

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

This report amends information contained in an Early Warning Report dated November 7, 2016.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares (the “**Common Shares**”) and warrants to purchase common shares (“**Warrants**”) of Helio Resource Corp. (“**Helio**”):

Helio Resource Corp.
580-625 Howe Street
Vancouver, BC
V6C 2T6

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

TSX Venture Exchange (the “**TSXV**”)

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

CE Mining Limited (“**CE Mining**”)
Anson Court
La Route des Camps
St. Martin, Guernsey GYI

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On September 19, 2019, CE Mining acquired 833,333 Units of the Company at a price of \$0.06 per Unit as part of a private placement of an aggregate of 15,000,000 Units completed by the Company on that date (the “**Private Placement**”). Each Unit consisted of one Common Share and one-half of one Warrant. Each full Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.10 per share for a period of 12 months.

Concurrently with the Private Placement, the Company also completed (i) an acquisition of two mining projects located in Peru for consideration that included the issuance of 5,000,000 Common Shares on closing and (ii) the settlement of certain debts of the company through the issuance of 1,500,000 Common Shares (such transactions, together with the Private Placement, being the “**Transaction**”).

Upon completion of the Transactions, based on the Company's public disclosure, there were a total of 32,449,318 Common Shares outstanding.

2.3 State the names of any joint actors.

Plinian Capital Ltd. ("**Plinian**") and CE Mining II Helio Ltd. ("**CE Mining II**") are both affiliated with CE Mining and may be considered to be acting jointly or in concert with CE Mining.

Bradford A. Mills, a director of the Company, directly or indirectly controls CE Mining, CE Mining II and Plinian and may be considered to be acting jointly or in concert with CE Mining.

Plinian directly or indirectly owns or controls 384,000 Common Shares and warrants to purchase 48,000 Common Shares.

CE Mining II directly or indirectly owns or controls 554,400 Common Shares.

Item 3— Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

Prior to the Transaction, CE Mining and its joint actors had ownership or control over 3,584,000 Common Shares, representing approximately 32.73% of the 10,949,318 Common Shares that were outstanding prior to the Transaction together with warrants to purchase an additional 48,000 Common Shares.

After giving effect to the Transaction, CE Mining and its joint actors had ownership or control over 4,417,333 Common Shares, representing approximately 13.61% of the Common Shares outstanding, together with 416,667 Warrants and warrants to purchase an additional 48,000 Common Shares.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See Item 2.2 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and

control,

See Items 2.3 and 3.1 above.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

See Item 2.3 above.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

CE Mining acquired the Units at a price of \$0.06 per Unit for total consideration of \$50,000.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

See Item 4.1.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer’s business or corporate structure;**
- (g) a change in the reporting issuer’s charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

CE Mining and its joint actors hold securities of Helio for investment purposes. CE Mining and its joint actors may, from time to time, on an individual or joint basis, directly or indirectly, acquire ownership of or control over additional securities of Helio or dispose of securities of Helio.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the

transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

CE Mining entered into a subscription Agreement with Helio in connection with the Private Placement. The subscription agreement contains customary terms and conditions for a transaction of this nature.

Item 7– Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: September 20, 2019

CE MINING LIMITED

Per: "Mark VanDyke Sander"

Name: Mark VanDyke Sander

Title: Board Member