This is the form of material change report required under Section 85(1) of the Securities Act and Section 151 of the Securities Rules.

BC FORM 53-901F
(Previously Form 27)

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

NOTE: Every report required to be filed under section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure."

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL."

Item 1. Reporting Issuer (name and address)

HELIO CAPITAL CORP.,
Suite 11 – 1155 Melville Street,
Vancouver, B.C.

Item 2. Date of Material Change

September 5, 2002

Item 3. Press Release

State the date and place of issuance of the press release issued pursuant to Section 85(1) of the Act.

Press Release dated September 5, 2002. Press release issued in Vancouver, British Columbia.

Item 4. Summary of Material Change

Please see attached News Release

Item 5. Full Description of Material Change

Please see attached News Release

Item 6. Reliance on Section 85(2) of the Act

If the Report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

n/a

INSTRUCTION:

Refer to Section 85(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection.

Item 7. Omitted Information.

In certain circumstances where a material change has occurred, and a material change report has been or is about to be filed but section 85(3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report could remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis, and provide the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to section 169(4) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in section 153 of the Rules.

n/a

Item 8. Senior Officers

Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer to whom such senior officer may be contacted by the Commission.

For further information, contact Stephen Leahy at #11 – 1155 Melville Street, Vancouver, B.C. V6E 4C4; PHONE: 604-682-1333.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

"Stephen M. Leahy"
STEPHEN LEAHY, President
Name of Senior Officer

604-682-1333
Business Telephone Number

DATED at **Vancouver, British Columbia**, **September 11_, 2000**

HELIO CAPITAL CORP.

Per: *"Stephen M. Leahy"*
signature

Director
(official capacity)

Stephen Leahy
(name of individual whose
signature appears above)

HELIO CAPITAL CORP.,
Unit 11 - 1155 Melville Street,
Vancouver, B.C. V6E 4C4
Phone: (604) 682-1333 Fax: (604) 682-1324
Email: corp@westpac.ca

September 5, 2002

NEWS RELEASE

"LETTER OF INTENT WITH CONSOLIDATED BEACON RESOURCES LTD."

Helio Capital Corp. ("Helio" or "Company") reported today that it had terminated its Letter of Intent to acquire all of the issued and outstanding shares of ICX Electronics, Inc. ("ICX") announced January 22, 2002. The Company has entered into a Letter of Intent, dated July 25, 2002 to acquire all of the issued and outstanding shares of Elliott Industrial Petroleum Ltd. ("Elliott"). Elliott is a wholly owned subsidiary of Consolidated Beacon Resources Ltd., a company the shares of which are listed for trading on the TSX Venture Exchange. Elliott manufactures, markets and sells specialty oils and lubricants to the trucking, agriculture and energy services industries in Alberta and Saskatchewan. In addition to producing, marketing and selling its own specialty oils and lubricants, Elliott is also a non-exclusive distributor of Penzoil and Quaker State products in Saskatchewan. This acquisition will serve as Helio's Qualifying Transaction.

INDUSTRY SECTOR

The resulting Company will be in the Industrial Sector after closing the proposed Qualifying Transaction.

BUSINESS OF ELLIOTT

Elliott Industrial Petroleum Ltd. is in the business of manufacturing, marketing and selling specialty oils and industrial lubricants to the trucking and energy service industries in North Alberta and Saskatchewan. Elliott Industrial has been selling specialty industrial lubricating products since 1977 to businesses in the Lloydminster area of Alberta and Saskatchewan. Through extensive field trials and with the support of petroleum lubrication engineering consultants, Elliott Industrial has designed a number of products to meet the specific needs of customers. The manufacturing and blending plant of Elliott Industrial is located near Maidstone, Saskatchewan. The facilities and land owned by Elliott Industrial are comprised of 4,800 square feet of manufacturing space and 7,696 square feet of storage space.

SIGNIFICANT FINANCIAL INFORMATION

The following is a summary of selected financial information for the periods indicated based on Elliott's (Unaudited) Financial Statements:

Years ended December 31

	2001	2000	1999
Gross Sales	**1,623,995**	**1,973,333**	**1,485,744**
Operating Income/(Loss)	**(80,999)**	**(37,400)**	**(42,837)**
Cash	**282,827**	**171,674**	**190,141**
Total Assets	**1,785,046**	**2,142,422**	**2,334,792**
Total Liabilities	**588,555**	**879,429**	**922,135**

TERMS

Pursuant to a Letter of Intent dated July 25, 2002, the Company and Consolidated Beacon Resources Ltd. ("Consolidated") agreed to diligently and in good faith negotiate a definitive agreement (the "Definitive Agreement") pursuant to which the Company will acquire, on a share exchange basis, all of the issued and outstanding shares of Elliott in exchange for shares of the Company. The Letter of Intent provides for a due diligence period ending on September 1, 2002 subsequently extended to September 10, 2002 by amending agreement dated August 30, 2002 (the "Due Diligence Period") during which each of Consolidated and Helio will have the right to conduct a full due diligence investigation of the other. In the event that the result of the due diligence investigation is unsatisfactory to either party, then such party has the option to terminate the Letter of Intent and the Definitive Agreement without liability. The proposed purchase price for all of the shares of Elliott is $1,250,000, which is to be paid by the issuance of 5,000,000 shares of Helio which will be issued to Consolidated (the sole shareholder of Elliott) at a deemed price of $0.25 per share. It is anticipated that these shares will be subject to a Value Security Escrow Agreement pursuant to TSX Policy 5.4 which will provide that the shares are released over a three year period. In the event that an independent third party valuation of Elliott does not support the issuance of 5,000,000 shares of the Company at a deemed price of Cdn. $0.25 per share, then the shares of the Company shall be held subject to a Surplus Security Escrow Agreement pursuant to TSX Policy 5.4 and the shares will be released over a six year period. The closing of the transaction is subject to a number of conditions precedent, which include the following:

1. Pacific International Securities Inc. shall agree to act as Sponsor in respect of the transaction in accordance with the policies of the TSX;

2. On or before the closing, Helio shall have completed a non-brokered private placement of units so as to raise a minimum of Cdn.$250,000, the financing to be priced in accordance with the policies of TSX.;

3. Helio shall have obtained a valuation of Elliott acceptable to the TSX which supports the issuance of 5,000,000 shares of the Company at a deemed price of Cdn.$0.25 per share.

PRINCIPAL SELLERS;

All of the shares of Elliott are owned by Consolidated. Consolidated is a reporting Company, the shares of which are listed for trading on the TSX Venture Exchange. Consolidated is unaware of any shareholder owning ten percent or more of the outstanding shares of Consolidated.

RELATED INFORMATION

There are no relationships between Helio and its directors, officers and insiders and Elliott and it's directors, officers and insiders. This Qualifying Transaction would be considered an arms-length transaction.

INSIDERS

The following individuals are insiders and principals of Consolidated:

Vernon E. Gerlitz
Lenard Zaseybida
Colin Hubbard
Roy Beavers
James Watt

The Board of Directors of Helio after the Qualifying Transaction will be:

Vern Gerlitz
Stephen Leahy
Christina Scott
Udo von Doehren

FINANCING ARRANGEMENTS

The Letter of Intent provides that Helio shall raise a minimum of $250,000 by way of private placement of units consisting of one share and one warrant, the financing to be priced in accordance with the policies of the TSX Venture Exchange.

SIGNIFICANT CONDITIONS

Completion of the transaction is subject to a number of conditions including the completion of the Definitive Agreement, the receipt of a valuation acceptable to the Company and TSX Venture Exchange which supports the issuance of up to 5,000,000 shares at a deemed value of Cdn.$0.25 per share.

SPONSOR

Pacific International Securities Inc. has agreed to act as Sponsor.

"Pacific International Securities Inc., subject to completion of satisfactory due diligence, has agreed to act as sponsor in connection with this transaction. An agreement to sponsor should not be construed as any assurance with respect to the merits of the transaction or the likelihood of completion."

"Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and majority of the minority shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release."

ON BEHALF OF THE BOARD OF DIRECTORS,

"*Stephen M Leahy*"
Stephen M. Leahy,
President

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.