

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspects of the proposals referred to in this document or as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant, other professional adviser or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Helium Ventures Plc, please send this document, and the accompanying form of proxy or form of instruction, to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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## **HELIUM VENTURES PLC**

*(Incorporated and registered in England and Wales with registered number 13355240)*

## **NOTICE OF GENERAL MEETING**

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*Directors:*

Neil Ritson- *Non-executive Chairman*  
Charlie Wood- *Non-executive Director*  
Fungai Ndoro- *Non-executive Director*

*Registered Office:*

Eccleston Yards  
25 Eccleston Place  
London  
United Kingdom  
SW1W 9NF

2 June 2025

**Conditional Placing  
MOU to Establish Bitcoin Treasury with NewQube Holdings Ltd  
Creditor Settlement  
Change of Name**

Dear Shareholder,

On 29 May 2025, the Company announced several strategic initiatives to recapitalise the Company and shift its strategic focus, including:

- Entering into a Memorandum of Understanding with NewQube Holdings Ltd (“NewQube”) to establish a Bitcoin treasury function with strategic objectives to:
  - accumulate material Bitcoin (“BTC”) holdings;
  - hold BTC as a long-term treasury reserve asset;
  - finance future acquisitions of BTC via equity\*;
  - realise potential gains through selective divestments and reinvestments.
- A proposed change of the Company’s name to VaultZ Capital plc.
- A fundraise of £1.2 million:  
The Company raised approximately £1.2 million in cash, comprising £478,050 through the subscription of 23,902,500 new ordinary shares of 1 pence each (“Ordinary Shares”) at a price of £0.02 per share (“Subscription Price”) (“Subscription”) and £721,950 through a conditional subscription for 36,097,500 shares at the Subscription Price (“Conditional Subscription”), subject to shareholder approval.
- A proposal to issue shares for advisory services and the settlement of creditors.

*\*Further to the announcement of 2 June 2025 clarifying NewQube’s strategic objectives, future acquisitions will only be financed via equity.*

The purpose of this document is to provide you with information regarding the resolutions to be proposed at the general meeting and to explain why the Board considers the Resolutions to be in the best interests of the Company and its Shareholders as a whole and why it unanimously recommends that you should vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

Below is a summary of the resolutions to be considered at the General Meeting, as well as a summary of the background to, each resolution.

***Resolution 1 – That the Company establish a Bitcoin Treasury with NewQube Holdings Ltd as investment manager.***

**Memorandum of Understanding (“MOU”) with NewQube Holdings Ltd (“NewQube”)**

The Company has signed a MOU with NewQube), a Cayman Islands based specialist in providing institutional-grade Bitcoin and crypto-asset strategies, to establish a Bitcoin treasury function. This investment will be managed via a new special purpose vehicle, NQ InvestCo 2 (solely owned by Helium Ventures), to be renamed VaultZ Treasury, with NewQube appointed as Investment Manager.

## About NewQube (<https://newqube.com/>):

NewQube specialises in institutional-grade Bitcoin and crypto-asset strategies. The firm combines discretionary and systematic trading methodologies with robust risk management frameworks tailored for volatile and asymmetric asset classes. NewQube has deep expertise in navigating regulated exchanges and OTC venues, and partners with Tier 1 custodians offering insured, multi-signature cold storage solutions. The team includes professionals with backgrounds in quantitative trading, digital asset security, and hedge fund governance, ensuring compliance with global best practices in digital asset custody, trade execution, and capital preservation.

Charlie Wood, Non-executive Director of the Company, holds approximately 1% of the issued share capital of NewQube as at the date of this document.

Under the terms of the MOU (binding, subject to contract):

- NewQube will receive 2,500,000 Ordinary Shares in Helium Ventures plc, conditional upon shareholder approval of the Bitcoin treasury function.
- A 0.5% annual management fee (based on assets under management) will commence 12 months after the initial Bitcoin acquisition.

## Risk Warning

**Bitcoin is a highly volatile digital asset. Investors should be aware that holding or trading cryptocurrencies involves substantial risk, including potential loss of capital. Shareholders are strongly advised to consult an independent financial adviser before making any investment decisions related to cryptoassets.**

### Key risks include:

- **Extreme price volatility and risk of total capital loss;**
- **Lack of regulatory protection – cryptocurrencies are currently unregulated in the UK;**
- **Cybersecurity threats, including theft, hacking, and ransom attacks;**
- **Operational failures at exchanges or custodians, including fund co-mingling; and**
- **Limited legal or regulatory recourse in the event of asset loss or failure.**

The Company has raised £721,950, through the Conditional Subscription and has agreed to settle historic liabilities of approximately £214,963 through the Creditor Settlement.

As detailed in the MOU with NewQube, the Company intends to sign a binding contract with NewQube and as part of that agreement the Company will issue 2,500,000 Ordinary Shares to NewQube as part of the fee for their services.

*Resolutions 2 and 3 are being proposed to enable the directors to complete the Conditional Subscription, to carry out the share issuances and to give the Directors the flexibility to allot additional shares for cash, to take advantage of business opportunities, without having to offer them to existing shareholders.*

### **Resolution 2 - Authority to allot shares**

The Company is seeking the authority to allot shares to facilitate the Conditional Subscription; to settle historic creditors; to compensate third-party consultants; in connection with the Company's agreement with NewQube; and flexibility to issue additional shares or grant options over or otherwise dispose of shares in the capital of the Company and other relevant securities of the Company. The Companies Act 2006 provides that Directors shall only allot shares with the authority of shareholders in general meeting.

This authority will expire at the end of the next general meeting of the Company or 15 months after the resolution is passed, whichever is earlier.

### **Resolution 3 - Disapplication of Pre-emption Rights**

Under the Articles, where new Ordinary Shares are proposed to be issued for cash, they must first be offered to existing shareholders in proportion to their existing holdings. However, there are occasions when the directors may need the flexibility to issue Ordinary Shares without a fully pre-emptive offer in order to take advantage of business opportunities as they arise.

Therefore Resolution 3 seeks authority for the directors to allot shares to: facilitate the Conditional Subscription; to settle historic creditors; to compensation third-party consultants; in connection with the Company's agreement with NewQube; and to allow flexibility to issue additional shares for cash as if the pre-emption rights set out in the Articles did not apply to such allotment.

This authority will expire at the end of the next general meeting of the Company or 15 months after the resolution is passed, whichever is earlier.

#### **Resolution 4 – Change of name**

To reflect the Company's strategic initiative, the Directors propose that the name of the Company be changed to VaultZ Capital plc.

If this resolution is passed, the Company will change its name to VaultZ Capital plc and release an RIS to confirm when this becomes effective. No new share certificates will be issued to reflect the change in the Company's name and existing share certificates will continue to be valid.

#### **General Meeting**

Please find enclosed the Notice of General Meeting ("Notice of GM") to be held at 11.00am on 18 June 2025 at Eccleston Yards, 25 Eccleston Place, London, United Kingdom, SW1W 9NF. The Notice of GM details a number of resolutions proposed by the Company's Board, a proxy form or form of instruction for you to complete and explanatory notes which contain information on the resolutions to be proposed at the GM.

Resolutions 1 and 2 in the Notice of GM will be proposed as Ordinary Resolutions and Resolutions 3 and 4 will be proposed as Special Resolutions.

Shareholders are encouraged to submit a proxy vote in advance of the General Meeting. You are strongly encouraged to use your right to appoint the Chair of the GM as your proxy to attend the meeting and vote on your behalf. Please vote online at [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions, or by filling in the Form of Proxy or the Form of Instruction sent with this Notice and returning it by post to the Company's Registrars as soon as possible at Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. The Registrars must receive your Form of Proxy by 11.00am. on 16 June 2025. For instructions on proxy voting, please see the notes to the Notice of GM for information.

#### **Recommendation**

The Board believes that the resolutions contained in the Notice of General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends that you vote in favour of each of the resolutions to be proposed at the General Meeting, as the Directors intend to do in respect of their own shareholdings in the Company.

The Board looks forward to reporting to you on the business of the Company at the General Meeting.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'N. Ritson', with a stylized flourish at the end.

Neil Ritson  
Non-executive Chairman

## HELIUM VENTURES PLC

(Incorporated and registered in England and Wales with registration number 13355240)

### NOTICE OF GENERAL MEETING

Notice is given of an extraordinary general meeting of Helium Ventures PLC (the “**Company**”) will be held at Eccleston Yards, 25 Eccleston Place, London, United Kingdom, SW1W 9NF on 18 June 2025 at 11:00 a.m. to consider the following resolutions, of which resolution 1 and 2 will be proposed as an ordinary resolutions and resolution 3 and 4 as special resolutions:

#### ORDINARY RESOLUTIONS

1. **THAT** conditional on Resolution 2 below, the Company establish a Bitcoin Treasury with NewQube Holdings Ltd as investment manager.
2. **THAT** in substitution for all existing and unexercised authorities, the Directors of the Company be and are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (“the Act”) to exercise all or any of the powers of the Company to allot Relevant Securities (as defined in this Resolution)
  - (a) an aggregate nominal amount of £360,975 in connection with the Conditional Subscription announced on 29 May 2025;
  - (b) an aggregate nominal amount of £107,481.50 in connection with historic creditors of the Company;
  - (c) an aggregate nominal amount of £100,000 in relation to the issue of shares to third-party consultants;
  - (d) an aggregate nominal amount of £25,000 in connection with the Company's agreement with NewQube Ltd;
  - (e) in addition to sub-paragraphs (a) to (d) above, up to an aggregate nominal amount of £5,000,000.

provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next general meeting of the Company or 15 months after the passing of this Resolution, unless renewed or extended prior to such time except that the Directors of the Company may before the expiry of such period make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the Directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. In this Resolution, “Relevant Securities” means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company (“Shares”) but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee's share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

#### SPECIAL RESOLUTION

3. **THAT** in substitution for all existing and unexercised authorities and subject to the passing of the preceding Resolution, the Directors of the Company be and are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by the preceding Resolution as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited to the allotment of Ordinary Shares:
  - (a) up to an aggregate nominal amount of £360,975 in connection with the Conditional Subscription announced on 29 May 2025;
  - (f) up to an aggregate nominal amount of £107,481.50 in connection with historic creditors of the Company;
  - (g) up to an aggregate nominal amount of £100,000 in relation to the issue of shares to third-party consultants;
  - (h) up to an aggregate nominal amount of £25,000 in connection with the Company's agreement with NewQube Ltd;
  - (i) in addition to sub-paragraphs (a) to (d) above, up to an aggregate nominal amount of £5,000,000.

and shall expire on the earlier of the date of the next general meeting of the Company or 15 months from the date of the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

4. **THAT** conditional on Resolutions 2 and 3 above, the Company's name be changed to VaultZ Capital plc.

By Order of the Board  
Orana Corporate LLP

Company Secretary  
2 June 2025

Registered Office:  
Eccleston Yards  
25 Eccleston Place  
London SW1W9NF

## **Notes**

### **1. Right to attend, speak and vote**

If you want to attend, speak and vote at the General Meeting you must be on the Company's register of members by 11:00 a.m. on 16 June 2025. This will allow us to confirm how many votes you have on a poll. Changes to the entries in the register of members after that time, or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the General Meeting.

### **2. Appointment of proxies**

If you are a member of the Company you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting. You may only appoint a proxy using the procedures set out in these notes and in the notes on the proxy form, which you should have received with this notice of meeting.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes on the form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

You may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares which you hold. If you wish to appoint more than one proxy you may photocopy the proxy form or alternatively you may contact the Company's registrars, Share Registrars Limited on +44 (0) 125 282 1390.

### **3. Appointment of proxy using hard copy proxy form**

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you do not indicate on the proxy form how your proxy should vote, they will vote or abstain from voting at their discretion. They will also vote (or abstain from voting) at they think fit in relation to any other matter which is put before the meeting.

To appoint a proxy using the proxy form, the form must be completed, signed and received by Share Registrars Limited no later than 48 hours before the meeting (excluding non-business days), that is 11:00 a.m. on 16 June 2025. Any proxy forms (including any amended proxy appointments) received after the deadline will be disregarded.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- posted or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX; and
- received by the Registrar no later than 11:00 a.m. on 16 June 2025

If the shareholder is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer or attorney. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **4. Electronic voting**

You may submit your proxy vote electronically by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions. To be valid, your proxy appointment and instructions should reach Share Registrars by no later than 11:00 a.m. on 16 June 2025.

### **5. Appointment of proxy by joint members**

In the case of joint holders, where more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names

of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

## **6. Appointment of proxies through CREST**

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent, Share Registrars (CREST Participation ID 7RA36), by 11.00 a.m. on 16 June 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (SI 2001/3755).

## **7. Changing your instructions**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. The amended instructions must be received by the registrars by the same cut-off time noted above. Where you have appointed a proxy using a hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Share Registrars Limited on +44 (0) 125 282 1390. If you submit more than one valid proxy form, the one received last before the latest time for the receipt of proxies will take precedence.

## **8. Termination of proxy appointments**

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX.

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, your revocation notice must be received by Share Registrars Limited no later than 48 hours before the meeting. If your revocation is received after the deadline, your proxy appointment will remain valid. However, the appointment of a proxy does not prevent you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

## **9. Communications with the Company**

Except as provided above, members who have general queries about the meeting should telephone Share Registrars on +44 (0) 125 282 1390 or email them at [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the



Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

#### **10. Issued shares and total voting rights**

As at 6.00 p.m. on the business day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised 23,902,500 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company at that time was 23,902,500.