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# HELIO RESOURCE CORP.

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

## NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “Meeting”) of the shareholders of **Helio Resource Corp.** (the “Company”) will be held at the Company’s offices, 580 – 625 Howe Street, Vancouver, British Columbia, V6C 2T6 on Wednesday, December 18, 2019 at **10:00 a.m.** (Vancouver time) to transact special business and for the following purposes:

1. To consider and, if thought fit, to approve, with or without amendment, a special resolution to alter the Notice of Articles of the Company by changing the name of the Company from “HELIO RESOURCE CORP.” to “WINSHEAR GOLD CORP.”, provided such name is acceptable to the regulatory authorities having jurisdiction.
2. To consider and, if thought fit, to approve, with or without amendment, a special resolution amending the Company’s Articles, all as more fully set forth in the Information Circular attached hereto and forming a part hereof.
3. 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 November 12, 2019 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, 2019 and the auditor's report thereon, together with the corresponding management discussion and analysis as well as the interim financial statements for the period ended June 30, 2019, together with the corresponding management discussion and analysis have been 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](http://www.sedar.com).

DATED at Vancouver, B.C. this 14<sup>th</sup> day of November, 2019.

**BY ORDER OF THE BOARD  
HELIO RESOURCE CORP.**

*Richard Williams*  
Richard Williams, Chief Executive Officer