

**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**

July 27, 2018

### **Item 3 News Release**

News Release dated July 27, 2018, disseminated by Cision.

### **Item 4 Summary of Material Change**

Helio Provides Update Regarding the SMP Gold Project in Tanzania

### **Item 5 Full Description of Material Change**

Changes to the Mining Act 2010 as announced by the Tanzanian government in June 2017, have resulted in Retention Licence classification being abolished and ownership transferred to the government. Helio's SMP project comprises 8 Prospecting Licenses (PLs), 4 Retention Licences (RLs), and one licence under application (see map below). The four Retention Licences are RL 0009 (Saza), RL 0010 (Gap), RL 0011 (Kwaheri), and RL 0012 (Illunga). Helio has been assured verbally by government officials that the Tanzanian government will not expropriate the ground covered by the Retention Licences and wants to work with the Retention Licence holders to ensure that projects are advanced to the point where a mining licence can be applied for.

### *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            July 27, 2018**



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**HELIO RESOURCE CORP.**

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## **HELIO PROVIDES TANZANIA UPDATE**

**Vancouver, July 27, 2018**

Helio Resource Corp. (“**Helio**” or the “**Company**”; TSX-V: HRC) hereby provides an update of the SMP Gold Project located in Tanzania.

Helio’s SMP project comprises 8 Prospecting Licences (PLs), 4 Retention Licences (RLs), and one licence under application (see map below). The four Retention Licences are RL 0009 (Saza), RL 0010 (Gap), RL 0011 (Kwaheri), and RL 0012 (Illunga). Under the Tanzanian Mining Act, 2010, Retention Licences were issued to projects at which a mineral resource had been identified, but the projects could not be developed to mine status by reason of technical constraints, or other economic factors which are temporary in nature.

Changes to the Mining Act 2010 were announced by the Tanzanian government in June 2017, and have resulted in the Retention Licence classification being abolished and ownership transferred to the government. The Company has been assured verbally by government officials that the Tanzanian government will not expropriate the ground covered by the Retention Licences and wants to work with the Retention Licence holders to ensure that projects are advanced to the point where a mining licence can be applied for.

The Tanzanian government has formed a Mining Commission which will make recommendations for the way forward with regards to the ground covered by Retention Licences. After consultation with ministers from the Ministry of Minerals, Helio has applied for the ground covered by the Retention Licences to be re-issued as Prospecting licences to allow the project to be advanced. However, the Commission has yet to make any recommendations or any commitment as to a date by which its recommendations will be made.

### **About the SMP Gold Project**

The SMP Gold Project covers a 200km<sup>2</sup> area in the Lupa Goldfields, SW Tanzania and is adjacent to the New Luika Gold Mine, operated by Shanta Gold Limited, an AIM-listed company. On March 26, 2015, Helio released a mineral resource estimate for the SMP Gold Project, comprising an Indicated Resource of 7.5 MT grading 2.4 g/t Au for 590,000 oz Au contained, and an Inferred Resource of 0.56 Mt at 2.5 g/t Au containing 45,000 oz Au. The Indicated Resource is broken down into 5.9 Mt grading 1.8 g/t Au for 332,000 oz inside a pit-constrained shell at a gold price of US\$1,400/oz and 1.6 Mt grading 4.9 g/t for 258,000 ounces of potentially underground mineable material. A NI 43-101 Technical Report for the Mineral Resource Estimate can be viewed here - [click here for full details](#).

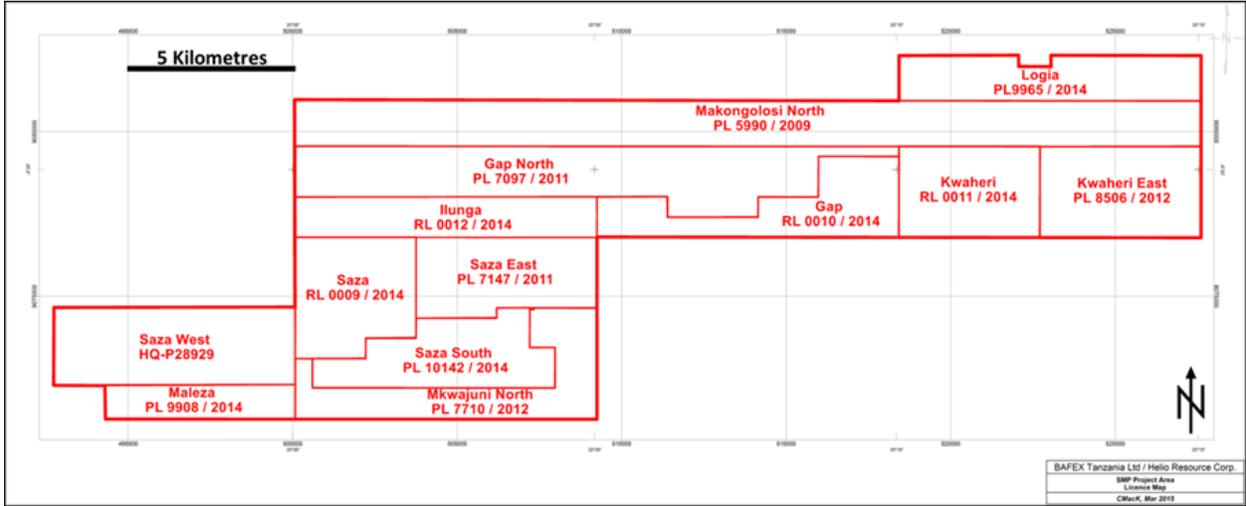
Richard Williams, M.Sc., P.Geo., Helio’s CEO and a Qualified Person as designated by NI 43-101, has reviewed and approved the contents of this news release.

For further information please contact Richard Williams at +1 604 210 8753.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*"Richard D. Williams"*

Richard D. Williams, P.Geo, CEO & President



**Map of the SMP Gold Project**

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 "anticipated", "estimates", "intends", "expected", "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.*