# 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.
580 – 625 Howe Street
Vancouver, B.C. V6C 2T6

**Item 2 Date of Material Change**

October 5, 2012

**Item 3 News Release**

News Release dated October 5, 2012, disseminated by Stockwatch and CNW

**Item 4 Summary of Material Change**

Helio clarifies information for public disclosure.

**Item 5 Full Description of Material Change**

Please see the Attached News Release October 5, 2012

*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 5, 2012

HELIO RESOURCE CORP.
Suite 580 – 625 Howe Street
Vancouver, B.C.
Canada V6C 2T6

# NEWS RELEASE

## Clarification of Information for Public Disclosure

**Vancouver, October 5, 2012**

Helio Resource Corp (TSX-V: HRC) reports that as a result of a review by the British Columbia Securities Commission we are issuing the following news release to clarify our disclosure.

SMP Gold Project

1. Preliminary Economic Assessment ("PEA") – certain information available from the Company's website (corporate presentation, project overview) required additional disclosure. All such requirements have now been corrected on the Company's website. The PEA results which were announced on September 13, 2012 include a Base Case and Upside Case evaluation. The Company reiterates that the Upside Case requires geotechnical drilling to confirm the viability of a 55 degree pitwall, allowing extraction of ~800,000 ounces.
2. Wherever on the website the Company mentions the Upside Case for the SMP PEA the same cautionary disclosure, i.e. pitwall viability, is now used.
3. The Company has removed reference to potential resource size for the SMP Gold Project.
4. The Company has corrected all references to resource ounces, so that Inferred ounces are disclosed separately to Measured and Indicated ounces.
5. The Company has removed from its website an article that referred to gross metal values.
6. The Company has removed from its website any other third party references to resource ounces that had combined Measured and Indicated resources with Inferred resources.

**About the SMP Gold Project**

The SMP Gold Project covers an area of 238km$^2$. Gold mineralisation has been identified in 30 targets within the project area. Four of these targets, Porcupine, Kenge, Konokono and Tumbili have been advanced to the resource stage and all still have potential to grow significantly. In February 2012, SRK Consulting (Australia) Pty. Ltd. produced an independent NI 43-101 compliant Mineral Resource estimate for the SMP Gold Project. The estimate reports 1,020,000 ounces in the Measured and Indicated category (24.1Mt grading 1.32g/t Au), plus 240,000 ounces in the Inferred category (7.2Mt grading 1.05g/t Au).

Mineralisation at all 30 targets outcrops at surface, and varies from narrow, high-grade gold mineralisation hosted in quartz veins and shear zones, to wide zones (up to 110m+ in width) of lower grade, bulk mineable / open pittable mineralisation.

Helio owns a 100% interest in four of five licences, subject to a 2% NSR to the vendors (Tanzanian small mining companies), and the Company is in the process of earning a 100% interest in the fifth licence.

Chris MacKenzie, M.Sc., C.Geol., Helio's COO and a Qualified Person as designated by NI 43-101, supervises the exploration at the SMP project, including the sampling and quality assurance / quality control programmes, and has reviewed and approved the contents of this news release.

*Forward Looking Statements: The above contains forward-looking statements regarding the Company's disclosure on the SMP Gold Project. Forward-looking statements are frequently, but not always, identified by words such as "expects," "anticipates," "believes," "intends," "estimated," "potential," "possible" and similar expressions, or statements that events, conditions or results "will," "may," "could" or "should" occur or be achieved. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, metal price volatility, share price volatility, operational risks, uncertainties in estimating mineralization, future expenses and revenues, political and country risk, regulatory risk, production forecast risk, the securities class action recently filed against the Company and those other risks described in the Company's most recent Annual Information Form and Management Discussion and Analysis of the Company filed with Canadian securities regulators and are available at www.sedar.com. In addition, the Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of regulatory decisions, competitive factors in the industry in which the Company operates, prevailing economic conditions, and other factors, many of which are beyond the control of the Company. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and the Company assumes no intention or obligation to update or revise such forward-looking statements whether as result of new information, future events or otherwise, except as required under applicable securities regulation. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.*

For additional information, please contact Richard Williams or Irene Dorsman at +1 888 955 4728 or by e-mail to richard@helioresource.com or irene@helioresource.com.

ON BEHALF OF THE BOARD OF DIRECTORS

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|---|---|
| *"Richard D. Williams"* | *"Chris MacKenzie"* |
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