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

January 21, 2008

Item 3 News Release

News Release dated January 21, 2008, disseminated by Stockwatch and Marketwire

Item 4 Summary of Material Change

Helio closes $5,250,000 private placement

Item 5 Full Description of Material Change

Please see the Attached News Release dated January 21, 2008.

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 January 21, 2008

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

NEWS RELEASE

January 21, 2008

HELIO CLOSES $5,250,000 PRIVATE PLACEMENT

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES NOR FOR DISSEMINATION IN THE UNITED STATES.

Helio Resource Corp. ("Helio" or the "Company") (TSX-V: HRC) is pleased to announce that, effective January 18, 2008, the Company has closed the previously announced non-brokered private placement (the "Private Placement" - see news release dated December 5, 2007).

The purchasers of the Units in connection with the Private Placement were Dundee Resources Limited ("Dundee") and an affiliate. Dundee is a wholly-owned subsidiary of Dundee Corporation (DCA-TSX) and carries out the resource investments and initiatives of Dundee Corporation.

The Private Placement was fully subscribed and the Company issued 7,000,000 Units of the Company at a price of $0.75 per Unit for gross proceeds of $5,250,000. Each Unit comprised one common share and one half of one common share purchase warrant. Subject to the acceleration provision discussed below, each whole warrant entitles the holder to purchase one common share of the Company at a price of $0.85 until January 18, 2010. If, after June 30, 2008, the common shares of the Company trade at a price of $1.25 or greater for a period of 21 consecutive days, the Company shall be entitled to accelerate the expiry date of the warrants by providing 30 days written notice to the holder of the warrants. No commission or finders fees were paid in connection with the Private Placement. The common shares and warrants comprising the Units are subject to a four month hold period that expires May 19, 2008.

As part of the transaction, Colin Jones has been appointed to the Board of Directors of the Company, subject to the approval of the TSX Venture Exchange. Colin Jones is a representative of Dundee.

Following the closing of the Private Placement, Dundee and its affiliates own and/or have control and direction over 8,360,500 common shares and 4,400,000 share purchase warrants representing approximately 19.46% of the issued and outstanding shares of the Company on an undiluted basis or an approximate 26.94% interest assuming the conversion of all warrants held by Dundee and its affiliates. As required by TSX Venture Exchange policies, the Company has obtained the written approval of a majority of the disinterested shareholders to the Private Placement.

The proceeds of the Private Placement will be used by Helio for advancement of the SMP gold project in Tanzania and general corporate working capital.

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