

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

April 11, 2014

Item 3 News Release

News Release dated April 11, 2014, disseminated by Stockwatch and CNW

Item 4 Summary of Material Change

Helio Reports granting of retention licence at its SMP Gold Project, Tanzania

Item 5 Full Description of Material Change

Please see the Attached News Release dated April 11, 2014

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 April 11, 2014



HELIO RESOURCE CORP.

Suite 580 – 625 Howe Street
Vancouver, B.C., V6C 2T6
Phone: 1 888 955 4728

NEWS RELEASE

Retention Licence Granted at Helio's SMP Gold Project, Tanzania

Vancouver, April 11, 2014

Helio Resource Corp. (TSX-V:HRC), ("Helio" or the "Company") is pleased to announce that licence PL2580, which covers the Kenge Resource Area on the SMP Gold Project, has been converted into a Retention Licence (see map below). The Company was notified of the conversion by way of a letter from the Ministry of Energy and Minerals of the United Republic of Tanzania dated March 21, 2014.

A Retention Licence ("RL") is the stepping stone between a Prospecting Licence and a Mining Licence. The RL is valid for a period of 5 years and allows the Company to advance the project to a production decision.

Richard Williams, CEO of Helio, confirmed that this is a major milestone for the Company as it provides security of tenure through the pre-feasibility / feasibility state for the project. "It allows the Company to commit resources to the development of the SMP Project, knowing that the Tanzanian government is fully supportive of our activities to date. Shareholders can feel confident the licence process works", he said.

This is a positive development for the region, which currently has one gold mine in production. Shanta Gold, a UK listed gold miner, commissioned the New Luika Mine in 2012, and produced 64,000 ounces of gold in 2013. Guidance for 2014 is for production of 80,000 ounces of gold at a cash cost of \$750 / ounce. The New Luika mine is located 5km west of the Kenge Resource Area (see map below).

Chris MacKenzie, M.Sc., C.Geol., Helio's COO and a Qualified Person as designated by NI 43-101, has reviewed and approved the contents of this news release.

About the SMP Gold Project

The SMP Gold Project covers a 238km² area in the Lupa Goldfield, SW Tanzania.

On February 3, 2014 the Company released a new resource calculation from the Kenge and Porcupine Resource Areas, which focused on the higher grade aspect of the project. At a 1g/t cut off, the Resource reported 9.45Mt grading 2.1g/t gold (627,000 ounces) in the Indicated category and a further 3.62Mt grading 1.5g/t gold Inferred (180,000 ounces). The resource work also looked at the potential for higher grade ounces with potential for underground mining – at a 3g/t cut-off the Indicated Resource reported 2.05Mt grading 5g/t gold (332,000 ounces) and 0.09Mt grading 5.21g/t Au Inferred (16,000 ounces).

Metallurgical testwork indicated recoveries of up to 96% using a gravity and cyanidation process – see <http://www.helioresource.com/s/TechnicalReports.asp> for all technical reports.

About Helio Resource Corp.

Helio Resource Corp. is a resource company focused on advancing the 100% owned SMP Gold Project in Tanzania to a production decision, and outlining the resource potential at the DGP Gold and Tin Project in Namibia.

For Additional Information, Please Contact:

Richard Williams
richard@helioresource.com
T: +1 604 638 8005

ON BEHALF OF THE BOARD OF DIRECTORS HELIO

“Richard D. Williams”
Richard D. Williams, P.Geol
CEO

“Chris MacKenzie”
Christopher J. MacKenzie, C.Geol.
COO

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Statements Regarding Forward-Looking Information

Certain statements contained in this news release may contain forward-looking information within the meaning of Canadian securities laws. Such forward-looking information is identified by words such as “estimates”, “intends”, “expects”, “believes”, “may”, “will” and include, without limitation, statements regarding the company’s plan of business operations (including plans for progressing assets), estimates regarding mineral resources, projections regarding mineralization and projected expenditures. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from such statements. Factors that could cause actual results to differ materially include, among others, metal prices, risks inherent in the mining industry, financing risks, labour risks, uncertainty of mineral resource estimates, equipment and supply risks, title disputes, regulatory risks and environmental concerns. Most of these factors are outside the control of the company. Investors are cautioned not to put undue reliance on forward-looking information. Except as otherwise required by applicable securities statutes or regulation, the company expressly disclaims any intent or obligation to update publicly forward-looking information, whether as a result of new information, future events or otherwise.

