
HELICON GROUP LIMITED

ACN 107 903 159

NOTICE OF GENERAL MEETING

TIME: 9.30 am (WST)
DATE: 3 August 2010
PLACE: Helicon Group Limited
Suite 3
257 York Street
Subiaco, Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

CONTENTS

Notice of General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	10
Schedule 1 - Terms and Conditions of Options	11
Proxy Form	13

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of Shareholders to which this Notice of Meeting relates will be held at 9:30 am (WST) on 3 August 2010 at:

Helicon Group Limited
Suite 3
257 York Street
Subiaco, Western Australia

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Helicon Group Limited, Suite 3, 257 York Street, Subiaco WA 6008;
- (b) facsimile to the Company on facsimile number (+61 8) 9382 1766; or
- (c) email to the Company at n.forde@helicongroup.com.au

so that it is received not later than 9:30 am (WST) on 1 August 2010.

Proxy Forms received later than this time will be invalid.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)8 9388 3683

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders will be held at 9:30 am (WST) on 3 August 2010 at Helicon Group Limited, Suite 3, 257 York Street, Subiaco, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 9:30 am (WST) on 1 August 2010.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF SHARE ISSUE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the issue and allotment by the Directors of 13,001,277 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled or to vote in accordance with the directions on the Proxy Form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – APPROVAL OF OPTIONS PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Directors to allot an issue 25,000,000 Options.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 – RIGHTS ISSUE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to undertake a non-renounceable underwritten rights issue of approximately 149,514,681 Shares to be issued at an issue price of \$0.0125 per Share on the basis of 3 Shares for every 2 Shares held

on the record date to raise approximately \$1,868,930 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by any substantial shareholder of the Company and any substantial shareholder, underwriter or sub-underwriter of the rights issue and any of their associates.

4. RESOLUTION 4 – FORGIVENESS OF LOAN

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That for the purposes of Section 208 of the Corporations Act and for all other purposes approval is given for the Company to forgive loans in aggregate of \$56,000 made to Mr Peter Abrahamson in relation to the subscription for Executive Incentive Scheme Shares.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Peter Abrahamson (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 5 JULY 2010

**BY ORDER OF THE BOARD
HELICON GROUP LIMITED**



**GRAEME BODEN
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 9:30 am (WST) on 3 August 2010 at Helicon Group Limited, Suite 3, 257 York Street, Subiaco, Western Australia. The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions contained in the Notice of Meeting.

1. RESOLUTION 1 – RATIFICATION OF SHARE ISSUE

1.1 BACKGROUND

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue on 17 June 2010 of 13,001,277 Shares at an issue price of \$0.0125 per share, to raise \$162,516.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

By ratifying the issue, the Company will have flexibility to issue further securities under the annual 15% placement capacity as set out in ASX Listing Rule 7.1 without seeking Shareholder approval, if the need or opportunity arises.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. ASX Listing Rule 7.4.2 provides that a company in general meeting may ratify a previous issue of securities after the fact so that the securities so issued and approved are regarded as having been made with approval for the purpose of ASX Listing Rule 7.1. Accordingly, Resolution 1 is seeking Shareholder ratification of the issue of 13,001,277 Shares to sophisticated investors, to whom the issue of securities does not require a disclosure document in accordance with Section 708 of the Corporations Act. Whilst the issue of the 13,001,277 Shares was within the Company's annual 15% placement capacity, the Company is requesting Shareholders to ratify the issue of the Shares the subject of Resolution 1 for the purpose of ASX Listing Rule 7.4 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 in the future

1.2 TECHNICAL INFORMATION REQUIRED BY ASX LISTING RULE 7.4

For the purpose of ASX Listing Rule 7.5, the following information is provided:

- (a) 13,001,277 Shares were issued on 17 June 2010 in a placement to sophisticated investors (in accordance with the exemption in Section 708 of the Corporations Act).
- (b) the Shares were issued at an issue price of \$0.0125 each;
- (a) the Shares were all fully paid ordinary shares in the Capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to the persons listed below, all of whom qualify as sophisticated investors as that term is defined in the Corporations Act 2001 and all of whom therefore fall within one of the exclusions for the requirement for the Shares to be issued under a disclosure document.

None of the parties to whom the Shares are issued is a related party of the Company;

Shareholder	No. of Shares
Celtic Capital Pty Ltd <The Celtic Capital A/C>	10,000,000
Brijohn Nominess Pty Ltd <Nelsonid A/C>	3,001,277
Total	13,001,277

- (e) the funds raised by the issue of the Shares will be used by the Company for future project identification, evaluation, and potential acquisition. Any remaining funds will be used as working capital to fund the acquired project going forward. The Company has not secured any future projects at present but wishes to raise funds to be in a position to demonstrate to vendors that the Company has the necessary capital to complete an acquisition and fund the relevant project in the future.

2. RESOLUTION 2 – APPROVAL OF OPTION PLACEMENTS

2.1 BACKGROUND

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 25,000,000 Options at an issue price of \$0.0001 per Option, to raise \$2,500.

None of the subscribers pursuant to this issue will be related parties of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 1.2.

Accordingly, Resolution 2 is seeking Shareholder approval for the issue of 25,000,000 Options to sophisticated investors, to whom the issue of securities does not require a disclosure document in accordance with Section 708 of the Corporations Act. The Company is requesting Shareholders to approve the issue of the Options the subject of Resolution 2 so that the Company will comply with ASX Listing Rule 7.1 requiring approval of the issue of securities representing more than 15% of the issued shares in the Company. Subsequent to this approval the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 in the future if the need or opportunity arises.

2.2 TECHNICAL INFORMATION REQUIRED BY ASX LISTING RULE 7.1

For the purpose of ASX Listing Rule 7.3, the following information is provided:

- (a) 25,000,000 Options will be issued in a placement to sophisticated investors (in accordance with the exemption in Section 708 of the Corporations Act);
- (b) the Options will be issued at an issue price of \$0.0001 each;
- (c) the Options will be exercisable at a price of \$0.01 per Option with an expiry date of 30 June 2015. The terms and conditions of the Options are attached in Schedule 1;
- (d) the Options will be issued to unknown sophisticated investors as that term is defined in the Corporations Act 2001 and all of whom therefore fall within one of the exclusions for the requirement for the Shares to be issued under a disclosure document. None of the parties to whom the Shares will be issued is a related party of the Company.

- (e) the funds raised by the issue of the Options will be used for working capital purposes.
- (f) the Options will be issued within three (3) months of the date of this General Meeting and will be allotted on one day.

3. RESOLUTION 3 – RIGHTS ISSUE

Resolution 3 seeks Shareholder approval for the allotment and issue of approximately 149,514,681 Shares at an issue price of \$0.0125 per Share, to raise \$1,868,930 pursuant to a fully underwritten rights issue on the basis of 3 Shares for every 2 Shares held on the record date.

The Company has obtained a waiver from ASX from ASX Listing Rule 7.11.3 to make a non-renounceable rights issue of greater than 1:1.

A summary of ASX Listing Rule 7.1 is set out in Section 1.2 of this Explanatory Statement.

The effect of Resolution 3 will be to allow the Directors to issue the Shares pursuant to the Rights Issue during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

3.1 TECHNICAL INFORMATION REQUIRED BY ASX LISTING RULE 7.1

The following information is provided in relation to the Rights Issue pursuant to and in accordance with ASX Listing Rule 7.3:

- (a) the maximum number of Shares to be issued under this Resolution is 149,514,681 Shares;
- (b) the Shares will be issued at an issue price of \$0.0125 each;
- (c) the Shares will be issued no later than three (3) months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- (d) the Directors will issue the Shares to Shareholders on the basis of 3 Shares for every 3 Shares held on the record date set for the Rights Issue. The Rights Issue will be underwritten by Cunningham Peterson Sharbanee Securities Pty Ltd or its nominee;
- (e) the Shares issued will rank equally with the Company's current issued Shares; and
- (f) the funds raised from the Rights Issue (approximately \$1,868,930) will be used by the Company for future project identification, evaluation, and potential acquisition. Any remaining funds will be used as working capital to fund the acquired project going forward. The Company has not secured any future projects at present but wishes to raise funds via the Rights Issue, to be in a position to demonstrate to vendors that the Company has the necessary capital to complete an acquisition and fund the relevant project in the future.

4. RESOLUTION 4 – FORGIVENESS OF LOAN TO MR PETER ABRAHAMSON

5.1 GENERAL

Mr Peter Abrahamson, pursuant to the Company's Executive Incentive Scheme, which has been approved by Shareholders, has received loans totalling \$56,000 (**Loans**) for the allotment of 1,000,000 ordinary fully paid Shares. The Loans are required to be repaid only from the sale of the Shares. At the price of current capital raisings (for which Shareholder approval is sought under Resolutions 1, 2 and 3) at \$0.0125 cents per Share, this would yield \$12,500. The Directors, other than Mr Abrahamson, have recommended that these Loans be forgiven, on the basis set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (a) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The forgiveness of the loan to Mr Peter Abrahamson (or his nominee) requires the Company to obtain Shareholder approval because the forgiveness constitutes giving a financial benefit and as a Director, Mr Peter Abrahamson is a related party of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the forgiveness of the loan to Mr Peter Abrahamson.

SHAREHOLDER APPROVAL (CHAPTER 2E OF THE CORPORATIONS ACT AND LISTING RULE 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed forgiveness of Loans:

- (a) the related party is Mr Peter Abrahamson and he is a related party by virtue of being a Director;
- (b) the value of the Loans made to Mr Peter Abrahamson for the purchase of 1,000,000 Shares under the Executive Incentive Scheme amount to \$56,000;
- (c) the Loans are repayable by Mr Peter Abrahamson within 6 months of ceasing to hold office in the Company, but only to the lower of the amount receivable from the sale of the shares or the loan amount;
- (d) it is anticipated that Mr Peter Abrahamson will resign as a director of the Company at the completion of the Rights Issue (for which Shareholder approval is sought under Resolution 3);

- (e) the current trading price of the Company's Shares on the date this Notice was lodged with ASIC was \$0.017 would lead to the repayment of \$17,000;
- (f) Mr Peter Abrahamson currently holds a relevant interest in 2,033,616 Shares in the Company;
- (g) Mr Peter Abrahamson commenced employment with the Company during July 2005 and his remuneration and emoluments in the last two financial years were \$123,645 in 2010 and \$212,710 in 2009. Mr Peter Abrahamson reduced salary to half in 2009 and became a non-executive director on fees of \$24,000 per annum in April 2010. Mr Abrahamson does not receive any other emoluments from the Company;
- (h) the trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	13.5 cents	5 October 2009
Lowest	1.5 cents	30 June 2010
Last	1.5 cents	30 June 2010

- (i) the primary purpose of forgiving the Loans made to Mr Abrahamson are:
 - (i) appreciation for his past service and flexibility of employment situation in difficult times for the Company and prior to that, his relocation to China to prosecute the Company's business;
 - (ii) compensation for the cessation of his involvement with the Company;
 - (iii) the amount otherwise realisable from the sale of share is small, at \$17,000; and
 - (iv) the Company wishes to avoid having a forced sale of 1,000,000 shares into a low liquidity market at a time when it is in the process of capital raising.
- (k) Mr Peter Abrahamson declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4. The Board (other than Peter Abrahamson) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

5. ENQUIRIES

Shareholders are requested to contact Graeme Boden on +61 (8) 9388 3683 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Company means Helicon Group Limited (ACN 107 903 159).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Executive Incentive Scheme means the Company's executive Incentive Scheme which was approved by Shareholders at the Company's 2007 Annual General Meeting held on 28 November 2007.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Option means an option to acquire a Share for an exercise price of \$0.01 on or before 30 June 2015 on the terms and conditions set out in Schedule 1.

Optionholder means a holder of an option.

Placement means the placement of Options proposed under Resolution 2.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Rights Issue means the non-renounceable fully underwritten rights issue of 149,514,681 Shares on the basis of 3 Shares for every 2 Shares held on the record date, subject of Resolution 3.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options will expire at 5:00 pm (WST) on 30 June 2015 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The Options will vest upon issue and the amount payable upon exercise of each Option (**Exercise Price**) will be \$0.01 per Share.
- (d) The Options held by each Optionholder may be exercised in whole or in part at any time prior to the Expiry Date, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(Exercise Notice).

- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options to be issued are transferable
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation on ASX of the Options to be issued.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (m) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (n) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issues of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

PROXY FORM

**APPOINTMENT OF PROXY
HELICON GROUP LIMITED
ACN 107 903 159**

GENERAL MEETING

I/We

being a member of Helicon Group Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 9:30 pm (WST), on 3 August 2010 at Helicon Group Limited, Suite 3, 257 York Street, Subiaco, Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

Voting on Business of the General Meeting

ABSTAIN

Resolution 1 – Ratification of share issue
Resolution 2 – Approval of option placement
Resolution 3 – Rights Issue
Resolution 4 – Forgiveness of Loan

FOR

AGAINST

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of Resolutions 1 to 5 please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of any of the Resolutions and that votes cast by the Chair of the General Meeting for any of the Resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the affected Resolutions.

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Signed this

day of July 2010

_____ %

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

HELICON GROUP LIMITED
ACN 107 903 159

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at an General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
3. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Helicon Group Limited, Suite 3, 257 York Street, Subiaco WA 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 9382 1766,
 - (c) email to the Company at n.forde@helicongroup.com.au

so that it is received not later than 9:30 am (WST) on 1 August 2010.

Proxy forms received later than this time will be invalid.