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

March 13, 2008

Item 3 News Release

News Release dated March 13, 2008, disseminated by Stockwatch and Marketwire

Item 4 Summary of Material Change

Helio reports it options 8 Namibian Licences to TransAfrican Minerals

Item 5 Full Description of Material Change

Please see the Attached News Release dated March 13, 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 March 13, 2008

HELIO RESOURCE CORP.

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

NEWS RELEASE

HELIO OPTIONS EIGHT NAMIBIAN LICENCES TO TRANSAFRICAN MINERALS

March 13, 2008

Helio Resource Corp. (the “Company” or “Helio”) (TSX-V: HRC) is pleased to announce that it has signed a binding Letter of Intent with TransAfrican Minerals Limited (“TransAfrican”) in connection with eight licences in Namibia, whereby TransAfrican has the option of earning up to a 70% interest in the licences by solely funding a bankable feasibility study. The three stage deal is summarised below:

Stage 1 – to earn a 51% interest

Date for Completion	Cash Payments to be Made	Minimum Exploration and Development Expenditures to be Incurred
Upon Signing	**C$100,000** [1]	--
End of Year 1[2]	C$100,000	**C$750,000** [1]
End of Year 2[2]	C$100,000	C$1,000,000
End of Year 3[2]	C$200,000	C$1,250,000
End of Year 4[2]	C$500,000	C$2,000,000
TOTAL	**C$1,000,000**	**C$5,000,000**

1 These items, being the cash payment of C$100,000 and the minimum expenditure requirement of C$750,000 are firm binding commitments on TransAfrican;
2 From execution of this LOI by the parties.

Stage 2 – to earn an additional 9% interest (for a total of 60%)

TransAfrican may earn an additional 9% interest in the licences by spending an additional C$5,000,000 on exploration within 24 months of successful completion of Stage 1.

Stage 3 - to earn an additional 10% Interest (for a total of 70%)

TransAfrican may earn an additional 10% interest by solely funding a Bankable Feasibility Study within 48 months of successful completion of Stage 2.

THE LICENCES

The licences that fall under this agreement are Tevrede North, Tevrede West, Tevrede South, Honib, Oasis, Huab, Borwa, and Fransfontein. All of these licences are located within the lower Proterozoic-aged Kamanjab Inlier. Work completed by Helio to date has identified compelling drill targets on the following licences:

- Tevrede North (copper-zinc-silver-gold)
- Tevrede South (copper-gold)
- Honib (zinc-lead)
- Oasis (lead-zinc-copper-silver)

More detailed project summaries are available on the Company's website at www.helioresource.com.

ABOUT TRANSAFRICAN MINERALS LIMITED

TransAfrican Minerals Limited is an emerging, privately-funded global mining company, led by a strong management team made up of former senior investment bankers and mining executives with more than 200 years of combined experience funding, developing and managing global mining projects.

The company is led by Mr. Mohamed Matongo as its Deputy Chairman and President. The Chief Executive Officer is Mr Robert S. Stewart.

Mr. Matongo was formerly a senior banker (Sr. Vice President) with Citibank in London, Kuala Lumpur, Abhu Dhabi and Johannesburg. He founded Bayete Resources Pty Ltd. four years ago and was the CEO and deputy Chairman until 2006, when Bayete Resources Pty Ltd sold its interests to Troy International UK Limited. Mr. Matongo also formed Tegeta Exploration and Mining Pty Ltd, a successful coal producer. During the last 5 years he has facilitated the creation of many emerging (BEE) companies in South Africa, and he specialises in deal origination, conceptualisation, mergers and acquisitions.

Mr Stewart is a mining and financial executive with 30 years of senior experience in Africa and around the world. As former Chief Representative of Bechtel, Chairman of Ocelot International, TANGAS, CAMGAS, America Mineral Fields, Congo Chamber of Mines and International Cobalt, he initiated, financed and developed several major mining, natural gas and power projects in East, Central and Southern Africa.

TransAfrican is building a global presence in precious, base and strategic metals with future acquisitions targeted in Africa, Canada, Australia and Asia. Through acquisitions and joint ventures, TransAfrican has built up a portfolio of mining and exploration projects (copper, uranium, cobalt, gold and coal) in Zambia, DRC, Mozambique, Madagascar, Mali, Indonesia, Australia, Mongolia and Argentina.

MANAGEMENT COMMENT

Management of Helio is very pleased with this transaction. It addresses one of the major business objectives of the Company, which is to find well funded joint venture partners for all of the Companies projects outside of Tanzania. This approach allows for the advancement of Helio's high quality exploration targets in Namibia, and enables the Company to focus its treasury on the development of the SMP Gold Project in Tanzania

Helio now has **17 Namibian licences under option to well-funded partners**.

Helio Resource Corp. is a dynamic, technically-driven mineral exploration company, focused on high-quality project generation in southern Africa. Helio is actively exploring 27 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.

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 and Robert S. Stewart at TransAfrican Minerals Limited at 1 480 361 5283 or by email at rss1@interopag.com.

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ON BEHALF OF THE BOARD OF DIRECTORS
HELIO RESOURCE CORP

"Richard D. Williams" Richard D. Williams, P.Geo CEO	*"Chris MacKenzie"* Christopher J. MacKenzie, C.Geol. COO

ON BEHALF OF THE BOARD OF DIRECTORS
TRANSAFRICAN MINERALS LIMITED

" Mohamed Matongo" Mohamed Matongo President	*"Robert S. Stewart"* Robert S. Stewart CEO