FORM 51-102F3

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

April 8, 2009

ITEM 3. NEWS RELEASE

April 8, 2009

ITEM 4. SUMMARY OF MATERIAL CHANGE

As disclosed in its News Release dated April 8, 2009, the Company closed a private placement transaction on April 8, 2009. The placement was comprised of a brokered private placement of 8,000,000 units and a non-brokered private placement of 7,000,000 units, each at a price of $0.35 per unit for gross proceeds to the Company of $5,250,000.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full Description of Material Change

On April 8, 2009 the Company closed a private placement transaction for an aggregate of 15,000,000 units at $0.35 per unit. Each unit was comprised of one common share and one-half of a share purchase warrant. Each one whole warrant is exercisable for a period of 24 months from the date of closing, at $0.50 per warrant share during the first year, and at $0.60 per warrant share during the second year.

The Company entered into an Agency Agreement with Dundee Securities Corporation, Primary Capital Inc., Toll Cross Securities Inc. and PI Financial Corp. (the "Agents") in respect of the brokered private placement of 8,000,000 units. The Agents were paid a cash commission in the aggregate of $168,000, being 6% of the gross proceeds of the brokered transactions and were also issued an aggregate of 480,000 Agents' Warrants, representing 6% of the gross proceeds of the brokered transactions. The Agents' Warrants are exercisable for a period of two years from the date of the closing, at $0.35 per share.

The Company also closed a 7,000,000 unit non-brokered private placement on April 8, 2009. A finder's fee of 210,000 Finder's Warrants were issued in respect of the non-brokered private placement transaction. The Finder's Warrants are also exercisable for a period of two years from the date of closing, at a price of $0.35 per share.

The 15,000,000 units issued on April 8, 2009 are subject to a statutory 4 month hold period which expires on August 9, 2009.

The net proceeds of the private placement will be used by the Company for advancement of the SMP gold project in Tanzania and for general corporate working capital.

5.2 Disclosure for Restructuring Transactions

N/A

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7. OMITTED INFORMATION

N/A

ITEM 8. EXECUTIVE OFFICER

Contact: Richard Williams
Telephone: (604) 638-8002

ITEM 9. DATE OF REPORT

DATED at Vancouver, BC, this 16th day of April, 2009.