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 51-102 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.
580 – 625 Howe Street
Vancouver, B.C. V6C 2T6

Item 2 Date of Material Change

October 15, 2007

Item 3 News Release

News Release dated October 15, 2007 disseminated by Stockwatch and CCN Matthews

Item 4 Summary of Material Change

Helio announces further drill results and the confirmation of three main mineralized zones on the Kenge Target within the SMP gold project in Tanzania.

Item 5 Full Description of Material Change

Please see the Attached News Release dated October 15, 2007.

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: 604 638 8005

Item 9 Date of Report October 15, 2007

HELIO RESOURCE CORP.

Suite 580 – 625 Howe Street
Vancouver, British Columbia V6C 2T6
Phone: (604) 638-8002 Fax: (604) 638-8011

NEWS RELEASE

DRILLING INTERSECTS 32m @ 2.35g/t Au AND 18m @ 2.69g/t Au AT THE SMP GOLD PROJECT, TANZANIA CONFIRMING THREE MAIN MINERALISED ZONES ALONG THE KENGE STRUCTURE

October 15, 2007

Helio Resource Corp. (the "Company") (TSX-V: HRC) is pleased to present a further update from the Company's ongoing drill programme at the Kenge target, within the SMP Gold Project in Tanzania.

Highlights from this current batch of drill results include:

- **32m at 2.35g/t** gold from SZR098
- **18m at 2.7g/t** gold from SZR111
- 14m at 1.1g/t gold from SZR099
- 8m at 1.88g/t gold from SZR095
- 8m at 1.48g/t gold from SZR103

A table of all drill results from this batch is presented below. All of the holes reported here were reverse circulation drill holes.

The new drilling results reported herein confirm the presence of **continuous gold mineralization over the full known 2km-long strike length of the Kenge Target**. These results show the presence of **three main mineralized zones** which have a combined **strike length of 1,250m**. The three main zones of mineralization have been named Kenge Main Zone, Kenge SE Zone and Kenge NW Zone. Maps showing all drill intercepts to date, the location of the three zones and individual long sections for each of the three main zones at the Kenge target can be found below.

KENGE MAIN ZONE

The Kenge Main Zone is the largest of the three main mineralized zones, with a strike length of over 750m and a true width of up to 30m. The zone has been drilled to a depth of 220m below surface, is open to depth, and appears to get thicker with depth. Drill intersects in the Main Zone include: 19.66m grading 1.9g/t Au in the extreme NW; 18.63m at 3.63g/t Au and 39.32m at 1.33g/t Au in the centre of the zone; and 21.95m grading 6.92g/t Au, 19.43m at 3.01g/t Au and 13.47m at 1.64g/t Au at the southeastern end of the zone. A long section is posted on the Company's website showing all drill intercepts from this zone to date.

KENGE SE ZONE

The Kenge SE zone is located near the intersection with the ENE-trending Saza Shear Zone. The zone is 150m long, up to 30m thick (estimated true thickness), with previously reported drill intercepts including 20.26m at 3.08g/t gold, 20.47m at 2.99g/t gold, 7.5m at 4.01g/t gold, and 39m at 0.54g/t gold (see long section posted on Company's website).

KENGE NW ZONE

The 350m long Kenge NW Zone is located immediately northwest of the old Razorback Mine, and is up to 15m wide. Grades range up to 18.6m at 2.69g/t gold (see the long section on the Company's website).

Table of Drill Results

Hole #	From	Width (m)	Grade (g/t Au)	Comments
SZR-095	**18**	**8**	**1.88**	
SZR-096	18	12	0.88	*
SZR-097	90	8	0.59	*
SZR-098	**20**	**12**	**0.80**	*
and	**40**	**32**	**2.35**	*
SZR-099	**10**	**14**	**1.10**	*
SZR-100	20	6	0.88	
SZR-101	**22**	**8**	**1.09**	
SZR-102	36	2	2.30	
SZR-103	**22**	**8**	**1.48**	
SZR-104	0	2	1.37	
SZR-105	16	2	0.21	No cut off
SZR-106	24	4	0.31	No cut off
SZR-107	54	2	2.73	
SZR-108	30	4	0.41	No cut off
SZR-109	0	2	2.60	
and	62	4	1.22	
SZR-110	66	8	1.24	
SZR-111	18	12	0.21	No cut off
and	**52**	**18**	**2.69**	
SZR-112	66	12	0.84	
SZR-113	52	2	1.00	
SZR-114			NCV	
SZR-115	12	4	0.36	No cut off

***** SZR-096 to -099 were drilled from NE to SW due to access problems. Hence, true width for these intercepts is thought to be approximately 50% of the stated width. The remainder of the holes have intercepts which are between 75% and 95% of true width.

A further 17 infill diamond drill holes have been completed on the Kenge target, and results are pending.

Chris MacKenzie, M.Sc., C.Geol., Helio's COO and a Qualified Person as designated by NI 43-101, supervises the sampling and quality assurance / quality control programmes at Saza, and has reviewed the contents of this news release. Drill holes were oriented at between -48º and -55º and drilled perpendicular towards the main structural trend. Composite 2m samples were riffle split and submitted to laboratory (with a duplicate split retained). QA/QC includes the use of blanks and standards (1 every 16 samples) and duplicates (1 every 25 samples). Samples were assayed at the SGS Laboratory in Mwanza, Tanzania by 50g gold fire assay. As well as the Company's internal QA/QC programme, SGS also applied their own internal QA/QC programme, consisting of insertion of standards and duplicates. Mineralised intercepts are reported as drilled widths, which range from 50% to 95% of true widths. Except when otherwise stated above, weighted average intercepts are calculated between the uppermost and lowermost samples within the main mineralised zone over a 0.5g/t cut-off.

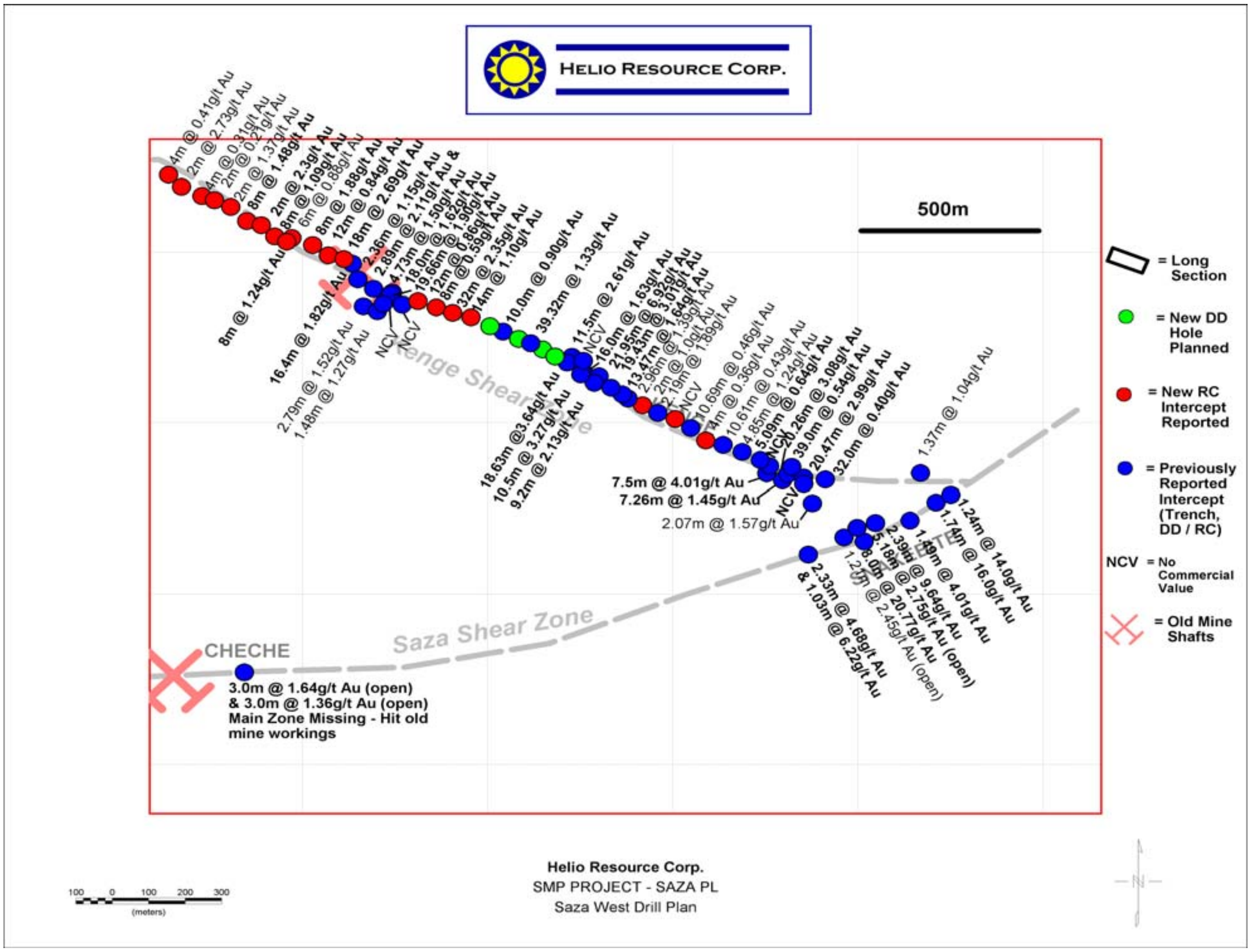
Helio Resource Corp. is a dynamic, technically-driven mineral exploration company, focused on high-quality project generation in southern Africa. Helio is actively exploring 26 prospective gold, base-metal and diamond properties in Namibia, Botswana, Mozambique and Tanzania. The main focus for the Company is the development of the SMP gold project in Tanzania. As part of its strategic approach to project development, Helio has optioned 9 of its Namibian licences to Desert Minerals (UK) Ltd. Helio continues to pursue joint venture partners for its other projects in Namibia, Botswana and Mozambique and to assess new opportunities in southern Africa.

For additional information, please contact Richard Williams or Irene Dorsman at +1 604 638 8007 or by e-mail to richard@helioresource.com or irene@helioresource.com.

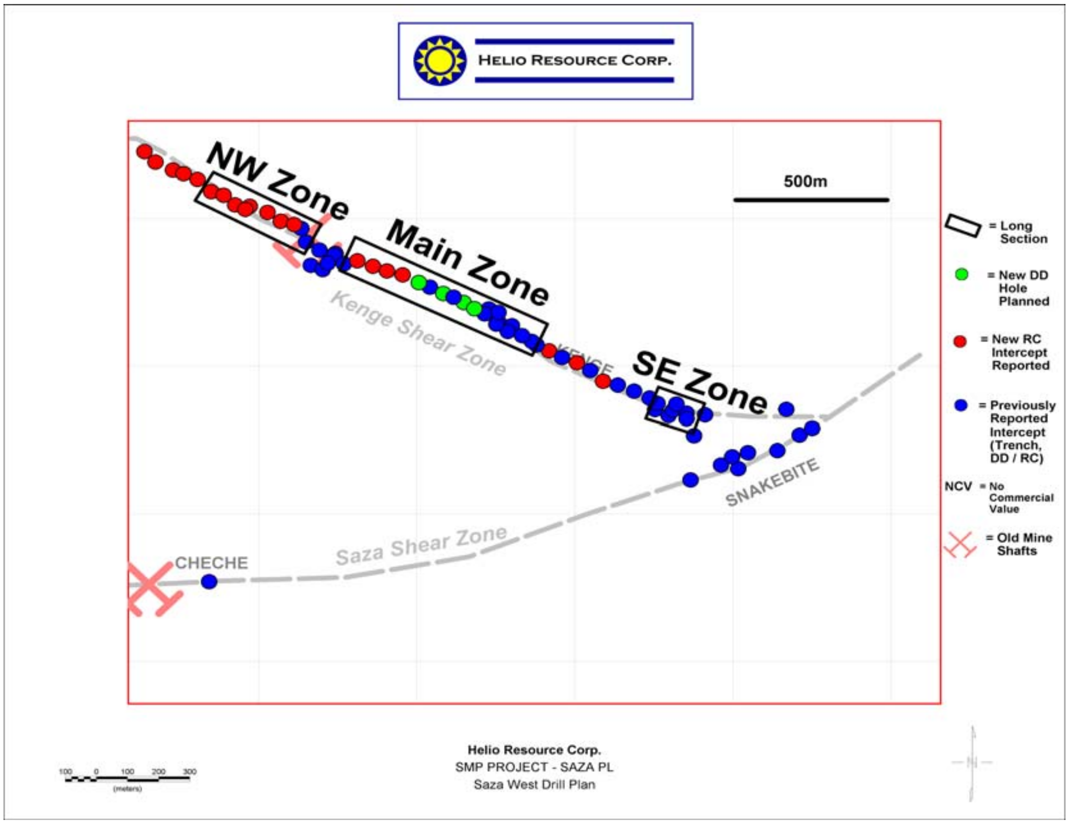
ON BEHALF OF THE BOARD OF DIRECTORS

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

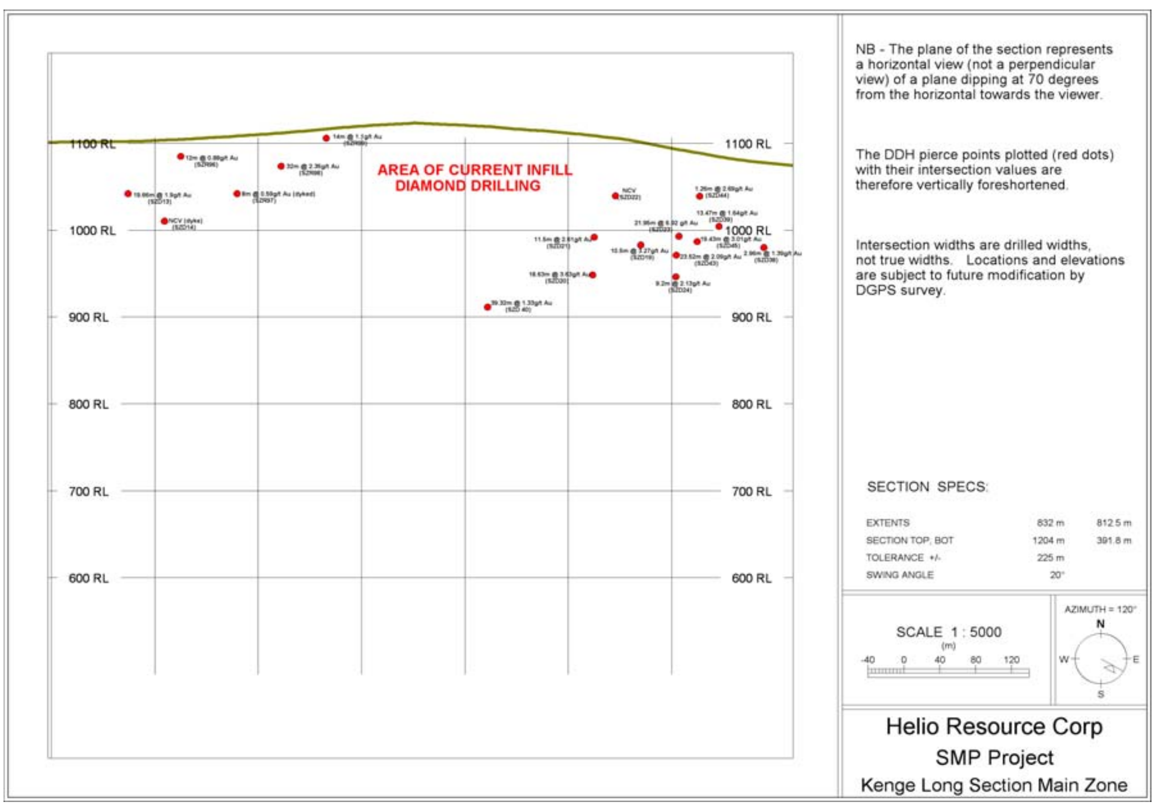
"Chris MacKenzie"
Christopher J. MacKenzie, C.Geol.
COO



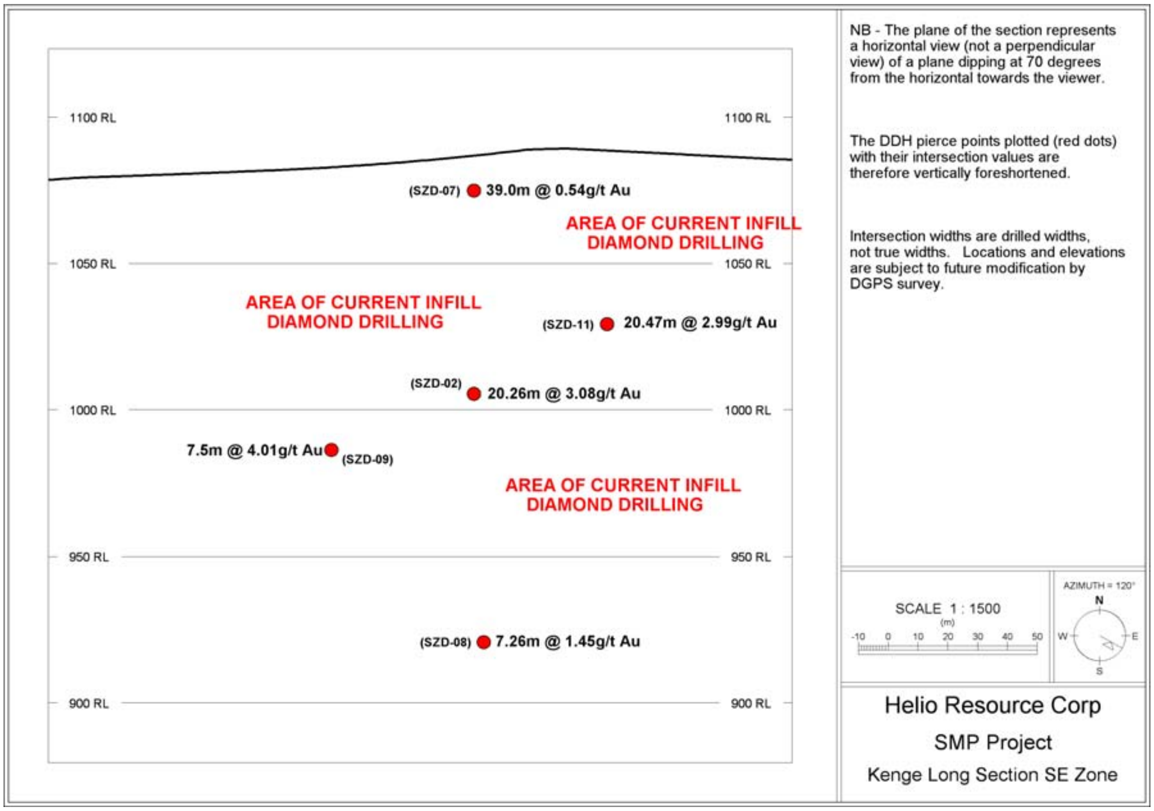
SMP Plan Assay - Kenge Structure



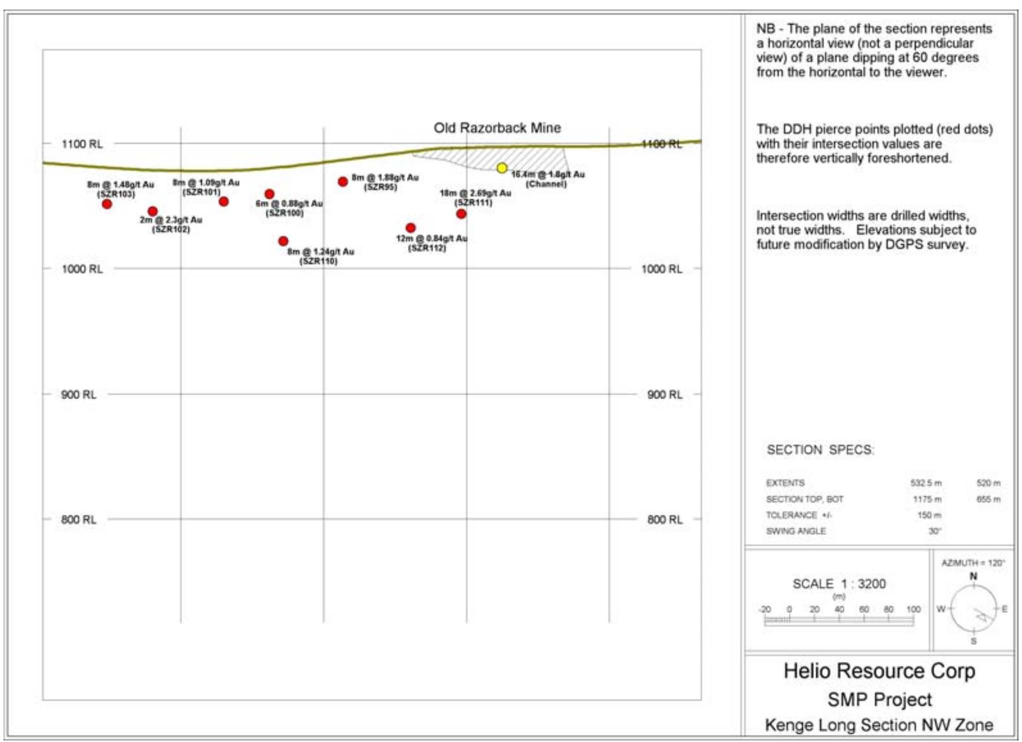
SMP Plan Long Section – Kenge Structure



SMP Plan Main Zone Long Section – Kenge Structure



SMP Plan SE Zone Long Section – Kenge Structure



SMP Plan NW Zone Long Section – Kenge Structure