that support, and I look forward to delivering on the next phase of our journey together.

Yours sincerely



**Philipp Kin**  
Managing Director & CEO

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Helios Energy Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2025.

## **Directors**

The following persons were directors of Helios Energy Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mark Lochtenberg – appointed on 30 August 2023  
John Kenny – appointed on 26 October 2023  
Henko Vos – appointed on 8 August 2024  
Philipp Kin – appointed on 15 November 2024  
John Cathcart – appointed on 5 February 2025

## **Principal activities**

The Company is an onshore oil and gas exploration company whose principal activity is the Presidio Oil and Gas Project located in Presidio County, Texas, USA.

## **Dividends**

There were no dividends paid, recommended or declared during the current or previous financial year.

## **Review of operations**

The loss for the Group after providing for income tax amounted to \$3,682,045 (30 June 2024: \$4,957,997).

During FY2025, Helios Energy focused on advancing and de-risking its flagship Presidio Oil & Gas Project in Presidio County, Texas. The year was defined by a technical reset, the independent validation of the resource base and the first tangible steps toward restoring production from existing wells.

An Independent Contingent Resource Report delivered early in 2025 (refer ASX announcements dated 16 and 28 January 2025), confirmed the scale and quality of the Presidio acreage. Based on drilling, logging, sampling and testing across four wells, the report validated the Company's long-held thesis that the Ojinaga Formation is analogous to the prolific Austin Chalk in East Texas. Net contingent resources of 13.3 to 21.7 million barrels of oil equivalent were estimated in the Lower Ojinaga Formation alone, with further upside identified in the overlying Ojinaga benches and Eagle Ford Shale. This independent assessment underpins the project's strategic significance and reinforces its long-term potential.

To support the next phase of work, Helios appointed W.D. Von Gonten Engineering (**WDVG**), a highly regarded petroleum engineering consultancy based in Houston, to provide advanced technical analysis and development planning. Their work includes hydraulic fracture modelling, reservoir studies and production forecasting, and has already begun to materially de-risk the Presidio project while sharpening the Company's forward development strategy.

Field activity continued throughout the year with Helios maintaining a 70% working interest across approximately 7,238 acres. Operational focus was on recommissioning existing wells and maintaining infrastructure, including permanent production facilities at the Presidio 141#2 lease. These efforts culminated in the commencement of restart operations in July 2025, with wells 141#1 and 141#2 brought back online. Intermittent flows of oil, gas and condensate have been recovered and approximately 500 barrels of oil were in storage on site at year end. This represents a significant milestone, both in generating early-stage cashflow and in gathering valuable data to inform future drilling and development plans.

Reservoir analysis and seismic interpretation across the acreage further confirmed the quality of the Ojinaga Formation, with petrophysical work showing strong porosity and permeability levels that support its classification as a productive unconventional reservoir. Together with the ongoing reservoir modelling and target identification being advanced by WDVG, these technical studies provide a strong foundation for optimised well placement and full-field development.

Through these combined efforts, Helios has transformed its operational position during the year. The project is now supported by validated resources, strengthened technical expertise and proven field infrastructure, with oil already being recovered and stored. The Company enters the new financial year with a clear path to transition from explorer to producer, supported by a growing body of evidence that the Presidio Project is a high-quality asset capable of delivering significant value.

## Contingent Resources

The Company announced its maiden Contingent Resource Estimate on 16 January 2025 (also refer the Company's ASX announcement on 28 January 2025 in this regard). The Company confirms that it is not aware of any new information or data that materially affects the information included in these announcements and that all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed.

The Company's 2C Contingent Resources at 30 June 2025 are assessed to be 17.5 MMBOE (net 75% NRI to Helios).

### *Helios Net Contingent Resources - Presidio Project – Entitlements Enforced*

Category	Oil (MMbbl)	Gas (BCF)	NGL (MMbbl)	Total (MMBOE)
Low Estimate (1C)	4.88	35.6	2.49	13.3
<b>Best Estimate (2C)</b>	<b>6.47</b>	<b>46.5</b>	<b>3.26</b>	<b>17.5</b>
High Estimate (3C)	8.06	57.4	4.03	21.7

This is further broken down as follows:

Category	Gross (100%)			Working Interest			Net Revenue Interest		
	Gas (BCF)	Oil (MMbbl)	NGL (MMbbl)	Gas (BCF)	Oil (MMbbl)	NGL (MMbbl)	Gas (BCF)	Oil (MMbbl)	NGL (MMbbl)
Low Estimate (1C)	74.2	9.04	5.11	47.5	6.51	3.32	35.6	4.88	2.49
<b>Best Estimate (2C)</b>	<b>96.3</b>	<b>11.95</b>	<b>6.64</b>	<b>62.0</b>	<b>8.63</b>	<b>4.35</b>	<b>46.5</b>	<b>6.47</b>	<b>3.26</b>
High Estimate (3C)	118.4	14.87	8.18	76.5	10.75	5.37	57.4	8.06	4.03

Under the SPE PRMS 2018, "Contingent Resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations by application of development projects, but which are not currently considered to be commercially recoverable owing to one or more contingencies". The Contingent Resources assessment includes resources in Presidio Project, located in Texas, USA.

### *Qualified Petroleum Reserves and Resources Evaluator Statement*

The information contained in this report regarding Helios' resources is based on, and fairly represents, information and supporting documentation reviewed and signed off by Dwayne Stewart, who meets the requirements regarding qualifications, independence, objectivity, and confidentiality set out in the Society of Petroleum Engineer standards. Dwayne Stewart is a Licensed Professional (Petroleum) Engineer in the State of Texas. Dwayne is a qualified resources estimator in accordance with ASX listing rule 5.41, and has consented to the inclusion of this information in the form and context in which it appears.

## Corporate

During the year Helios undertook a significant corporate reset, strengthening both its leadership team and financial position to support the advancement of the Presidio Project. In November 2024, Philipp Kin was appointed as Managing Director and Chief Executive Officer, bringing over 18 years of experience in the energy and resources sectors. Under his leadership, the Company has focused on rebuilding technical and operational capability while instilling a disciplined approach to cost and capital management.

The Board was further strengthened in February 2025 with the appointment of John Cathcart as a Non-Executive Director, adding more than three decades of energy sector and capital markets experience. In March 2025, Helios welcomed respected oil and gas entrepreneur Paul Fudge as Commercial Advisor, whose track record in monetising large-scale onshore assets brings considerable strategic depth. In parallel, the Company appointed Edward May as Chief Financial Officer, a Texas-based oil and gas financial specialist with over 20 years of sector experience. These appointments have collectively added strong commercial, financial and technical oversight to the Company at a pivotal stage in its growth.

To ensure alignment with operational objectives, Helios also expanded its U.S. based technical capability with the addition of a Chief Operating Officer, Chief Geologist and Chief Drilling Engineer on a contract basis. These appointments provide the Company with immediate, in-country operational expertise while maintaining a lean cost structure.

On the funding front, Helios completed a series of capital initiatives during the first half of 2025. In February 2025, the Company raised \$691,325 through the issue of interest-free Convertible Notes, followed in March 2025 by a \$3.6 million equity raising comprising a \$1 million placement and a fully underwritten \$2.6 million entitlement offer. The proceeds were allocated to technical and geological workstreams, recommissioning activities and general working capital, while also allowing the repayment of short-term loans. Importantly, all convertible notes not subject to shareholder approval were subsequently exercised, strengthening the balance sheet by removing debt obligations.

Helios also transitioned its share registry to Automic Pty Ltd during the year, enhancing shareholder engagement through improved digital access to holding information.

Throughout the period, the Company has remained focused on cost discipline. Senior U.S. technical hires were engaged on contract terms to minimise fixed overheads, while broader corporate expenditure was aligned with operational priorities. This approach has ensured that shareholder funds are directed toward value-adding activities, particularly the restart of production and the de-risking of the Presidio acreage.

Collectively, these corporate initiatives have provided Helios with a stronger leadership team, enhanced financial flexibility and an improved platform to execute on its strategy of transitioning from explorer to producer.

### **Business risks**

The Company's activities have inherent risk associated with them and the Board is unable to provide certainty as to the expected results of its oil and gas and helium activities, or that any or all of the likely or proposed activities will be successful. The material business risks faced by the Company that could influence the Company's prospects, and how the Company manages these risks, are detailed below.

### **Operational risks**

The Company may be affected by various operational factors. If any of these potential risks eventuate, the Company's operational and financial performance may be adversely affected. No assurances can be given that the Company will achieve sustained commercial viability through the successful exploration and/or production of its oil and gas mineral rights located in Presidio County, Texas, USA. Until the Company is able to realize material value from its oil and gas assets, it is likely to continue to incur ongoing operating losses from its oil and gas operations.

The operations of the Company may be affected by various factors, including but not limited to, failure to obtain oil and gas mineral rights on satisfactory commercial terms, failure to achieve anticipated flow rates of oil and gas from new wells, operational and technical difficulties encountered in drilling wells, insufficient or unreliable infrastructure such as water, cheap power sources, road access, truck transport, difficulties in commissioning and operating drilling and pumping equipment, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

The oil and gas leases in Presidio County, Texas, USA are at various stages of oil and gas exploration, and potential investors should understand that oil and gas exploration and development are speculative and high-risk undertakings that may be impeded by circumstances and factors beyond the control of the Company.



There can be no assurance that exploration of the oil and gas leases in Presidio County, Texas, USA, or any other oil and gas properties that may be acquired in the future, will result in the discovery of a materially economic oil and gas resource. Even if an apparently viable oil and gas resource is identified, there is no guarantee that it can be economically exploited.

#### **Further capital requirements**

The Company's oil and gas and helium projects may require additional funding in order to progress activities. There can be no assurance that additional capital or other types of financing will be available if needed to further exploration or possible development activities and operations or that, if available, the terms of such financing will be favourable to the Company.

#### **The Company's activities are subject to Government regulation and approvals**

The Company is subject to certain Government regulations and approvals in Texas, USA. Any material adverse change in government policies or legislation in Texas, USA that affect oil and gas or helium, processing, development and oil and gas exploration activities, export activities, income tax laws, royalty regulations and environmental issues may affect the viability and profitability of any planned exploration or possible development of the Company's portfolio of oil and gas and helium projects.

#### **Global conditions**

General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.

#### **Future Developments, Prospects and Business Strategies**

Information on likely developments in the operations of the Group and the expected results of operations have not been included in the annual report because the directors believe it would be likely to result in unreasonable prejudice to the Group. Therefore, this information has not been presented in this report.

#### **Significant changes in the state of affairs**

There were no significant changes in the state of affairs of the Group during the financial year.

#### **Matters subsequent to the end of the financial year**

On 17 July 2025, the Company issued 28,000,000 shares due to conversion of 140,000 convertible notes into shares at a share price of \$0.005 each.

On 10 September the Company formalised the loan agreements between the Company and Gleneagle Securities (Aust) Pty Ltd and Rigi Investments Pty Limited (Mark Lochtenberg's related entity) in the total amount of \$631,348 as paid by the lenders, in equal portions, for drilling and related costs associated with the Truman Project on behalf of the Company in May 2024. The key terms of the loan are:

- Interest free.
- Repayment in cash or shares, at the discretion of the Company.
- Repayment required by the earlier of the Company's 2025 AGM or 31 December 2025.
- Repayment in shares to occur at the agreed share price of \$0.007 per share.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.



### Likely developments and expected results of operations

Information on likely developments in the operations of the Group and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the Group.

### Environmental regulation

The current Group's operations are subject to environmental regulations which apply to oil and gas exploration in Texas, USA. As all of our oil and gas operations are in Texas in the USA, Helios is unaffected by the National Greenhouse and Energy Reporting requirements.

### Information on directors

Name:	Philipp Kin
Title:	Managing Director
Experience and expertise:	Philipp has over 15 years wealth of experience in the Energy and Mining Sectors with a specific background in analysis, financing and deal structuring. His career has spanned stockbroking, investment banking, mergers and acquisitions, debt capital markets, equity capital markets and oil, gas and energy research in roles including Lead WA LNG Asset Economist at Shell, Head of Oil and Gas Research at Royal Bank of Scotland, Senior Investment Relations Advisor at Oil Search, and Director of Corporate Finance at Baillieu Holst. While with Shell, Philipp worked on both offshore and onshore exploration projects, the development of conventional and unconventional hydrocarbon projects, and commercial projects including assisting the Gorgon LNG team to Final Investment Decision.
Other current directorships:	Clean Energy Limited (ASX:NH3) since 11 August 2023.
Former directorships (last 3 years):	Nil
Special responsibilities:	None
Interests in shares:	3,600,000
Interests in options:	Nil
Interests in convertible notes:	25,000

Name:	Mark Lochtenberg
Title:	Non-Executive Director
Qualifications:	Bachelor of Law (Hons)
Experience and expertise:	Mark Lochtenberg has been actively involved in the coal industry for more than 30 years. He is the former Executive Chairman and founding Managing Director of ASX-listed Baralaba Coal Company Limited (formerly Cockatoo Coal Limited). He was a principal architect of Cockatoo's inception and growth from an early-stage grassroots explorer through to an emerging mainstream coal producer. He was also formerly the co-head of Glencore International AG's worldwide coal division, where he spent 13 years overseeing a range of trading activities including the identification, due diligence, negotiation, acquisition and aggregation of the coal project portfolio that would become Xstrata Coal. Prior to this, Mark established a coal "swaps" market for Bain Refco (Deutsche bank) after having served as a senior coal trader for Hansen Neuerburg AG and as coal marketing manager for Peko Wallsend Limited.
Other current directorships:	Rigi Investments Pty Ltd since 21 April 2004 Montem Resources Limited since 3 November 2020 Equus Mining Limited (ASX:EQE) since 10 October 2014 Nickel Industries Limited (ASX:NIC) since 10 March 2017 Terracom Limited (ASX:TER) since 28 January 2022
Former directorships (last 3 years):	Nil
Special responsibilities:	None
Interests in shares:	98,040,715
Interests in options:	Nil
Interests in convertible notes:	100,000
Name:	John Kenny
Title:	Non-Executive Director
Qualifications:	Bachelor of Commerce (Hons) and Bachelor of Laws
Experience and expertise:	John Kenny is a lawyer and investment banker.
Other current directorships:	Nil
Former directorships (last 3 years):	Winchester Energy Limited (ASX:WEL) – 3 July 2023 to 31 May 2024
Interests in shares:	118,276,084
Interests in options:	Nil
Interests in convertible notes:	Nil

Name:	Henko Vos
Title:	Non-Executive Director and Company Secretary
Experience and expertise:	Mr Vos is a member of the Governance Institute of Australia and Chartered Accountants Australia & New Zealand with more than 20 years' experience working within public practice, specifically within the area of audit and assurance both in Australia and South Africa. He holds similar roles in various other listed public companies in both industrial and resource sectors. He is an employee of Nexia Perth, a mid-tier corporate advisory and accounting practice.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	Nil
Interests in options:	Nil
Interests in convertible notes:	Nil
Name:	John Cathcart
Title:	Non-Executive Director
Experience and expertise:	Mr Cathcart has 30 years' experience in energy and mining investment analysis including extensive experience in these sectors at a technical, corporate and financial level, working in oil, gas, gold, copper and nickel at several major operations. He made the successful transition to the financial sector and broking in 1994 where he established a very strong reputation with several brokers including Baillieu's, BT, HSBC and CommSec before running the Resources portfolio at Thorney Investments.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	1,428,571
Interests in options:	Nil
Interests in convertible notes:	Nil

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

#### **Company secretary**

Henko Vos

## Meetings of directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2025, and the number of meetings attended by each director were:

	Full Board	
	Attended	Held
Philipp Kin	8	8
Mark Lochtenberg	12	14
John Kenny	11	14
Henko Vos	14	14
John Charles Cathcart	3	3

Held: represents the number of meetings held during the time the director held office.

The Board works closely together on Company related matters and have formalised relevant matters via 3 circular resolutions during the year.

## Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

### **Principles used to determine the nature and amount of remuneration**

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency
- capital management

The Group has structured an executive remuneration framework that is market competitive and complimentary to the reward strategy of the organisation.

Alignment to shareholders' and program participants' interests:

- (a) focuses on sustained growth in shareholder wealth;
- (b) attracts and retains high calibre executives;
- (c) rewards capability and experience; and
- (d) provides a clear structure for earning rewards.

### **Remuneration Governance**

Fees and payments to directors and key management personnel reflect the demands and responsibilities of the positions and are in line with the general market and the financial condition of the Group. There are no minimum or maximum amounts. There is no remuneration committee. Non-executive directors' fees are determined within an aggregate directors' fee pool limit, which will be periodically recommended for approval by shareholders. The maximum currently stands at \$250,000 per annum as per the Group's constitution and may be varied by ordinary resolution of the shareholders in general meeting. The entire Board which comprises five directors are responsible for remuneration packages. The Directors believe this is satisfactory given the size and complexity of the Company's operations.

#### *Group performance and link to remuneration*

No relationship exists between the Company's performance, earnings, shareholder wealth and Directors' and Executive Remuneration for this financial period and the previous 4 financial periods. The remuneration for the period is detailed below. No remuneration is currently performance related.

#### *Use of remuneration consultants*

Remuneration consultants were not used in the establishment of remuneration packages in 2025.

#### *Voting and comments made at the Company's 2024 Annual General Meeting ('AGM')*

At the 2024 AGM, 97.4% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2024. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

### **Details of remuneration**

#### *Amounts of remuneration*

Details of the remuneration of key management personnel of the Group are set out in the following tables.

The key management personnel of the Group consisted of the following directors of Helios Energy Limited:

- Philipp Kin – appointed on 15 November 2024
- Mark Lochtenberg – appointed on 30 August 2023
- John Kenny – appointed on 26 October 2023
- Henko Vos – appointed on 8 August 2024
- John Cathcart – appointed on 5 February 2025

	Short-term benefits Cash salary and fees \$	Post- employment benefits Super- annuation \$	Share-based payments Equity- settled (*) \$	Total \$
<b>2025</b>				
<i>Non-Executive Directors:</i>				
Mark Lochtenberg	48,000	-	-	48,000
John Kenny	48,000	-	-	48,000
Henko Vos	44,000	-	-	44,000
John Cathcart	20,000	-	-	20,000
<i>Executive Director:</i>				
Philipp Kin	175,000	-	401,631	576,631
	<u>335,000</u>	<u>-</u>	<u>401,631</u>	<u>736,631</u>

\* Philipp Kin was appointed as managing director on 15 November 2024. As a sign-on incentive, Philipp is entitled to 57 million options in the Company, expiring 3 years from the date of obtaining shareholder approval. The quantum and strike price of the options are 18 million options with a A\$0.02 exercise price, 19 million options with a A\$0.03 exercise price and 20 million options with a A\$0.04 exercise price.

These options will vest at the rate of 25% immediately, 25% following 6 months continuous service, 25% following 12 months of continuous service and 25% following 18 months continuous service.

The issue of these options are pending shareholders' approval.

	Short-term benefits Cash salary and fees \$	Post- employment benefits Super- annuation \$	Share-based payments Equity- settled \$	Total \$
<b>2024</b>				
<i>Non-Executive Directors:</i>				
John Kenny	32,000	-	-	32,000
Mark Lochtenberg	40,000	-	-	40,000
Hui Ye	48,000	-	-	48,000
Nicholas Ong	5,000	-	-	5,000
Robert Bearden	40,000	-	-	40,000
<i>Executive Director:</i>				
Richard He	304,298	-	-	304,298
	<u>469,298</u>	<u>-</u>	<u>-</u>	<u>469,298</u>

Director fees payable at reporting date is as follows:

	30 June 2025 \$	30 June 2024 \$
Mark Lochtenberg	88,000	40,000
John Kenny	80,000	32,000
Henko Vos	44,000	-
John Cathcart	20,000	-
Hui Ye	26,449	26,449
	<u>258,449</u>	<u>98,449</u>

The proportion of remuneration at risk and fixed are as follows:

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2025	2024	2025	2024	2025	2024
<i>Non-Executive Directors:</i>						
Mark Lochtenberg	100%	100%	-	-	-	-
John Kenny	100%	100%	-	-	-	-
Henko Vos	100%	-	-	-	-	-
John Cathcart	100%	-	-	-	-	-
Hui Ye	-	100%	-	-	-	-
Nicholas Ong	-	100%	-	-	-	-
Robert Bearden	-	100%	-	-	-	-
<i>Executive Directors:</i>						
Philipp Kin	30%	-	-	-	70%	-
Richard He	-	100%	-	-	-	-

### Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name: Mark Lochtenberg  
Title: Non-Executive Director  
Agreement commenced: 30 August 2023  
Details: Mr Lochtenberg is paid AU\$4,000 per month in non-executive Director fees. It is confirmed that the work undertaken on additional executive duties will be paid at a commercial rate. This does not form part of the non-executive director fees. The same terms have been rolled forward on a month by month basis. There are no termination amounts payable.

Name: John Kenny  
Title: Non-Executive Director  
Agreement commenced: 26 October 2023  
Details: Mr Kenny is paid AU\$4,000 per month in non-executive Director fees. It is confirmed that the work undertaken on additional executive duties will be paid at a commercial rate. This does not form part of the non-executive director fees. The same terms have been rolled forward on a month by month basis. There are no termination amounts payable.

Name: Henko Vos  
Title: Non-Executive Director  
Agreement commenced: 8 August 2024  
Details: Mr Vos is paid AU\$4,000 per month in non-executive Director fees. It is confirmed that the work undertaken on additional executive duties will be paid at a commercial rate. This does not form part of the non-executive director fees. The same terms have been rolled forward on a month by month basis. There are no termination amounts payable.



Name: Philipp Kin

Title: Managing Director

Agreement commenced: 15 November 2024

Term of agreement: Initial agreement for 18 months up to 15 May 2026

Details: Mr Kin is paid a consulting fee of \$25,000 per month.

Subject to and conditional upon attainment of Company shareholder approval if required, the Company will grant to Philipp Kin 57,000,000 options in the Company with the following terms:

- (a) 18,000,000 options each with a term of 36 months month from the date of shareholder approval and an exercise price of A\$0.02 each, and
- (b) 19,000,000 options each with a term of 36 months month from the date of shareholder approval and an exercise price of A\$0.03 each, and
- (c) 20,000,000 options each with a term of 36 months month from the date of shareholder approval and an exercise price of A\$0.04 each.

All 57,000,000 options the subject of clause 5.2 above, shall vest (and therefore only be capable of being exercised) on the following basis:

- (a) 25% shall vest immediately.
- (b) 25% shall vest after 6 months of provision of the Services.
- (c) 25% shall vest after 12 months of provision of the Services.
- (d) 25% shall vest after 18 months of provision of the Services.

Termination terms:

3 months termination notice to be provided by the Company (for any reason) by a party without notice and without compensation if the other party:

- (a) commits a serious or persistent breach of any of the provisions of this Agreement;
- (b) becomes bankrupt; or
- (c) goes into liquidation, has a receiver or liquidator appointed or passes a resolution to wind up the Company or Consultant.

Name: John Cathcart

Title: Non-Executive Director

Agreement commenced: 5 February 2025

Details: Mr Cathcart is paid AU\$4,000 per month in non-executive Director fees. It is confirmed that the work undertaken on additional executive duties will be paid at a commercial rate. This does not form part of the non-executive director fees. The same terms have been rolled forward on a month by month basis. There are no termination amounts payable.

## **Share-based compensation**

### *Issue of shares*

There were no shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2025.

### *Options*

The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Type	Number of options	Grant date	Issue date	Expire date	Vesting date	Exercise price \$	Fair value at grant date \$
Unlisted <sup>(a)</sup>	18,000,000	15/11/2024	(a)	(a)	(a)	0.02	0.011
Unlisted <sup>(a)</sup>	19,000,000	15/11/2024	(a)	(a)	(a)	0.03	0.009
Unlisted <sup>(a)</sup>	20,000,000	15/11/2024	(a)	(a)	(a)	0.04	0.008

(a) All options are pending issue to Mr Philipp Kin as they are subject to shareholder approval. The options will expire 3 years after the approval date. These options will vest at the rate of 25% immediately, 25% following 6 months continuous service, 25% following 12 months continuous service and 25% following 18 months continuous service. The volatility and interest rate used in the calculation of the fair value of these options was 82.8% and 4.17% respectively.

Options granted carry no dividend or voting rights.

The number of options over ordinary shares granted to and vested by directors and other key management personnel as part of compensation during the year ended 30 June 2025 are set out below:

#### Additional information

In considering the Group's performance and benefits for shareholder wealth, the Board have regard to the following indices in respect of the current and previous years.

	2025 \$	2024 \$	2023 \$	2022 \$	2021 \$
Revenue/other income	111,470	222,316	233,301	772,598	189,428
Net loss	(3,682,045)	(4,957,997)	(8,606,881)	(4,552,073)	(3,743,157)
Share price at year end	0.02	0.03	0.08	0.08	0.18
Basic earnings per share (cents per share)	(0.14)	(0.19)	(0.33)	(0.20)	(0.24)
Diluted earnings per share (cents per share)	(0.14)	(0.19)	(0.33)	(0.20)	(0.24)

#### Additional disclosures relating to key management personnel

##### Shareholding

The number of shares in the Company held during the financial year by each director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
<b>Ordinary shares</b>					
Philipp Kin	-	-	3,600,000	-	3,600,000
Mark Lochtenberg	85,615,001	-	12,425,714	-	98,040,715
John Kenny	118,276,084	-	-	-	118,276,084
Henko Vos	-	-	-	-	-
John Cathcart	-	-	1,428,571	-	1,428,571
	<u>203,891,085</u>	<u>-</u>	<u>17,454,285</u>	<u>-</u>	<u>221,345,370</u>

### Option holding

During the year ended on 30 June 2025, no directors held options in the Company.

Philipp Kin was appointed as Managing Director on 15 November 2024. As a sign-on incentive, Philipp is entitled to 57 million options in the Company, expiring 3 years from the date of obtaining shareholder approval. The quantum and strike price of the options are 18 million options with a A\$0.02 exercise price, 19 million options with a A\$0.03 exercise price and 20 million options with a A\$0.04 exercise price.

These options will vest at the rate of 25% immediately, 25% following 6 months of continuous service, 25% following 12 months of continuous service and 25% following 18 months continuous service.

The issue of these options are pending shareholders' approval (expected to be put to shareholders at the November 2025 AGM).

### Convertible notes holding

The number of convertible notes in the Company held during the financial year by each director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Conversion	Balance at the end of the year
Philipp Kin	-	-	25,000	-	25,000
Mark Lochtenberg	-	-	100,000	-	100,000
	-	-	125,000	-	125,000

On 10 February 2025, the Company announced the issue of Convertible Notes to directors and third parties that raised \$691,325 to support ongoing oil and gas exploration of the Presidio Project in Texas, USA, repayment of current director and staff loans, and general business activities. The Convertible Notes are interest free, unsecured and can be either redeemed in full or converted into ordinary shares at \$0,005 per share.

### Loans from key management personnel and their related parties

On 11 December 2024, the Group announced that it had entered into loan funding agreements with its directors and employees and a third party to raise \$150,000. \$70,000 of this balance were provided by the Company's directors (Mark Lochtenberg, John Kenny, Henko Vos and Philipp Kin).

The key terms of the loan funding agreements are set out below:

- the effective date of the loan funding facilities is 11 December 2024.
- funding will be used towards the Company's working capital requirements.
- the loan funding are unsecured loans.
- the loan funding is repayable in cash in full at the expiry date.
- interest accrues at the rate of 12%, is capitalised and paid as a bullet at the expiry of the term.
- the expiry date is set for one year from the effective date, being 11 December 2025.

The Company repaid these loans on 11 February 2025, comprising \$70,000 as the principal amounts and \$1,544 as aggregated interest.

At 30 June 2025 there was no outstanding balance nor other loan agreements in place, other than noted above.

#### Other transactions with related parties

On 8 May 2024, Mark Lochtenberg paid a total of \$315,674 on behalf of the Company directly to Hilcorp Energy I, LP in settlement of certain drilling and related costs incurred for drilling and related costs associated with the Company's Truman Project. The Company inadvertently did not recognise the payable in its 30 June 2024 financial report due to an administrative oversight which resulted in the non-recording of the transaction. The balance remains unchanged from its inception through to the current reporting date (and the date of this report) and it is disclosed as "other payables".

On 10 September 2025, the above transaction was formalised as a loan. Refer to note 31 'Events after the reporting period' for further details.

***This concludes the remuneration report, which has been audited.***

#### Shares under option

Unissued ordinary shares of Helios Energy Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
08/12/2020	31/12/2025	\$0.255	15,000,000
07/05/2025	26/05/2028	\$0.020	41,000,000
			<u>56,000,000</u>

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

On 15 November 2024, the Group announced the appointment of Mr. Philipp Kin as Managing Director of the Group. As a sign-on incentive, Mr Kin was granted 57,000,000 options in the Company, expiring 3 years from the date of obtaining shareholder approval (not yet obtained).

These options are split in 3 tranches:

- 18,000,000 options exercisable at \$0.02 each.
- 19,000,000 options exercisable at \$0.03 each.
- 20,000,000 options exercisable at \$0.04 each.

On 10 September the Company formalised loan agreements between the Company and Gleneagle Securities (Aust) Pty Ltd and Rigi Investments Pty Limited (Mark Lochtenberg's related entity) in the total amount of \$631,348 paid by the lenders for drilling and related costs associated with the Truman Project on behalf of the Company in May 2024. The key terms of the loan are:

- Interest free.
- Repayment in cash or shares, at the discretion of the Company.
- Repayment required by the earlier of the Company's 2025 AGM or 31 December 2025.
- Repayment in shares to occur at the agreed share price of \$0.007 per share.

#### Shares issued on the exercise of options

There were no ordinary shares of Helios Energy Limited issued on the exercise of options during the year ended 30 June 2025 and up to the date of this report.

#### Corporate Governance

The directors of the Company support and adhere to the principles of corporate governance, recognising the need for the highest standard of corporate behaviour and accountability. Please refer to the corporate governance statement of the Company located at <https://www.heliosenergy ltd.com/corporate-governance>.

### **Indemnity and insurance of officers**

The Company has indemnified the directors of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

### **Indemnity and insurance of auditor**

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

### **Proceedings on behalf of the Company**

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

### **Rounding of amounts**

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollars, unless specifically otherwise stated.

### **Auditor**

BDO Audit Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

### **Non-audit services**

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 28 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

### **Officers of the Company who are former partners of BDO Audit Pty Ltd**

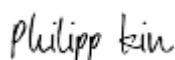
There are no officers of the Company who are former partners of BDO Audit Pty Ltd.

### **Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors.



**Philipp Kin**  
Managing Director

30 September 2025

DECLARATION OF INDEPENDENCE BY JOHN CHRISTIDES TO THE DIRECTORS OF HELIOS ENERGY LIMITED

As lead auditor of Helios Energy Limited for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, the only contraventions of:

1. The auditor independence requirements of the Corporations Act 2001 in relation to the audit; or
2. Any applicable code of professional conduct in relation to the audit;

Are those contraventions, details of which are set out below:

Permissible tax compliance services were provided by BDO USA to Helios Energy Limited subsidiaries, Helios Energy USA, Ltd and Helios Operating, LLC in the United States, during the year ended 30 June 2025, prior to receiving concurrence from the audit committee for the firm to provide the service. The Directors agreed with the firm's conclusion that the service did not create a threat to the auditors' independence. Accordingly, I consider that the objectivity of BDO Audit Pty Ltd in respect of the audit of the financial statements of Helios Energy Ltd for the year ended 30 June 2025 has not been impaired.

This declaration is in respect of Helios Energy Limited and the entities it controlled during the period.



John Christides  
Director

BDO Audit Pty Ltd  
Perth  
30 September 2025

	Note	Consolidated 2025 \$	2024 \$
<b>Revenue</b>			
Revenue from operation	5	18,610	140,942
Other income	6	92,860	81,374
<b>Expenses</b>			
Administration costs	7	(1,095,985)	(1,548,792)
Audit fees		(63,966)	(49,387)
Corporate compliance costs		(118,307)	(86,549)
Corporate management fees		(335,000)	(125,000)
Depreciation and amortisation expense		(103,021)	(282,418)
Exploration expenditure expensed / written off		(641,877)	(695,368)
Fair value (loss) on investment	13	(92,950)	92,950
Finance cost		(55,731)	(24,858)
Foreign exchange gain/(loss)		(502)	(15,303)
Impairment of assets		(148,366)	(731,053)
Operating costs		(287,329)	(260,254)
Personnel Cost		(448,850)	(1,454,281)
Share based payment expense	19	(401,631)	-
<b>Loss before income tax expense</b>		(3,682,045)	(4,957,997)
Income tax expense	8	-	-
<b>Loss after income tax expense for the year attributable to the owners of Helios Energy Limited</b>		(3,682,045)	(4,957,997)
<b>Other comprehensive income</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		504,584	3,389
Other comprehensive income for the year, net of tax		504,584	3,389
<b>Total comprehensive income for the year attributable to the owners of Helios Energy Limited</b>		<u>(3,177,461)</u>	<u>(4,954,608)</u>
		<b>Cents</b>	<b>Cents</b>
Basic earnings per share	21	(0.14)	(0.19)
Diluted earnings per share	21	(0.14)	(0.19)

*The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.*



	Note	Consolidated 2025 \$	2024 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	9	1,617,394	463,841
Trade and other receivables	10	374,665	285,821
Other		168,054	245,009
Total current assets		<u>2,160,113</u>	<u>994,671</u>
<b>Non-current assets</b>			
Right-of-use assets	11	71,964	331,588
Exploration and evaluation	12	46,417,540	45,382,920
Other financial assets	13	185,900	278,850
Total non-current assets		<u>46,675,404</u>	<u>45,993,358</u>
<b>Total assets</b>		<u>48,835,517</u>	<u>46,988,029</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	14	2,229,366	1,338,951
Borrowings	15	261,382	47,531
Lease liabilities	16	34,563	138,009
Total current liabilities		<u>2,525,311</u>	<u>1,524,491</u>
<b>Non-current liabilities</b>			
Lease liabilities	16	38,195	287,784
Total non-current liabilities		<u>38,195</u>	<u>287,784</u>
<b>Total liabilities</b>		<u>2,563,506</u>	<u>1,812,275</u>
<b>Net assets</b>		<u>46,272,011</u>	<u>45,175,754</u>
<b>Equity</b>			
Issued capital	17	101,636,361	98,117,145
Reserves	18	4,642,658	3,383,572
Accumulated losses		(60,007,008)	(56,324,963)
<b>Total equity</b>		<u>46,272,011</u>	<u>45,175,754</u>

*The above consolidated statement of financial position should be read in conjunction with the accompanying notes.*

Consolidated	Issued capital \$	Convertible note reserve \$	Option reserve \$	Foreign currency translation reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2023	98,117,145	-	1,128,149	2,252,034	(51,366,966)	50,130,362
Loss after income tax expense for the year	-	-	-	-	(4,957,997)	(4,957,997)
Other comprehensive income for the year, net of tax	-	-	-	3,389	-	3,389
Total comprehensive income for the year	-	-	-	3,389	(4,957,997)	(4,954,608)
Balance at 30 June 2024	<u>98,117,145</u>	<u>-</u>	<u>1,128,149</u>	<u>2,255,423</u>	<u>(56,324,963)</u>	<u>45,175,754</u>

Consolidated	Issued capital \$	Convertible note reserve \$	Option reserves \$	Foreign currency translation reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2024	98,117,145	-	1,128,149	2,255,423	(56,324,963)	45,175,754
Loss after income tax expense for the year	-	-	-	-	(3,682,045)	(3,682,045)
Other comprehensive income for the year, net of tax	-	-	-	504,584	-	504,584
Total comprehensive income for the year	-	-	-	504,584	(3,682,045)	(3,177,461)
<i>Transactions with owners in their capacity as owners:</i>						
Contributions of equity, net of transaction costs (note 17)	3,519,216	-	-	-	-	3,519,216
Share-based payments (note 19)	-	-	680,431	-	-	680,431
Issue of convertible notes	-	74,071	-	-	-	74,071
Balance at 30 June 2025	<u>101,636,361</u>	<u>74,071</u>	<u>1,808,580</u>	<u>2,760,007</u>	<u>(60,007,008)</u>	<u>46,272,011</u>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

	Note	Consolidated 2025 \$	2024 \$
<b>Cash flows from operating activities</b>			
Receipts from customers		23,246	224,117
Payments to suppliers and employees		(1,721,870)	(3,017,889)
Interest received		2,916	26,594
Interest and other finance costs paid		(27,321)	(24,858)
Net cash used in operating activities	22	(1,723,029)	(2,792,036)
<b>Cash flows from investing activities</b>			
Payments for exploration and evaluation		(946,042)	(1,725,762)
Net cash used in investing activities		(946,042)	(1,725,762)
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		3,604,050	-
Proceeds from issue of convertible notes		691,325	-
Proceeds from borrowings		150,000	-
Share issue transaction costs		(295,358)	-
Repayment of borrowings		(236,959)	(45,141)
Repayment of lease liabilities		(95,329)	(318,826)
Net cash from/(used in) financing activities		3,817,729	(363,967)
Net increase/(decrease) in cash and cash equivalents		1,148,658	(4,881,765)
Cash and cash equivalents at the beginning of the financial year		463,841	5,351,168
Effects of exchange rate changes on cash and cash equivalents		4,895	(5,562)
Cash and cash equivalents at the end of the financial year	9	<u>1,617,394</u>	<u>463,841</u>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

## 1. General information

The financial statements cover Helios Energy Limited as a Group consisting of Helios Energy Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Helios Energy Limited's functional and presentation currency.

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

## 2. Material accounting policy information

The accounting policies that are material to the Group are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

### New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

The following Accounting Standards and Interpretations are most relevant to the Group:

#### *AASB 18 Presentation and Disclosure in Financial Statements*

This standard is applicable to annual reporting periods beginning on or after 1 January 2027 and early adoption is permitted. The standard replaces IAS 1 'Presentation of Financial Statements', with many of the original disclosure requirements retained and there will be no impact on the recognition and measurement of items in the financial statements. But the standard will affect presentation and disclosure in the financial statements, including introducing five categories in the statement of profit or loss and other comprehensive income: operating, investing, financing, income taxes and discontinued operations. The standard introduces two mandatory sub-totals in the statement: 'Operating profit' and 'Profit before financing and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on grouping of information (aggregation and disaggregation), including whether to present this information in the primary financial statements or in the notes. The consolidated entity will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

### Going concern

The financial report has been prepared on the basis that the Group is a going concern, which contemplates the continuity of normal business activity, the realisation of assets and the settlement of liabilities in the normal course of business.

For the year ended 30 June 2025 the Group recorded a net loss of \$3,682,045 (2024: loss of \$4,957,997), a net cash outflow from operating activities of \$1,723,029 (2024: outflow of \$2,792,036) and a net working capital deficit of \$365,198 (2024: deficit of \$529,820).

The ability of the Group to continue as a going concern is principally dependent upon the ability of the Group to continue to secure funds by raising capital from equity markets and managing cash flows in line with available funds. Given the factors above, there is a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern.

## 2. Material accounting policy information (continued)

The Directors believe it is appropriate to prepare the financial report on a going concern basis because:

- the Group has a net asset position of \$46,272,011 as at year end and a cash balance of \$1,617,394 as at year end;
- the Group has the option, if necessary, to defer certain expenditure or abandon certain areas of the project and reduce costs in order to minimise its funding requirements; and
- the Group has the ability to raise further funds through capital raising as it has successfully demonstrated in the past.
- The Group is in discussions with creditors with regards to repayment plans, timing and terms.
- the Group is currently progressing with arrangements to conduct a capital raising within the next quarter.

Should the Group be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at the amounts stated in the financial report. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

### **Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

### *Historical cost convention*

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss.

### *Critical accounting estimates*

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

### **Rounding of amounts**

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollars, unless specifically otherwise stated.

### **Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Helios Energy Limited ('Company' or 'parent entity') as at 30 June 2025 and the results of all subsidiaries for the year then ended. Helios Energy Limited and its subsidiaries together are referred to in these financial statements as the 'Group'.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

## 2. Material accounting policy information (continued)

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

### Foreign currency translation

The financial statements are presented in Australian dollars, which is Helios Energy Limited's functional and presentation currency.

#### *Foreign currency transactions*

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

#### *Foreign operations*

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

### Exploration and evaluation assets

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves. Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

### Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

## 2. Material accounting policy information (continued)

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

### **Borrowings**

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

### **Employee benefits**

#### *Share-based payments*

The Group may provide benefits to employees (including directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity settled transactions'). The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted.

The fair value of these payments is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. The fair value of the options granted is adjusted to reflect market conditions but excludes the impact of any non-market vesting conditions. Non-market vesting conditions, if any, are included in assumptions about the number of options likely to be exercisable.

### **Fair value measurement**

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

### **New Accounting Standards and Interpretations not yet mandatory or early adopted**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2025. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.



### 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

#### *Share-based payment transactions*

The Company makes equity settled share-based payments to certain employees and consultants, which are measured at fair value at the date of grant and expensed on a straight line basis over the vesting period, based on the Company's estimate of shares that will eventually vest. The fair values are determined using an appropriate valuation model. Vesting assumptions are reviewed during each reporting period to ensure they reflect current expectations. Refer to note 19 'Share-based payments' for further details.

#### *Exploration and evaluation costs carried forward*

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale. Factors which could impact the future recoverability include the level of proved, probable and inferred mineral resources, future technological changes which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices. To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, this will increase losses and reduce net assets in the period in which this determination is made. In addition, exploration and evaluation expenditure is capitalised if activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent that it is determined in the future that this capitalised expenditure should be written off, this will increase losses and reduce net assets in the period in which this determination is made.

#### *Deferred tax assets*

The Group expects to have carried forward tax losses, which have not been recognised as deferred tax assets. The utilisation of tax losses is subject to the Group passing the required Continuity of Ownership and Same Business Test rules at the time the losses are expected to be utilised. Deferred tax assets are only recognised to the extent that it is probable that future maintainable profits will utilise the carry forward losses, which requires judgements relating to the ability of the company to generate future surplus taxable income.

### 4. Operating segments

The Group is organised into two operating segments, being oil and gas exploration in the USA and helium in China. This is based on the internal reports that are being reviewed by the Board of Directors who are identified as the Chief Operating Decision Makers (CODM) in assessing performance and in determining the allocation of resources.

The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

#### 4. Operating segments (continued)

30 June 2025	USA \$	China \$	Unallocated \$	Total
<b>Profit and loss</b>				
Revenue	18,610	-	-	18,610
Other revenue	89,944	-	-	89,944
Interest Income	-	-	2,916	2,916
Other Income	89,944	-	2,916	92,860
Exploration expenditure expensed	(641,877)	-	-	(641,877)
Fair value gain / (loss) on investment	-	-	(92,950)	(92,950)
Share based payments	-	-	(401,631)	(401,631)
Impairment of assets	-	(148,366)	-	(148,366)
<b>Loss for the year</b>	<b>(1,903,453)</b>	<b>(149,072)</b>	<b>(1,629,520)</b>	<b>(3,682,045)</b>
<b>Financial Position</b>				
Total Assets	45,301,838	-	3,533,679	48,835,517
Total Liabilities	(1,288,667)	(14,391)	(1,260,448)	(2,563,506)
<b>30 June 2024</b>	<b>USA \$</b>	<b>China \$</b>	<b>Unallocated \$</b>	<b>Total</b>
<b>Profit and loss</b>				
Revenue	140,942	-	-	140,942
Other revenue	54,774	-	-	54,774
Interest Income	-	-	26,594	26,594
Other Income	54,774	-	26,594	81,368
Exploration expenditure written off	(695,368)	-	-	(695,368)
Fair value gain / (loss) on investment	-	-	92,950	92,950
Impairment of assets	-	(731,053)	-	(731,053)
<b>Loss for the year</b>	<b>(3,395,512)</b>	<b>(1,067,421)</b>	<b>(495,064)</b>	<b>(4,957,997)</b>
<b>Financial Position</b>				
Total Assets	44,486,019	217,978	2,284,032	46,988,029
Total Liabilities	(1,486,974)	(87,812)	(237,489)	(1,812,275)

#### 5. Revenue from operation

	Consolidated 2025 \$	Consolidated 2024 \$
Oil sales	18,610	140,942

Revenue recognition for sale of oil is at a point in time.

Revenue is generated in the United States of America.

## 6. Other income

	Consolidated 2025 \$	Consolidated 2024 \$
Interest received	2,916	26,594
Miscellaneous income	4,630	54,780
Gain on lease modification	85,314	-
Other income	92,860	81,374

## 7. Administration costs

	Consolidated 2025 \$	Consolidated 2024 \$
Administration & accounting consultancy fees	555,989	324,727
Bad debts	-	23,746
Contract labour	7,554	33,473
Insurance	139,346	148,343
Legal fees	203,934	226,061
Marketing and advertising	40,040	-
Office expenses	36,230	311,863
Telecommunication costs	1,229	1,413
Travel costs	102,693	187,904
Other	8,970	291,262
	1,095,985	1,548,792

## 8. Income tax expense

	Consolidated 2025 \$	Consolidated 2024 \$
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(3,682,045)	(4,957,997)
Tax at the statutory tax rate of 30%	(1,104,614)	(1,487,399)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Revenue losses not recognised	846,675	1,229,234
Other non-allowable items	176,631	187,375
Differences in tax rate of subsidiaries operating in other jurisdictions	179,062	359,941
Other deferred tax balances not recognised	(97,754)	(289,151)
Income tax expense	-	-

## 8. Income tax expense (continued)

	Consolidated 2025 \$	2024 \$
<i>Deferred tax assets not recognised</i>		
Deferred tax assets not recognised comprises temporary differences attributable to:		
Carry forward revenue losses	11,883,617	11,036,941
Carry forward capital losses	4,265,958	4,265,958
Capital raising costs	24,101	14,757
Provisions and accruals	88,003	7,335
Investments	456,930	429,045
Exploration	(7,578,556)	(7,361,285)
Other	(15,413)	(17,031)
Total deferred tax assets not recognised	<u>9,124,640</u>	<u>8,375,720</u>

The tax benefits of the above deferred tax assets will only be obtained if:

- (a) the company derives future assessable income of a nature and amount sufficient to enable the benefits to be utilised;
- (b) the company continues to comply with the conditions for deductibility imposed by law; and
- (c) no changes in income tax legislation which adversely affect utilising benefits.

## 9. Cash and cash equivalents

	Consolidated 2025 \$	2024 \$
<i>Current assets</i>		
Cash at bank	<u>1,617,394</u>	<u>463,841</u>

The Group's exposure to interest rate risk is discussed in note 24. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of cash at bank and in hand. The Group does not have any restrictions on its bank accounts recognised as cash.

Refer to note 24 for the risk management policy of the Group.

## 10. Trade and other receivables

	Consolidated 2025 \$	2024 \$
<i>Current assets</i>		
Other receivables	316,693	275,098
BAS receivable	57,972	10,723
	<u>374,665</u>	<u>285,821</u>

## 11. Right-of-use assets

	Consolidated 2025 \$	2024 \$
<i>Non-current assets</i>		
Land and buildings - right-of-use	80,959	1,158,255
Less: Accumulated depreciation	(8,995)	(826,667)
	<u>71,964</u>	<u>331,588</u>

The Group leases land and buildings for its office in Texas, under agreement of just over 2 years.

During the year, the Group renegotiated the lease for the office in the USA and the modification on the lease generated a gain of \$85,314 (refer to note 6).

The lease of premises held in China ended in July 2024 and it was not renewed.

## 12. Exploration and evaluation

	Consolidated 2025 \$	2024 \$
<i>Non-current assets</i>		
Exploration and evaluation expenditure	<u>46,417,540</u>	<u>45,382,920</u>

### Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Exploration and evaluation \$
Balance at 1 July 2023	44,175,951
Expenditure during the year	1,873,115
Foreign exchange difference on translation	29,222
Write off of assets	<u>(695,368)</u>
Balance at 30 June 2024	45,382,920
Expenditure during the year	561,740
Foreign exchange difference on translation	<u>472,880</u>
Balance at 30 June 2025	<u>46,417,540</u>

Exploration costs are only carried forward to the extent that they are expected to be recouped through the successful development or sale of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

The Company has assessed each area of interest for impairment in accordance with AASB 6 Exploration for and Evaluation of Minerals Resources. Based on the Company's assessment, no impairment was recognised in the income statement in the current year; "nil" was written-off in relation to expired leases during the year (2024: \$695,368).

### 13. Other financial assets

	Consolidated 2025 \$	Consolidated 2024 \$
<i>Non-current assets</i>		
Shares in Winchester Energy Limited at fair value	185,900	278,850
<i>Reconciliation</i>		
Reconciliation of the carrying amounts at the beginning and end of the current and previous financial year are set out below:		
Opening carrying amount	278,850	185,900
Fair value movement	(92,950)	92,950
Closing carrying amount	185,900	278,850

The shares have been classified as fair value through profit and loss.

### 14. Trade and other payables

	Consolidated 2025 \$	Consolidated 2024 \$
<i>Current liabilities</i>		
Trade payables	1,160,757	1,078,872
Accrued expenses	293,344	122,899
Other payables (*)	775,265	137,180
	2,229,366	1,338,951

Refer to note 24 for further information on financial instruments.

(\*) This balance includes a transaction which occurred on 8 May 2024, whereby Gleneagle Securities (Aust) Pty Ltd (the Company's broker and corporate advisor) and Mark Lochtenberg (a director of the Company) paid a total of \$631,348 (in equal parts), on behalf of the Company directly to Hilcorp Energy I, LP in settlement of certain drilling and related costs incurred for drilling and related costs associated with the Company's Truman Project. The Company inadvertently did not recognise the transaction in its 30 June 2024 financial report due to an administrative oversight which resulted in the non-recording of the payable transaction. The payable balance remains unchanged from its inception through to the current reporting date (and the date of this report).

On 10 September 2025, the above transaction was formalised as a loan. Refer to note 31 'Events after the reporting period' for further details.

## 15. Borrowings

	Consolidated 2025 \$	2024 \$
<i>Current liabilities</i>		
Insurance financed	42,042	47,531
Convertible notes payable	219,340	-
	<u>261,382</u>	<u>47,531</u>

Refer to note 24 for further information on financial instruments.

On 11 December 2024, the Group announced that it had entered into loan funding agreements with its directors and employees (\$100,000) and a third party (\$50,000) to raise \$150,000. The key terms of the loan funding agreements are set out below:

- the effective date of the loan funding facilities is 11 December 2024.
- funding will be used towards the Company's working capital requirements.
- the loan funding are unsecured loans.
- the loan funding is repayable in cash in full at the expiry date.
- interest accrues at the rate of 12%, is capitalised and paid as a bullet at the expiry of the term.
- the expiry date is set for one year from the effective date, being set at 11 December 2025.

The Company elected repayment date to be 11 February 2025. The Company repaid the full amount plus interest before 30 June 2025.

On 7 February 2025, the Company announced that secured A\$691,325 through the issuance of 691,325 Convertible Notes. The Convertible Notes were issued on 10 February 2025. The notes are convertible into ordinary shares of the parent entity, at any time at the option of the holder, or repayable on 9 February 2026. Each Convertible Note will convert into such number of new Shares as is determined by dividing the face value of the Convertible Note by \$0.005.

The funds were used to support ongoing oil and gas exploration of the Presidio Project in Texas, USA, repayment of current director and staff loans, and general business activities.

The Convertible Notes are interest free, unsecured and can be either redeemed in full or converted into ordinary shares (subject to approvals where required).

On 20 June 2025, the Company announced the issue of 85,265,000 shares due to the conversion of 426,325 Convertible Notes at an issue price of \$0.005 each. Refer to note 17 for details of shares issued.



## 16. Lease liabilities

	Consolidated 2025 \$	2024 \$
<i>Current liabilities</i>		
Lease liability	34,563	138,009
<i>Non-current liabilities</i>		
Lease liability	38,195	287,784
	<u>72,758</u>	<u>425,793</u>

Refer to note 24 for further information on financial instruments.

## 17. Issued capital

	2025 Shares	Consolidated 2024 Shares	2025 \$	2024 \$
Ordinary shares - fully paid	<u>3,210,478,648</u>	<u>2,604,049,443</u>	<u>101,636,361</u>	<u>98,117,145</u>

### *Movements in ordinary share capital*

Details	Date	Shares	Issue price	\$
Balance	1 July 2023	2,604,049,443		98,117,145
Balance	30 June 2024	2,604,049,443		98,117,145
Placement	25 March 2025	142,857,142	\$0.007	1,000,000
Entitlement - issue of shares	16 April 2025	131,835,522	\$0.007	922,849
Entitlement - issue of shares	7 May 2025	240,171,541	\$0.007	1,681,201
Placement	29 May 2025	6,300,000	\$0.010	63,000
Conversion of convertible notes	20 June 2025	85,265,000	\$0.005	426,325
Capital raising cost (1)		-	\$0.000	(574,159)
Balance	30 June 2025	<u>3,210,478,648</u>		<u>101,636,361</u>

(1) Refer note 19 for details of share-based payments included in this balance.

### *Ordinary shares*

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

## 17. Issued capital (continued)

### Capital risk management

The Group's objective when managing capital is to safeguard the ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the return of capital to shareholders, issue new shares or sell assets to reduce debt. The Group defines capital as cash and cash equivalents plus equity.

The Board of Directors monitors capital on an ad-hoc basis. No formal targets are in place for return on capital.

There are no gearing ratios as the Group has not derived any income from their oil and gas exploration and currently has no debt facilities in place.

## 18. Reserves

	Consolidated	
	2025	2024
	\$	\$
Foreign currency reserve	2,760,007	2,255,423
Share-based payments reserve	1,808,580	1,128,149
Convertible note reserve	74,071	-
	<u>4,642,658</u>	<u>3,383,572</u>

Refer to note 19 'Share-based payments' for further details on options granted during the year.

### Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

### Share-based payments reserve

The share-based payment reserve is used to recognise the fair value of unlisted options issued but not converted into ordinary shares. The reserve is recognised in contributed equity when and if the relevant milestone is attained within the specified period and as a result the unlisted options concerned convert to ordinary shares.

### Convertible note reserve

The convertible note reserve is used to recognise the equity value of convertible notes issued by the Company.

### Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

### Share Based payment reserve

Date	Details	Number of Options	Amount \$
01/07/2023	Opening balance	<u>15,000,000</u>	<u>1,128,149</u>
30/06/2024	Closing balance	<u>15,000,000</u>	<u>1,128,149</u>

## 18. Reserves (continued)

2025

Date	Details	Number of options	Amount \$
01/07/2024	Opening balance	15,000,000	1,128,149
15/11/2024	Options granted to director (not yet issued)	57,000,000	401,631
07/05/2025	Options granted to Lead Manager of Rights Issue	41,000,000	278,800
30/06/2025	Closing balance	<u>113,000,000</u>	<u>1,808,580</u>

### Convertible note reserve

Date	Details	Number of convertible notes	Amount \$
01/07/2024	Opening balance	-	-
10/02/2025	Issue of convertible notes	691,325	74,071
20/06/2025	Conversion into shares	(426,325)	-
30/06/2025	Closing balance	<u>265,000</u>	<u>74,071</u>

On 10 February 2025, the Company announced the issue of Convertible Notes that raised \$691,325 to support ongoing oil and gas exploration of the Presidio Project in Texas, USA, repayment of current director and staff loans, and general business activities. The Convertible Notes are interest free, unsecured and can be either redeemed in full or converted into ordinary shares at \$0,005 per share.

On 20 June 2025, 426,325 convertible notes were converted into 85,265,000 fully paid ordinary shares.

## 19. Share-based payments

	Consolidated 2025 \$	Consolidated 2024 \$
Share based payment (1)	401,631	-
Share based payment recognised as administration cost (2)	63,000	-
Share based payment recognised cost of capital raising (3)	278,800	-
	<u>743,431</u>	<u>-</u>

- (1) On 15 November 2024, the Group announced the appointment of Mr. Philipp Kin as Managing Director of the Group. As a sign-on incentive, Mr Kin was granted 57,000,000 options in the Company, expiring 3 years from the date of obtaining shareholder approval. The issue of these options remains subject to shareholder approval.
- (2) On 29 May 2025, the Company issued 6,300,000 shares to Pitt Street Research in lieu of services rendered. These shares were valued at \$63,000 and were recorded as consulting expenses.
- (3) The Group granted 41,000,000 options in the Company to the Lead Manager responsible to the placement and entitlement offer that occurred during the year. The service was completed on 7 May 2025 (grant date).

## 19. Share based payments (continued)

The key terms and conditions of these options are:

Type	Number of options	Grant date	Issue date	Expire date	Vesting date	Exercise price \$	Fair value at grant date \$
Unlisted <sup>(a)</sup>	18,000,000	15/11/2024	(a)	(a)	(b)	0.02	0.011
Unlisted <sup>(a)</sup>	19,000,000	15/11/2024	(a)	(a)	(b)	0.03	0.009
Unlisted <sup>(a)</sup>	20,000,000	15/11/2024	(a)	(a)	(b)	0.04	0.008
Unlisted	41,000,000	07/05/2025	27/05/2025	26/05/2028	07/05/2025	0.02	0.007

- (b) All options are pending issue to Mr Philipp Kin as they are subject to shareholder approval. The options will expire 3 years after the approval date. These options will vest at the rate of 25% immediately, 25% following 6 months continuous service, 25% following 12 months continuous service and 25% following 18 months continuous service. The volatility and interest rate used on the calculation of the fair value of these options was 82.8% and 4.17% respectively.

Set out below are summaries of options granted under share option plan:

	Number of options 2025	Weighted average exercise price 2025	Number of options 2024	Weighted average exercise price 2024
Outstanding at the beginning of the financial year	15,000,000	\$0.255	15,000,000	\$0.255
Granted (*)	<u>98,000,000</u>	<u>\$0.026</u>	<u>-</u>	<u>\$0.000</u>
Outstanding at the end of the financial year	<u>113,000,000</u>	<u>\$0.056</u>	<u>15,000,000</u>	<u>\$0.255</u>
Exercisable at the end of the financial year (**)	<u>56,000,000</u>	<u>\$0.083</u>	<u>15,000,000</u>	<u>\$0.255</u>

\* Includes 57,000,000 options granted to Mr. Philipp Kin in November 2024, but not yet issued (pending approval from shareholders).

\*\* Does not include the portion of the 57,000,000 options granted to Mr. Kin in November 2024 that have been vested at 30 June 2025, as the options have not been issued yet (pending approval from shareholders).

The weighted average remaining contractual life of options outstanding at the end of the financial year was 2.26 years (30 June 2024: 1.5 years).

## 20. Dividends

### Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

## 21. Earnings per share

The Group is generating losses, therefore the convertible notes were not included on the weighted average number of shares and they are considered anti dilutive.

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax attributable to the owners of Helios Energy Limited	<u>(3,682,045)</u>	<u>(4,957,997)</u>
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>2,700,389,911</u>	<u>2,604,049,443</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>2,700,389,911</u>	<u>2,604,049,443</u>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	(0.14)	(0.19)
Diluted earnings per share	(0.14)	(0.19)

Options and convertible notes Instruments, that could potentially dilute basic earnings per share in the future were not included in the diluted earnings per share calculation for the period because their effect was anti-dilutive.

## 22. Reconciliation of loss after income tax to net cash used in operating activities

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax expense for the year	(3,682,045)	(4,957,997)
Adjustments for:		
Depreciation and amortisation	103,021	282,418
Impairment of assets	148,366	731,053
Write off of exploration expenditure	641,877	695,368
Net fair value loss/(gain) on financial assets	92,950	(92,950)
Share-based payments	401,631	-
Share-based payments recorded as consulting fees on administration costs	63,000	-
Foreign exchange differences	502	(32,932)
Bad debts	-	23,746
(Gain) / loss Lease modification	(85,314)	-
Change in operating assets and liabilities:		
Decrease in trade and other receivables	101,749	480,540
Increase in trade and other payables	491,234	78,718
Net cash used in operating activities	<u>(1,723,029)</u>	<u>(2,792,036)</u>

## 23. Non-cash investing and financing activities

	Consolidated 2025 \$	2024 \$
Shares issued in lieu of services rendered	63,000	-

## 24. Financial instruments

### Financial risk management objectives

The Group's financial instruments consist mainly of deposits with banks, accounts receivable, investments and payable and lease liabilities. The Group's activities expose it to a variety of financial risks; market risk (including fair value and interest rate risk), credit risk, liquidity risk, foreign exchange fluctuations, cash flow and interest rate risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. Risk management is carried out by the Board of Directors under policies approved by the Board. The Board identifies and evaluates financial risks for overall risk management.

### Market risk

#### Foreign currency risk

As a result of having operations in the United States, China and the Cayman Islands, and in both US dollars and Chinese Yuan, the Group's results and Statement of Financial Position can be affected by movements in foreign exchange rates. The Group does not hedge this exposure.

The Group manages its foreign exchange risk by constantly reviewing its exposure to commitments payable in foreign currency and ensuring appropriate cash balances are maintained to meet current operational commitments.

	Assets		Liabilities	
Currency	2025 \$	2024 \$	2025 \$	2024 \$
US Dollars	484,759	457,648	1,288,109	1,486,974
Chinese Yuan	-	3,714	14,391	87,812
	484,759	461,362	1,302,500	1,574,786

The Group had net liabilities denominated in foreign currencies of \$817,741 (assets of \$484,759 less liabilities of \$1,302,500) as at 30 June 2025 (30 June 2024: net liabilities of \$1,113,424 (assets of \$461,362 less liabilities of \$1,574,786)). Based on this exposure, had the Australian dollar weakened by 10% / strengthened by 10% against these foreign currencies with all other variables held constant, the Group's loss before tax for the year would have been \$81,774 lower / higher (30 June 2024: \$111,342 lower / higher) and equity would have the same impact. The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuations taking into consideration movements over the last year and the spot rate at each reporting date. The actual foreign exchange loss for the year ended 30 June 2025 was \$502 (2024: \$15,303).

Management believes the balance date risk exposures are representative of the risk exposure inherent in financial instruments.

### Price risk

The Group is exposed to price risk due to investments held in Winchester Energy Limited.

## 24. Financial instruments (continued)

Consolidated - 2024	% change	Average price increase		% change	Average price decrease	
		Effect on profit before tax	Effect on equity		Effect on profit before tax	Effect on equity
Winchester Energy Limited	20%	<u>37,180</u>	<u>37,180</u>	20%	<u>(37,180)</u>	<u>(37,180)</u>

### Interest rate risk

As the Group has no significant variable interest-bearing liabilities or assets, the Group's income and operating cash flows are not materially exposed to changes in market interest rates.

The risk arises due to changes in interest rates offered by the bank. The risk is managed by seeking alternative quotes from competing banks.

### Credit risk

The Group has no significant credit risk.

### Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash to meet commitments as and when they fall due. The Group has no significant long term or short term debt and its risk with regard to liquidity relates to its ability to maintain its current operations prior to the generation of future income streams. The Group's ability to raise equity funding in the market is paramount in this regard. The Group manages liquidity by ensuring that it has at least sufficient cash to meet its budgeted commitments for at least 12 months.

### Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2025	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Total \$
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade and other payables	-	2,229,366	-	-	-	2,229,366
<i>Interest-bearing - fixed rate</i>						
Insurance finance	15.53%	43,692	-	-	-	43,692
Convertible notes payable	12.00%	265,000	-	-	-	265,000
Lease liability	7.50%	38,484	39,490	-	-	77,974
Total non-derivatives		<u>2,576,542</u>	<u>39,490</u>	<u>-</u>	<u>-</u>	<u>2,616,032</u>

## 24. Financial instruments (continued)

	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Total \$
<b>Consolidated - 2024</b>						
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	1,338,951	-	-	-	1,338,951
<i>Interest-bearing - fixed rate</i>						
Other loans	15.30%	49,057	-	-	-	49,057
Lease liability	3.23%	150,614	136,653	151,837	-	439,104
Total non-derivatives		1,538,622	136,653	151,837	-	1,827,112

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

### Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

## 25. Fair value measurement

### Fair value hierarchy

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<b>Consolidated - 2025</b>				
<b>Assets</b>				
Winchester Energy Limited ordinary shares	185,900	-	-	185,900
Total assets	185,900	-	-	185,900
<b>Consolidated - 2024</b>				
<b>Assets</b>				
Winchester Energy Limited ordinary shares	278,850	-	-	278,850
Total assets	278,850	-	-	278,850

There were no transfers between levels during the financial year.



## 26. Related party transactions

### Parent entity

Helios Energy Limited is the parent entity.

### Subsidiaries

Interests in subsidiaries are set out below:

Name of the entity	Country of incorporation	Class of shares	Equity holding	Equity holding
			2025 %	2024 %
Helios Energy USA, Ltd (1)	USA	Ordinary	100%	100%
Helios Operating, LLC	USA	Ordinary	100%	100%
Helios Energy (China) Ltd (2)	China	Ordinary	100%	100%
Helios Energy Holdings Ltd (3)	Cayman Islands	Ordinary	100%	100%

(1) Holding company for Helios Operating, LLC.

(2) Helios Energy (China) Ltd was registered in Beijing China on 22 September 2020 as a 100% subsidiary entity of Helios Energy Holdings Ltd. In January 2021, the Company opened a bank account with HSBC Bank (China) Beijing Branch.

(3) Helios Energy Holdings Ltd was incorporated in the Cayman Islands on 23 May 2018, as a shell company, with Helios Energy USA Ltd being the 100% shareholder. The Company opened a bank account with HSBC Bank (China) Beijing Branch.

### Key management personnel

Disclosures relating to key management personnel are set out below and the remuneration report included in the directors' report.

### Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated	
	2025	2024
	\$	\$
Current payables:		
Trade payables to key management personnel (Mark Lochtenberg)	315,674	-

On 8 May 2024, Mark Lochtenberg paid a total of \$315,674 on behalf of the Company directly to Hilcorp Energy I,LP in settlement of certain drilling and related costs incurred for drilling and related costs associated with the Company's Truman Project. The Company inadvertently did not recognise the payable in its 30 June 2024 financial report due to an administrative oversight which resulted in the non-recording of the payable transaction. The payable balance remains unchanged from its inception through to the current reporting date (and the date of this report).

On 10 September 2025, the above transaction was formalised as a loan. Refer to note 31 'Events after the reporting period' for further details.

## 26. Related party transactions (continued)

Director fees payable at reporting date is as follows:

	30 June 2025	30 June 2024
	\$	\$
Mark Lochtenberg	88,000	40,000
John Kenny	80,000	32,000
Henko Vos	44,000	-
John Cathcart	20,000	-
Hui Ye	26,449	26,449
	<u>258,449</u>	<u>98,449</u>

### *Loans to/from related parties*

On 11 December 2024, the Group announced that it had entered into loan funding agreements with its directors and employees and a third party to raise \$150,000. \$70,000 was provided to the Company by its directors.

The key terms of the loan funding agreements are set out below:

- the effective date of the loan funding facilities is 11 December 2024.
- funding will be used towards the Company's working capital requirements.
- the loan funding are unsecured loans.
- the loan funding is repayable in cash in full at the expiry date.
- interest accrues at the rate of 12%, is capitalised and paid as a bullet at the expiry of the term.
- the expiry date is set for one year from the effective date, being set at 11 December 2025.

The Company elected repayment date to be 11 February 2025. The Company repaid \$70,000 as principal amount and \$1,544 as interest to the directors.

At 30 June 2025 there was no outstanding balance.

### *Other transactions with related parties:*

The Company granted 57,000,000 options as an sign-on incentive to Mr Philipp Kin, the Group's Managing Director. Refer to note 19 'Share-based payments' for further details.

On 7 February 2025, the Company announced that it secured \$691,325 through the issuance of 691,325 Convertible Notes. The Convertible Notes were issued on 10 February 2025. The notes are convertible into ordinary shares of the parent entity, at any time at the option of the holder, or else is repayable on 9 February 2026. Each Convertible Note will convert into such number of new Shares as is determined by dividing the face value of the Convertible Note by \$0.005.

Of the 691,325 Convertible Notes issued, 125,000 were issued to directors of the Company which remains outstanding at 30 June 2025. The Company intends to seek shareholder approval for the conversion of the outstanding Convertible Notes at its November 2025 annual general meeting.

### *Terms and conditions*

Relevant terms and conditions are noted above.

## 27. Parent entity information

Set out below is the supplementary information about the parent entity.

### *Statement of profit or loss and other comprehensive income*

	Parent	
	2025	2024
	\$	\$
Loss after income tax	(4,047,031)	(4,579,253)
Total comprehensive income	(4,047,031)	(4,579,253)

### *Statement of financial position*

	Parent	
	2025	2024
	\$	\$
Total current assets	1,567,188	224,590
Total assets	3,533,677	2,284,031
Total current liabilities	1,260,448	237,489
Total liabilities	1,260,448	237,489
Net assets	2,273,229	2,046,542
Equity		
Issued capital	101,636,361	98,117,145
Foreign currency reserve	10,828	10,828
Share-based payments reserve	1,808,580	1,128,149
Convertible note reserve	74,071	-
Accumulated losses	(101,256,611)	(97,209,580)
Total equity	2,273,229	2,046,542

### *Contingent liabilities*

The parent entity had no contingent liabilities as at 30 June 2025 and 30 June 2024.

### *Commitments*

The parent entity had no commitments as at 30 June 2025 and 30 June 2024.

### *Material accounting policy information*

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

## 28. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by BDO Audit Pty Ltd, the auditor of the Company, and its network firms:

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
<i>Audit services - BDO Audit Pty Ltd</i>		
Audit or review of the financial statements	<u>63,966</u>	<u>49,387</u>
<i>Other services - network firms</i>		
Taxation services	<u>-</u>	<u>5,900</u>

## 29. Contingent assets and liabilities

As part of the acquisition of the Presidio Oil Project there are contingent royalty payments as mentioned below:

### *Presidio Oil Project*

Helios will earn a NRI of 52.50% of 8/8ths (being 70% of a NRI of 75%) in all additional oil and gas leases or drilling of oil wells acquired by the joint venture. The mineral rights owners and vendors in aggregate will retain a gross revenue royalty, on industry standard terms, equal to 25% of the oil and gas produced or won from the Presidio Leases and any Further Leases and Oil Wells acquired by the joint venture within a 50 kilometre radius of the Presidio Leases.

## 30. Commitments

There are no commitments at 30 June 2025 and 30 June 2024.

## 31. Events after the reporting period

On 17 July 2025, the Company issued 28,000,000 shares due to conversion of 140,000 convertible notes into shares at a share price of \$0.005 each.

On 10 September the Company formalised the loan agreements between the Company and Gleneagle Securities (Aust) Pty Ltd and Rigi Investments Pty Limited (Mark Lochtenberg's related entity) in the total amount of \$631,348 paid by the lenders, in equal portions, for drilling and related costs associated with the Truman Project on behalf of the Company in May 2024. The key terms of the loan are:

- Interest free.
- Repayment in cash or shares, at the discretion of the Company.
- Repayment required by the earlier of the Company's 2025 AGM or 31 December 2025.
- Repayment in shares to occur at the agreed share price of \$0.007 per share.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Entity name	Entity type	Country of incorporation	Equity interest %	Australian resident	Foreign jurisdiction in which the entity is a resident for tax purpose (*)
Helios Energy Limited	Body corporate	Australia	-	Yes	n/a
Helios Operating LLC	Body corporate	United states of America	100%	No	USA
Helios Energy USA Ltd	Body corporate	United states of America	100%	No	USA
Helios Energy (China) Ltd	Body corporate	China	100%	No	China
Helios Energy Holdings Ltd	Body corporate	Cayman Islands	100%	No	Cayman

(\*) According to the law of the foreign jurisdiction.

#### **Note**

No entities listed above are a part of a trustee, partnership or joint venture.

#### **Basis of Preparation**

This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the Corporations Act 2001. It includes certain information for each entity that was part of the consolidated entity at the end of the financial year.

#### **Determination of Tax Residency**

Section 295 (3A) of the Corporation Acts 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. It should be noted that the definitions of 'Australian resident' and 'foreign resident' in the Income Tax Assessment Act 1997 are mutually exclusive. This means that if an entity is an 'Australian resident' it cannot be a 'foreign resident' for the purposes of disclosure in the CEDS.

In determining tax residency, the consolidated entity has applied the following interpretations:

- Australian tax residency.
- The consolidated entity has applied current legislation and judicial precedent, including having regard to the Commissioner of Taxation's public guidance in Tax Ruling TR 2018/5.


In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors.



**Philipp Kin**  
Managing Director

30 September 2025

## INDEPENDENT AUDITOR'S REPORT

To the members of Helios Energy Limited

### Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of Helios Energy Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

- i) Giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year ended on that date; and
- ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Material uncertainty related to going concern

We draw attention to Note 2 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

### Carrying value of exploration and evaluation assets

Key audit matter	How the matter was addressed in our audit
<p>The Group carries exploration and evaluation assets in accordance with the Group's accounting policy for exploration and evaluation assets as set out in Note 12.</p> <p>The recoverability of exploration and evaluation asset is a key audit matter due to the significance of the total balance as a proportion of total assets and the level of procedures undertaken to evaluate management's application of the requirements of AASB 6 Exploration for and Evaluation of Mineral Resources ('AASB 6') in light of any indicators of impairment that may be present.</p>	<p>Our procedures included, but were not limited to the following:</p> <ul style="list-style-type: none"> <li>• Obtaining a schedule of the areas of interest held by the Group and assessing whether the rights to tenure of those areas of interest remained current at balance date;</li> <li>• Considering the Company's intention to carry out significant ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Company's exploration budgets, ASX announcements and directors' minutes;</li> <li>• Considering whether any such areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; and</li> <li>• Assessing the adequacy of the related disclosures in Notes 2 and 12 to the Financial Report.</li> </ul>



## Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2025, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of:

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

for such internal control as the directors determine is necessary to enable the preparation of:

- i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

[https://www.auasb.gov.au/media/bwvjcgre/ar1\\_2024.pdf](https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf)



This description forms part of our auditor's report.

## Report on the Remuneration Report

### Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 11 to 18 of the directors' report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of Helios Energy Limited, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

### Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO Audit Pty Ltd

BDO  


John Christides

Director

Perth, 30 September 2025

## ASX Additional information

The shareholder information set out below was applicable as at 24 September 2025.

### A. CORPORATE GOVERNANCE

A statement disclosing the extent to which the Company has followed the best practice recommendations set by the ASX Corporate Governance Council during the reporting period can be found on the Company's website: <https://www.heliosenergy ltd.com/corporate-governance/>

### B. SHAREHOLDING

#### 1. Substantial Shareholders

The names of the substantial holders of ordinary shares in the Company are set out below:

Ordinary Shares (Holders with 5% or more)	Number held	Percentage of issued shares
Name		
Notable Pioneer Limited	500,576,359	15.46%
Mr Ping He <i>(including his associated entities)</i>	198,928,072	6.14%
Mr Wentao Zhao	179,282,031	5.54%
HSBC Custody Nominees (Australia) Limited <i>(including associated entities)</i>	177,900,827	5.49%

#### 2. Number of holders in each class of equity securities and the voting rights attached

##### (a) Ordinary Shares

There are 1,187 holders of ordinary shares. Each shareholder is entitled to one vote per share held. Every shareholder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

##### (b) Unlisted Options

There are 3 holders of unlisted options. These securities have no voting rights.

##### (c) Convertible Notes

There are 2 holders of convertible notes. These securities have no voting rights.

#### 3. Distribution schedule of the number of ordinary holders

Size of Holding	Number of Holders	Number of Shares Held	% of Issued Share Capital
1 - 1,000	82	7,885	0.00%
1,001 - 5,000	103	434,681	0.01%
5,001 - 10,000	81	651,264	0.02%
10,001 - 100,000	412	18,143,511	0.56%
100,001 and over	509	3,219,241,307	99.41%
	<b>1,187</b>	<b>3,238,478,648</b>	<b>100.00%</b>

## ASX additional information (continued)

### 4. Unmarketable Parcel

Based on the share price of \$0.013, there are 468 holders with a total unmarketable holding of 5,489,057 fully paid ordinary shares, amounting to 0.17% of the Company's issued capital.

### 5. Twenty Largest holders of quoted equity security

The names of the twenty largest holders of quoted equity security, the number of equity security each holds and the percentage of capital each holds are as follows:

Rank	Name	Number of shares	% Held
1	Notable Pioneer Limited	500,576,359	15.46%
2	Mr Ping He <i>(including his associated entities)</i>	198,928,072	6.14%
3	Mr Wentao Zhao	179,282,031	5.54%
4	HSBC Custody Nominees (Australia) Limited <i>(including associated entities)</i>	177,900,827	5.49%
5	Buttonwood Nominees Pty Ltd	140,463,346	4.34%
6	Mr John Kenny <i>(including his associated entities)</i>	118,276,084	3.65%
7	UBS Nominees Pty Ltd	109,542,857	3.38%
8	BNP Paribas Nominees Pty Ltd <i>(including associated entities)</i>	99,585,719	3.08%
9	Gleneagle Securities (Aust) Pty Ltd <i>(including associated entities)</i>	90,307,163	2.79%
10	Mr Zhiqiang Shan	89,389,857	2.76%
11	Mr Jason Battistessa <i>(including his associated entities)</i>	86,435,000	2.67%
12	Pangaea (NT) Pty Ltd	71,428,571	2.21%
13	Citicorp Nominees Pty Limited	65,926,336	2.04%
14	Mr Mark Lochtenberg <i>(including his associated entities)</i>	55,030,187	1.70%
15	The LF Point Pty Ltd <Point A/C>	50,000,000	1.54%
16	Ms Huiru Chen	49,554,674	1.53%
17	Lugano Holdings LLC	49,305,264	1.52%
18	RPM Texas LLC	47,460,000	1.47%
19	Mr Jidong Zhang	43,414,294	1.34%
20	Trend E&P LLC	37,981,290	1.17%
<b>Total</b>		<b>2,260,787,931</b>	<b>69.81%</b>

**ASX additional information (continued)**

**6. Holders of unquoted equity security**

**(a) Unlisted Options**

The names of the largest holders of unlisted options, the number of equity security each holds and the percentage of capital each holds are as follows:

Unlisted Options expiring 31/12/2025 @ \$0.255 (Holders with 20% or more)	Number held	Percentage of unlisted options
Name		
Mr Robert Bearden	15,000,000	100%

Unlisted Options expiring 27/05/2028 @ \$0.02 (Holders with 20% or more)	Number held	Percentage of unlisted options
Name		
JB Toro Pty Ltd	21,000,000	51.22%
Red Star Developments Pte Ltd	20,000,000	48.78%

**(b) Convertible Notes**

The names of the largest holders of convertible notes, the number of equity security each holds and the percentage of capital each holds are as follows:

Convertible Note Holders expiring 10/02/2026 @ \$1.00 (Holders with 20% or more)	Number held	Percentage of convertible note holders
Name		
Motyl Investments Pty Ltd	25,000	20.00%
Rigi Investments Pty Limited	100,000	80.00%

**C. OTHER DETAILS**

**1. Company Secretary**

Henko Vos

**2. Address and telephone details of the Company's registered and administrative office**

Suite 6, 295 Rokeby Road  
Subiaco WA 6008 Australia  
T:+61 1300 291 195

## ASX additional information (continued)

### 3. Address and telephone details of the office at which a register of securities is kept

Automic Pty Ltd  
Level 5, 126 Phillip Street  
Sydney NSW 2000  
Tel: 1300 288 664 or +61 2 9698 5414  
Fax: +61 2 8583 3040

### 4. Securities exchange on which the Company's securities are quoted

The Company's listed equity securities are quoted on the Australian Securities Exchange (ASX: HE8).

### 5. Review of Operations

A review of operations is contained in the Directors' Report.

### 6. Consistency with business objectives

The Company has used its cash and assets in a form readily convertible to cash that it had at the time of listing in a way consistent with its stated business activities.

### 7. On-Market Buy-Back

There is no current on-market buy-back.

### 8. Total acreage at 19 August 2025 is set out follows:

Block	Section	Interest	Gr. Ac (acre)	Status	Ac. Leased	WI	Net WI Acreage (acre)
3	113	1	640.00	LEASED/HBP	640.00	0.70	448.00
3	115	1	640.00	LEASED/HBP	640.00	0.70	448.00
3	123	1	640.00	LEASED/HBP	640.00	0.70	448.00
3	129	1	640.00	LEASED/HBP	640.00	0.70	448.00
3	135	1	640.00	LEASED/HBP	640.00	0.70	448.00
3	136	1	640.00	LEASED/HBP	640.00	0.70	448.00
3	141	1	640.00	LEASED/HBP	640.00	0.70	448.00
3	147	1	640.00	LEASED/HBP	640.00	0.70	448.00
3	112	1	640.00	LEASED	640.00	1.00	640.00
3	114	1	640.00	LEASED	640.00	1.00	640.00
G-25	3	1/2	651.60	LEASED	325.80	1.00	325.80
3	143	0.1500	640.00	LEASED	96.00	1.00	96.00
3	144	1/2	640.00	LEASED	320.00	1.00	320.00
3	157	3/20	640.00	LEASED	96.00	1.00	96.00
			<b>8,971.60</b>		<b>7,237.80</b>		<b>5,701.80</b>