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

August 29, 2005

Item 3 News Release

News Release dated August 29, 2005 disseminated by Stockwatch

Item 4 Summary of Material Change

Helio Resource Corp (the "Company") (TSX-V: HRC) announces that it held its AGM on August 25, 2005 and all resolutions were approved unanimously

Item 5 Full Description of Material Change

Please see the Attached News Release dated August 29, 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
August 31, 2005

HELIO RESOURCE CORP.

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NEWS RELEASE

REPORT ON AGM AND OTHER CORPORATE MATTERS

August 29, 2005

Helio Resource Corp (the "Company") (TSX-V: HRC) announces that it held its AGM on August 25, 2005 and all resolutions were approved unanimously.

At the subsequent Board of Directors meeting the following resolutions were adopted:

1. Board charters including the Board's Terms of Reference, a Charter of the Audit Committee, a Mandate for the Compensation Committee, and a Whistleblower Policy, all of which will be posted on the Company's website at www.helioresource.com
2. The Audit Committee, comprising Cliff Davis (Chairman), Grenville Thomas, and Richard Williams, was appointed.
3. The Compensation Committee, comprising Cliff Davis, Grenville Thomas, and Stephen Leahy, was appointed
4. Chris MacKenzie was re-appointed Chairman of the Board.

Officers of the Company now comprise Chris MacKenzie (Executive Chairman), Richard Williams (President), Steven Krause (Chief Financial Officer), and Stewart Lockwood (Corporate Secretary).

The Company's quarterly financial statements and MD&A for the period ended June 30, 2005 was accepted and approved for filing, and can be viewed on the Company's website.

ON BEHALF OF THE BOARD OF DIRECTORS

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