Form 51-102F3
Material Change Report

PART 1 GENERAL INSTRUCTIONS AND INTERPRETATION

(a) Confidentiality

If this Report is filed on a confidential basis, state in block capitals "CONFIDENTIAL" at the beginning of the Report.

(b) Use of "Company"

Wherever this Form uses the word "company" the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

(c) Numbering and Headings

The numbering, headings and ordering of the items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere.

(d) Defined Terms

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51102 and to National Instrument 14-101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51-102, refer to section 1.4 of Companion Policy 51-102CP.

(e) Plain Language

Write the Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP. If you use technical terms, explain them in a clear and concise manner.

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

HELIO RESOURCE CORP.
800 – 625 Howe Street
Vancouver, B.C. V6C 2T6

Item 2 Date of Material Change

March 15, 2005

Item 3 News Release

News Release March 15, 2005 disseminated by Stockwatch and CNN Mathews

Item 4 Summary of Material Change

Helio Resource Corp. is pleased to announce results from six reverse circulation (RC) drill holes from its 100% owned Otjitombo property.

Item 5 Full Description of Material Change

Please see the Attached News Release dated March 15, 2005

INSTRUCTION

If your company is engaged in oil and gas activities, the disclosure under Item 5 must also satisfy the requirements of Part 6 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

N/A-

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential"

provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

INSTRUCTIONS

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 7.1(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Item 8 Executive Officer

Richard Williams
Telephone: 604-668 - 8356

Item 9 Date of Report
March 17, 2005

HELIO RESOURCE CORP.

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NEWS RELEASE

RC DRILLING AT OTJITOMBO CONFIRMS HISTORIC COPPER RESULTS AND PROVES SIGNIFICANT GOLD - COBALT MINERALISATION

March 15, 2005

Helio Resource Corp. (TSX-V: HRC) ("Helio") is pleased to announce results from six reverse circulation (RC) drill holes from its 100% owned Otjitombo property. All six holes intersected copper mineralization, the most significant of which were:

- 32m grading 0.97% Cu and 0.11g/t gold from OTR 1
- 22m grading 1.06% Cu and 0.26g/t gold from OTR 5

Drill holes OTR 1 and OTR 5 are located almost 600m apart. A total of 531m were drilled in the six RC holes. Full results are tabulated below:

Hole ID	Length	Dip	From	To	Width	Cu (%)	Au (g/t)	Co (%)
OTR 1	90m	-60	0	64	64m	0.62	0.08	-
Inc			0	32	32m	0.97	0.11	-
Inc			0	26	26m	1.11	0.16	-
OTR 2	96m	-60	12	56	44m	0.41	0.04	-
Inc			14	28	14m	0.74	0.07	-
OTR 3	84m	-60	0	40	40m	0.23	0.02	-
Inc			34	38	4m	0.52	0.03	0.05
OTR 4	82m	-60	0	44	44m	0.49	0.05	-
Inc			0	18	18m	0.74	0.06	-
Inc			30	40	10m	0.58	0.09	-
And			60	64	4m	0.58	0.06	-
OTR 5	84m	-60	22	44	22m	1.06	0.26	-
Inc			28	30	2m	7.11	0.80	0.01
OTR 6	95m	-60	16	18	2m	0.91	0.06	-
And			46	66	20m	-	-	0.02

The Otjitombo property, located in northern Namibia, hosts a series of copper in soil anomalies, separated by sand cover, that extend over a 7km+ distance. The style of mineralisation at Otjitombo exhibits similarities to the Copperbelt of Zambia and DRC.

The RC holes reported here were drilled to confirm historic results from work conducted in the 1970s, to test the gold content of the mineralised zones, and to test new ideas regarding structural controls on mineralisation. Secondary copper oxides, together with chalcocite and dominant chalcopyrite in the sulphide zone, are hosted within veined and brecciated sedimentary rocks.

Five of the holes were drilled on Target B, an area measuring 250m x 150m, which was drilled by Bantu Mining in the 1970s, and one hole (OTR 5) was drilled on Target A, approximately 500m south of Target B. The ground between Targets A and B is covered by transported sand and has never been drill tested. IP geophysical surveys conducted by Helio indicate that mineralisation is continuous under the sand cover between the two targets.

Holes OTR 1 to 3 were drilled on a 100m wide NNE-SSW section (see attached image). Hole OTR 4 was drilled due west from the same section line. Hole OTR 6 was collared 100m east of the section line and drilled towards the west. The results of this drilling, coupled with the historical drill data, indicate that the main area of copper mineralisation on Target B is located within a northwest plunging breccia zone which is at least 30 to 60m thick and which is open to the northwest and southeast. To the southeast of the drilled area lies an 800m x 400m IP anomaly, located under transported sand cover and having the same trend as the main mineralised zone on Target B. This anomaly will be drill tested in the ongoing diamond drill phase of the programme.

Current results compare well with historic results - the average grade and thickness of 12 vertical holes drilled by Bantu Mining in 1976 to 40m depth within a 30m radius of OTR1 was 23m grading 1.06% Cu. In addition the presence of significant gold and cobalt values in the drill holes has now been confirmed.

Hole OTR 5 was collared adjacent to a trench which returned 71m grading 1.59% Cu, and was drilled northwards, perpendicular to bedding. The hole intersected strong copper and gold mineralisation over a significant width (22m @ 1.06% Cu and 0.26g/t Au). However, detailed mapping and interpretation of the drill data indicates that mineralisation is predominantly controlled by a northeast-dipping sheeted vein system which occurs to the north of OTR 5, rather than by bedding. The optimum orientation for testing the sheeted vein system is to drill southwards, perpendicular to the veining, from a collar location 100m north of OTR 5. Helio intends to confirm this by way of the ongoing diamond drilling programme.

DIAMOND DRILLING UPDATE

Having completed the RC drilling programme, Helio has commenced a phase of diamond drilling at Otjitombo. The RC holes reported above were planned to test previously known outcropping occurrences, and were located outside the major IP targets generated by Helio. The current diamond drill programme is mainly planned to test these IP anomalies. Over 500m of diamond drilling has been completed in 4 holes to date. A further 10 to 15 holes are planned. To date, all holes have intersected sediment-hosted quartz-sulphide veining and disseminated, stringer or breccia-hosted secondary copper and chalcopyrite dominant sulphide mineralisation in altered zones. A second diamond drill rig has been mobilised onto the property to increase drilling productivity.

Note of Caution - It is expected that results from the diamond drilling programme will become available in the next two months.

SAMPLING AND QA-QC

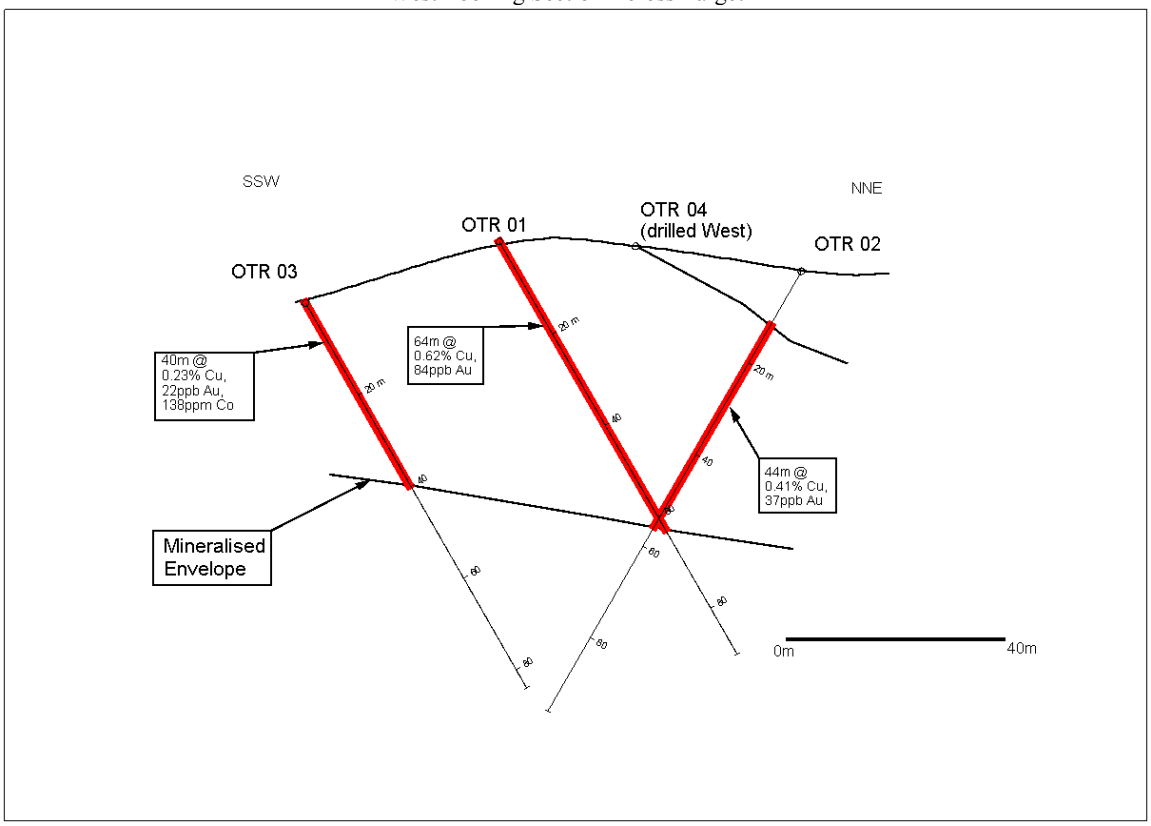
Assay samples for the RC holes were made up from 2m pipe-sampling composites. Pulp samples were prepared at the Analytical Laboratories facility in Windhoek, Namibia. Assaying for gold and multi-element ICP was conducted at both the Global Discovery Laboratories and ACME Analytical Laboratories facilities in Vancouver, Canada. The laboratories applied internal quality control checks and Helio implemented a QA-QC programme consisting of duplicates (1 in 20-25 samples) and blanks/standards (1 in 30-40 samples). Chris MacKenzie, Chartered Geologist and Helio's Executive Chairman, is the Qualified Person as designated by NI43-101, and he is directly responsible for overseeing all aspects of Helio's exploration activities, including sampling integrity and the implementation of the quality control programme.

For additional information, please contact Richard Williams at (604) 668 8356 or by e-mail at richard@helioresource.com or visit the Company's website at www.helioresource.com.

ON BEHALF OF THE BOARD OF DIRECTORS,

"Richard D. Williams"
Richard D. Williams, P.Geo
President

West Looking Section Across Target B



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