



HELIO RESOURCE CORP.

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

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual and Special General Meeting (the “Meeting”) of the shareholders of **Helio Resource Corp.** (the “Company”) will be held at the Xchange Centre, 888 Dunsmuir Street, 2nd Floor, Vancouver, British Columbia, V6C 2K4 on Thursday, October 26, 2017 at **10:00 a.m.** (Vancouver time) to transact the usual business of an annual general meeting and for the following purposes:

1. To receive and consider the audited financial statements for the Company for the fiscal period ended March 31, 2017, including the accompanying notes and the auditor’s report and the annual Management Discussion and Analysis.
2. To appoint an auditor for the Company to hold office until the close of the next annual general meeting and to authorize the directors to fix the remuneration to be paid to the auditor of the Company.
3. To elect directors to hold office until the close of the next annual general meeting.
4. To consider, and if deemed advisable, to approve the Company’s Incentive Stock Option Plan (the “Plan”) which allocates and reserves for issuance up to 10% of the Company’s issued common shares for the purpose of granting options under the Plan, as more particularly described in the Information Circular.
5. To consider, and if deemed advisable, adopt a special resolution in the form set out in the Information Circular, authorizing the board of directors of the Company to consolidate, no later than April 26, 2018, the issued and outstanding common shares of the Company on the basis of one post-consolidation common share of the Company for up to twenty-five pre-consolidation common shares of the Company if the board of directors deems the consolidation to be in the best interests of the Company, as more particularly described in the accompanying Information Circular.
6. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof, without notice.

Shareholders of record on the Company’s books at the close of business of September 21, 2017 are entitled to notice of and to attend and vote at the Meeting or at any postponement or adjournment thereof. Pursuant to the Company’s governing documents, each Common Share is entitled to one vote.

An Information Circular accompanies this Notice and contains details of matters to be considered at the Meeting. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in the Notice may be properly considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure their shares are voted at the Meeting are asked to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered (beneficial) shareholders who plan to attend the Meeting must follow the instructions set out in the Proxy or voting instruction form to ensure their shares are voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered (beneficial) shareholder.

A copy of the annual audited consolidated financial statements of the Company for its financial year ended March 31, 2017 and the auditor's report thereof, together with the corresponding management discussion and analysis are also being mailed to those shareholders who have requested a copy. These documents, along with news releases which describe important recent events material to the Company, may also be obtained on SEDAR at www.sedar.com.

DATED at Vancouver, B.C. this 25th day of September, 2017.

BY ORDER OF THE BOARD
HELIO RESOURCE CORP.

Richard Williams
Richard Williams, Chief Executive Officer