



HELIO RESOURCE CORP.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

Expressed in Canadian dollars

(Unaudited)

Notice to Reader: As required by National Instrument 51-102 subsection 4.3(3)(a), readers are advised that an auditor has not performed a review of these condensed interim consolidated financial statements.

Helio Resource Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Financial Position

Canadian Dollars

Unaudited - Prepared by Management

ASSETS	September 30, 2015	March 31, 2015
Current assets		
Cash	\$ 418,478	\$ 1,260,964
Short-term deposits	35,917	73,705
Receivables and prepaids (Note 4.a)	214,269	269,977
Marketable securities (Note 5)	27,500	27,500
	<u>696,164</u>	<u>1,632,146</u>
Non-current assets		
VAT receivable (Note 4.b)	26,317	21,562
Security deposits	32,964	32,964
Property and equipment (Note 6)	53,448	84,076
Mineral property acquisition costs (Note 7)	1,603,317	1,603,317
	<u>\$ 2,412,210</u>	<u>\$ 3,374,065</u>
LIABILITIES		
Current liabilities		
Accounts payable	\$ 610,050	\$ 740,237
Accrued liabilities	180,283	370,757
	<u>790,333</u>	<u>1,110,994</u>
EQUITY		
Share capital (Note 9)	43,747,024	43,299,900
Contributed surplus	12,188,017	12,347,037
Accumulated other comprehensive loss	(22,500)	(10,000)
Deficit	(54,290,664)	(53,373,866)
	<u>1,621,877</u>	<u>2,263,071</u>
	<u>\$ 2,412,210</u>	<u>\$ 3,374,065</u>

Going Concern (Note 2)

Subsequent Events (Note 12)

ON BEHALF OF THE BOARD OF DIRECTORS:

signed "Richard Williams"

Director

signed "Stephen Leahy"

Director

- See accompanying notes -

Helio Resource Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Comprehensive Loss

Canadian Dollars

Unaudited - Prepared by Management

	For the three months ended September 30,		For the six months ended September 30,	
	2015	2014	2015	2014
Expenses				
Amortization (Note 6)	\$ 15,392	\$ 17,020	\$ 30,626	\$ 39,914
Exploration costs (Note 8)	284,409	375,065	482,209	538,615
Filing and transfer agent fees	6,324	9,614	8,452	11,904
Professional fees (Note 11.a)	44,847	15,716	62,734	21,556
Marketing	12,664	20,640	32,026	27,329
Office and miscellaneous	23,839	25,450	54,158	54,558
Salaries, directors' fees and consulting (Note 11.b)	85,235	99,118	183,371	199,586
Travel	122	2,553	547	23,959
	<u>(472,832)</u>	<u>(565,176)</u>	<u>(854,123)</u>	<u>(917,421)</u>
Other income / (loss):				
Interest income	864	5,917	8,369	6,710
Foreign exchange gain / (loss)	(75,842)	4,918	(112,174)	(2,133)
Recovery of (Provision for) VAT receivable	41,130	(73,385)	41,130	(73,385)
	<u>(33,848)</u>	<u>(62,550)</u>	<u>(62,675)</u>	<u>(68,808)</u>
Loss for the period	<u>\$ (506,680)</u>	<u>\$ (627,726)</u>	<u>(916,798)</u>	<u>(986,229)</u>
Other comprehensive loss:				
Revaluation of marketable securities (Note 8)	(12,500)	-	(12,500)	-
Comprehensive loss for the period	<u>\$ (519,180)</u>	<u>\$ (627,726)</u>	<u>\$ (929,298)</u>	<u>\$ (986,229)</u>
Loss per share - basic and diluted	<u>\$ (0.002)</u>	<u>\$ (0.003)</u>	<u>\$ (0.004)</u>	<u>\$ (0.005)</u>
Weighted average number of common shares outstanding:				
	<u>224,085,481</u>	<u>212,372,437</u>	<u>221,098,631</u>	<u>179,908,336</u>

- See accompanying notes -

Helio Resource Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Changes in Equity

Canadian Dollars

Unaudited - Prepared by Management

	Number of Common Shares	Share Capital (Note 9)	Contributed Surplus	Accumulated Other Comprehensive Loss	Deficit	Total
April 1, 2014	135,602,959	\$ 40,252,475	\$ 11,426,188	\$ -	\$ (49,713,117)	\$ 1,965,546
Private placement	80,100,000	3,935,714	-	-	-	3,935,714
Share issuance costs	2,376,000	(118,800)	-	-	-	(118,800)
Loss for the period	-	-	-	-	(986,229)	(986,229)
September 30, 2014	218,078,959	44,069,389	11,426,188	-	(50,699,346)	4,796,231
April 1, 2015	218,078,959	\$ 43,299,900	\$ 12,347,037	\$ (10,000)	\$ (53,373,866)	\$ 2,263,071
Share issuance costs	-	-	(18,896)	-	-	(18,896)
Warrants exercised	6,140,000	307,000	-	-	-	307,000
Fair value transfer on exercise of warrants	-	140,124	(140,124)	-	-	-
Loss for the period	-	-	-	(12,500)	(916,798)	(929,298)
September 30, 2015	224,218,959	\$ 43,747,024	\$ 12,188,017	\$ (22,500)	\$ (54,290,664)	\$ 1,621,877

- See accompanying notes -

Helio Resource Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Cash Flows

Canadian Dollars

Unaudited - Prepared by Management

	For the three months ended September 30,		For the six months ended September 30,	
	2015	2014	2015	2014
Cash flows from operating activities				
Loss for the period:	\$ (506,680)	\$ (627,726)	\$ (916,798)	\$ (986,229)
Non-operating interest income	(864)	(5,917)	(8,369)	(6,710)
Items not affecting cash:				
Amortization	15,392	17,020	30,626	39,914
Provision for VAT receivable	(41,130)	73,385	(41,130)	73,385
Exploration recovery received in shares	(12,500)	(37,500)	(12,500)	(37,500)
Changes in non-cash working capital:				
Receivables and prepaids	10,181	5,467	55,708	(32,164)
Accounts payable and accrued liabilities	246,579	(241,575)	(320,661)	(289,849)
Changes in non-current operating assets:				
VAT receivable	24,192	(12,718)	36,375	(11,267)
Cash used in operating activities	(264,830)	(829,564)	(1,176,749)	(1,250,420)
Cash flows from investing activities				
Purchase of property and equipment	-	(331)	-	(331)
Purchase of short-term deposits	-	(1,050,000)	-	(1,050,000)
Redemption of short-term deposits	5,000	-	35,000	100,000
Interest received	408	1,467	11,159	2,910
Security deposits	-	-	-	28,000
Cash provided by investing activities	5,408	(1,048,864)	46,159	(919,421)
Cash flows from financing activities				
Proceeds from the issuance of shares and warrants	299,942	1,168,800	299,942	4,123,800
Share issuance costs	-	(132,586)	(11,838)	(306,886)
Cash provided by financing activities	299,942	1,036,214	288,104	3,816,914
Net change in cash	40,520	(842,214)	(842,486)	1,647,073
Cash - beginning of period	377,958	2,773,779	1,260,964	284,492
Cash - end of period	\$ 418,478	\$ 1,931,565	\$ 418,478	\$ 1,931,565
Cash is composed of:				
Cash	11,562	6,485	\$ 11,562	\$ 6,485
Deposits held by financial institution	406,916	1,925,080	406,916	1,925,080
	\$ 418,478	\$ 1,931,565	\$ 418,478	\$ 1,931,565

- See accompanying notes -

Helio Resource Corp.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

1. Nature of Operations and Corporate Information

Helio Resource Corp. (the "Company" or "Helio") was incorporated on November 8, 1998, under the Business Corporations Act of British Columbia. The Company is listed for trading on the TSX Venture Exchange as a Tier 2 mining issuer under the symbol "HRC-V". The Company's head and registered office is located at Suite 580 - 625 Howe Street, Vancouver, British Columbia, Canada. The Company is principally engaged in the exploration and development of the Saza Makongolosi Project ("SMP") in Tanzania and the Damara Gold Project ("DGP") in Namibia.

2. Going Concern

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes the realization of assets and settlement of liabilities in the normal course of business as they come due. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material as realizable values may be substantially different from carrying values disclosed in the financial statements.

The Company holds interests in mineral properties in Namibia and Tanzania and is focused on the exploration and development of these properties. The Company has not yet determined whether its mineral property interests contain mineral reserves that are economically recoverable. As at September 30, 2015, the Company has no source of revenue, has a deficit of \$54,290,664 and expects to incur further losses in the exploration and development of its mineral properties which will require additional financing from external sources. All of these factors cast significant doubt upon the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to continue to obtain the necessary financing to complete the exploration and development of its mineral property interests, or upon proceeds from the disposition of its mineral property interests. Although the Company has been successful in the past in obtaining financing, and raised additional funds subsequent to September 30, 2015 (Note 12), there is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms that are advantageous to the Company.

3. Basis of Presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, as issued by the International Accounting Standards Board, including International Accounting Standard ("IAS") 34 *Interim Financial Reporting*, effective for the period ending September 30, 2015, as issued and outstanding as of November 27th, 2015, the date the Board of Directors approved these financial statements. These condensed interim consolidated financial statements should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended March 31, 2015.

Helio Resource Corp.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

3. Basis of Presentation (continued)

a) Basis of Presentation

These consolidated financial statements include the accounts of Helio Resource Corp. and its wholly owned subsidiaries, BAFEX Holdings Ltd., BAFEX Exploration (Proprietary) Limited, and BAFEX Tanzania Limited. All intercompany balances, transactions, and gains and losses from intercompany transactions have been eliminated on consolidation. All figures are presented in Canadian dollars unless otherwise indicated.

b) Basis of Measurement

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4 of the audited annual consolidated financial statements for the year ended March 31, 2015.

c) Significant Accounting Policies

The accounting policies and methods of computation followed in preparing these condensed interim consolidated financial statements are consistent with interpretations by the International Financial Reporting Interpretations Committee ("IFRIC"), and are substantially the same as those followed in preparing the most recent audited annual consolidated financial statements. Changes to accounting policies adopted on April 1, 2015, as a result of changes to standards resulted in no material impact to the financial statements. For a summary of significant accounting policies, changes to accounting standards adopted at April 1, 2015, and expected changes to accounting standards that have been announced but are not yet effective, please refer to the Company's audited annual consolidated financial statements for the year ended March 31, 2015.

4. Receivables and Prepaids

a) Receivables and prepaids

	September 30, 2015	March 31, 2015
Prepaid expenses	\$ 168,638	50,103
Due from related party	7,439	6,427
Receivables	1,159	--
Sales tax receivable - Tanzania	9,346	168,732
Sales tax receivable - Namibia	7,010	21,563
Sales tax receivable - Canada	20,677	23,152
	<u>\$ 214,269</u>	<u>269,977</u>

Sales tax receivables are sales taxes that are expected to be recoverable from the governments in the various jurisdictions within the next year. The *Sales Tax Receivable – Namibia* amounts are past due, but amounts have historically been collected after some delay. A provision has been taken for expected costs of recovery. Full recovery of the amounts shown is expected.

Helio Resource Corp.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

4. Receivables and Prepaids (continued)

b) VAT receivable

	September 30, 2015	March 31, 2015
Sales tax receivable - Tanzania	\$ 26,317	21,562

VAT receivable consists of sales tax receivables which are expected to be collected in future fiscal years. They have been discounted to their present value, based on the Company's expectation of the likely timing of the receipt of the receivable. In addition, the Company has experienced delays in receiving payment after filing applications for refunds of certain input tax credits in Tanzania. As a result, a provision of \$231,000 (March 31, 2015 - \$307,000) is offsetting the underlying amount of the receivable in recognition of the credit risk, as well as the anticipated costs of collection.

5. Marketable Securities

As part of the mineral property option agreement with Damara Gold Corp. ("Damara"), the Company received 250,000 shares of Damara on signing, which were received with a fair value of \$37,500, or 15¢ per share. This agreement is further described in Note 7e). In addition, a further 250,000 shares were received during the period with an initial fair value of \$12,500, or 5¢ per share.

Date	Total # of Damara Gold shares held	Fair value per share	Fair value Total
March 31, 2015	250,000	12.5¢	\$27,500
September 30, 2015	500,000	5.5¢	\$27,500

6. Property and Equipment

Details are as follows:

September 30, 2015	Field equipment	Office equipment	Leasehold improvements	Motor vehicle	Total
Net book value					
At April 1, 2015	\$ 3,913	\$ 31,600	\$ --	\$ 48,563	\$ 84,076
Amortization	(620)	(6,309)	--	(23,697)	(30,626)
At Sept. 30, 2015	\$ 3,293	\$ 25,291	\$ --	\$ 24,866	\$ 53,450
Consisting of					
Cost	91,798	155,652	81,062	394,752	723,264
Accumulated amortization	(88,505)	(130,361)	(81,062)	(369,886)	(669,814)
At Sept. 30, 2015	\$ 3,293	\$ 25,291	\$ --	\$ 24,866	\$ 53,450

Helio Resource Corp.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

6. Property and Equipment (continued)

March 31, 2015	Field equipment	Office equipment	Leasehold improvements	Motor vehicle	Total
Net book value					
At April 1, 2014	\$ 15,493	\$ 4,445	\$ 17,735	\$ 100,933	\$ 138,606
Additions	3,783	37,217	--	--	41,000
Amortization	(15,363)	(10,062)	(17,735)	(52,370)	(95,530)
At March 31, 2015	\$ 3,913	\$ 31,600	\$ --	\$ 48,563	\$ 84,076
Consisting of					
Cost	\$ 91,798	\$ 155,652	\$ 81,062	\$ 394,752	\$ 723,264
Accumulated amortization	(87,885)	(124,052)	(81,062)	(346,189)	(639,188)
At March 31, 2015	\$ 3,913	\$ 31,600	\$ --	\$ 48,563	\$ 84,076

7. Mineral Property Acquisition Costs:

Details are as follows:

	Saza	Saza West	Makongolosi	Namibia ¹	Total
Cost					
March 31, 2015					
& Sept. 30, 2015	\$ 396,818	\$ 291,500	\$ 914,999	\$ --	\$ 1,603,317

¹ - Namibian mineral properties were obtained by prospecting or earn-in without any capitalised cash or share payments.

a) Saza Licence, Tanzania

On December 19, 2005, the Company signed an option agreement with Thorn Tree Minerals Limited ("Thorn Tree"), a private Tanzanian mining company, through which the Company has earned a 100% interest in the Saza licence within the Lupa Goldfields in southwest Tanzania. The interest is subject to a 2% Net Smelter Royalty which can be reduced to 1% by paying Thorn Tree \$1,000,000 in cash prior to commencement of commercial production.

In order to vest its 100% interest, the Company spent over \$2,000,000 on exploration over 4 years, and made cash and share payments totalling \$396,818 to Thorn Tree over the earn-in period.

b) Saza West, Tanzania

On January 1, 2009, the Company signed an option agreement with Thorn Tree through which the Company has earned a 100% interest in the Saza West licence within the Lupa Goldfields in southwest Tanzania. The interest is subject to a 2% Net Smelter Royalty which can be reduced to 1% by paying Thorn Tree \$1,000,000 in cash prior to commencement of commercial production.

In order to vest its 100% interest, the Company issued 1,025,000 common shares at a fair value of \$266,500 and made a cash payment of \$25,000 to Thorn Tree over the four year earn-in period.

Helio Resource Corp.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

7. MINERAL PROPERTY ACQUISITION COSTS (CONTINUED)

- c) Ilunga, Gap and Kwaheri (known as the Makongolosi projects), Tanzania

On January 9, 2007, the Company signed an option agreement with Dhahabu Resources and Mining Co. Ltd ("Dhahabu"), a private Tanzanian mining company, through which the Company has earned a 100% interest in three contiguous Prospecting Licences known as Ilunga, Gap and Kwaheri, that are within the Lupa Goldfields in southwest Tanzania. The interest is subject to a 2% Net Smelter Royalty which can be reduced to 1% by paying Dhahabu \$1,000,000 in cash (per licence) prior to commencement of commercial production.

In order to earn 100% interests in the licences, over an earn-in period of four years, the Company spent over \$3,000,000 on exploration, issued 150,000 common shares (issued in fiscal 2007 at a fair value of \$120,000), and made cash/share payments with a total fair value of \$914,999 to Dhahabu.

- d) Other, Tanzania

The Company holds other licences in Tanzania which form the SMP and are adjacent to those listed above. These licences were acquired directly, with minimal acquisition costs.

- e) Namibia

On March 27, 2014, the Company announced the signing of a Letter of Intent with Damara Gold Corp. ("Damara") whereby Damara can earn up to a 60% interest in Helio's Damara Gold and Tin Project (DGP) in Namibia. By issuing to Helio 1,500,000 shares (500,000 received -- Note 5) and by spending \$1,500,000 on exploration over 3 years (\$ spent), Damara can earn a 51% interest in the DGP.

By spending an additional \$1,500,000 on exploration and issuing to Helio 500,000 additional shares in year 4, Damara can earn an additional 9% interest in the DGP. Upon successful completion of an earn-in, the companies will form a joint venture to continue advancing the project.

Helio Resource Corp.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

8. EXPLORATION COSTS

Plinian Capital LLP (“Plinian”) is now the operator of the SMP Gold project, under the terms of the operating agreement, which was signed in conjunction with Plinian’s investment in the Company’s financing in May, 2013. The operating agreement has a minimum term of 18 months, and calls for fees of \$75,000 USD per quarter, which were initiated on July 1, 2014.

6 months ended September 30, 2015	Tanzania		Namibia	Total
	Saza	Makongolosi		
Field Expenses and Consumables	776	2,051	--	2,827
Geological Consulting	11,596	25,794	845	38,235
Licence and Permits	33,993	94,634	3,514	132,141
Operator Fee	57,848	130,158	--	188,006
Salaries and Wages	23,252	66,496	64,357	154,105
Transportation and Travel	1,589	4,671	9,621	15,881
Exploration Office Expenses	10,375	26,635	26,354	63,364
Recoveries	--	--	(112,350)	(112,350)
Total exploration costs for the six months ended Sept. 30, 2015:	\$ 139,429	\$ 350,439	\$ (7,659)	\$ 482,209

6 months ended September 30, 2014	Tanzania		Namibia	Total
	Saza	Makongolosi		
Field Expenses and Consumables	\$ 1,007	\$ 1,716	\$ 299	\$ 3,022
Geological Consulting	68,083	149,139	1,102	218,324
Geochemical Survey and Assays	--	--	659	659
Licence and Permits	27,612	95,732	4,862	128,206
Salaries and Wages	30,846	77,166	53,647	161,659
Transportation and Travel	2,327	5,398	3,079	10,804
Exploration Office Expenses	14,809	33,929	60,980	109,718
Recoveries	--	--	(93,777)	(93,777)
Total exploration costs for the six months ended Sept. 30, 2014:	\$ 144,684	\$ 363,080	\$ 30,851	\$ 538,615

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(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

9. Share Capital

- a) Authorized share capital: Unlimited common shares without par value

In 2014, the Company closed a \$4.05 million private placement equity financing in two tranches. The first tranche on June 13, 2014, and the second on July 25, 2014. Terms were identical for both tranches of the financing. The Company issued a total of 80,100,000 Units of the Company at \$0.05 per Unit for net proceeds of \$3,047,425 after issuance costs. Each unit consisted of one common share and one half of one common share purchase warrant. Each full warrant entitled the holder to acquire one common share at a price of \$0.10 for a period of two years following the respective closings. The fair value of the warrants was determined to be \$821,872 and was recorded in contributed surplus. Commissions of 6% in cash and 6% in finders units (2,376,000 units) of the Company (on terms similar to the units), were paid and issued on a portion of the first tranche of the financing. The fair value of the finders units was determined to be \$142,391 and was recorded as share issuance costs.

In June, 2015, the exercise price of the warrants was reduced to \$0.05 per share, with the exception of the warrants issued as finder's units.

On July 2, 2015, 6,140,000 warrants were exercised at \$0.05 for proceeds to the company of \$307,000. See also Note 12, *Subsequent Events*, for a description of warrants exercised subsequent to September 30, 2015.

- b) Share-based payments

The Company has established a share purchase option plan whereby the Board of Directors may grant options to directors, officers, employees or consultants. The goal of this plan is to more closely align the interests of option-holders with the interests of shareholders.

The Company has been authorized by its shareholders to grant stock options numbering up to ten percent (10%) of the number of common shares issued and outstanding. Options granted are subject to a maximum term of ten years from the date of grant. The exercise price of an option must be determined in accordance with the share purchase option plan. Options vest after one year unless determined otherwise by the Board of Directors.

Details of stock option activity are as follows:

	Number of options	Weighted average exercise price
Outstanding, April 1, 2014	4,250,000	\$0.42
Granted	5,700,000	\$0.07
Expired	(1,250,000)	\$0.61
Outstanding, March 31, 2015 and September 30, 2015	8,700,000	\$0.16

Helio Resource Corp.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

9. Share Capital (continued)

The following table summarizes information about stock options outstanding to directors, officers, employees and consultants as at September 30, 2015:

Grant date	Expiry date	Exercise price	Number of options outstanding	Remaining contractual life (years)	Number of options exercisable
Jun. 27, 2011	Jun. 27, 2016	\$0.45	1,300,000	0.7	1,300,000
May 8, 2012	May 8, 2017	\$0.25	1,700,000	1.6	1,700,000
Oct. 1, 2014	Oct. 1, 2019	\$0.07	5,700,000	4.0	5,700,000
			8,700,000	3.0	8,700,000

The fair value of the stock options granted for both employees and non-employees has been calculated using the Black-Scholes Option Pricing Model, based on the following weighted average assumptions:

Grant date:	Oct. 1, 2014	May 8, 2012	Jun. 27, 2011
Average risk-free interest rate	1.56%	1.40%	2.18%
Expected forfeiture rate over the life of the option	9.11%	13.65%	13.65%
Expected dividend yield	0.00%	0.00%	0.00%
Expected stock price volatility	116.47%	106.26%	104.39%
Average expected option life in years	4.0 years	4.2 years	4.7 years
Weighted average fair value per option at the measurement date	\$0.0318	\$0.1404	\$0.2339

Option pricing models require the input of highly subjective assumptions including the expected price volatility and expected life. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options at the date of grant.

Stock based compensation expense is recorded both in exploration costs and in the Consolidated Statements of Comprehensive Loss but was nil for both periods. Allocations are based on the number of options granted to employees, and their function – either exploration-project related, or administrative.

Helio Resource Corp.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

9. Share Capital (continued)

c) Share Purchase Warrants

Details of share purchase warrant activity is as follows:

	Number of warrants	Weighted average exercise price
As at April 1, 2014	25,000,000	\$0.14
Issued	41,238,000	\$0.10
As at March 31, 2015	66,238,000	\$0.12
Exercised	(6,140,000)	\$0.05
Expired	(25,000,000)	\$0.14
As at Sept. 30, 2015	35,098,000	\$0.05 [†]

[†] - All remaining non-broker warrants were repriced to \$0.05 in June 2015

See also Note 12, *Subsequent Events*, for a description of warrants exercised subsequent to September 30, 2015.

As at September 30, 2015, the outstanding share purchase warrants were as follows:

Expiry Date	Exercise Price	Number of Warrants
June 13, 2016	\$0.10	738,000
June 13, 2016	\$0.05	23,860,000
July 25, 2016	\$0.05	10,500,000

The fair value of the warrants issued has been calculated using the Black-Scholes Option Pricing Model, based on the following weighted average assumptions:

	issued in the year ended March 31, 2015	Issued in the year ended March 31, 2014
Average risk-free interest rate	1.10%	1.03%
Expected dividend yield	0.00%	0.00%
Expected stock price volatility	136%	106.5%
Average expected warrant life in years	1.97 years	1.96 years

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(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

10. Segmented Information

The Company has two operating segments, which are mineral exploration and development in Tanzania and Namibia. Neither segment generates revenue. Resources are allocated to projects. As the projects are in different countries, this equates to allocating resources by geographical area.

Total assets by geographical area:

	Sept. 30, 2015		March 31, 2015	
Canada	\$	384,560	\$	1,286,448
Namibia		114,155		170,979
Tanzania		1,913,495		1,916,638
	\$	2,412,210	\$	3,374,065

Cash amounting to \$239,000 (March 31, 2015 - \$1,109,000) was held in Canada, with lesser amounts being held in Namibia and Tanzania. Short-term deposits are held entirely in Canada.

Capital assets, including mineral properties, by geographic area:

	Sept. 30, 2015		March 31, 2015	
Canada	\$	1,212	\$	1,589
Namibia		11,624		21,898
Tanzania		1,643,929		1,663,906
	\$	1,656,765	\$	1,687,393

Net loss by geographic area:

	Six months ended Sept. 30, 2015		Six months ended Sept. 30, 2014	
Canada	\$	(327,784)	\$	(336,097)
Namibia		(20,783)		(57,399)
Tanzania		(568,231)		(592,733)
	\$	(916,798)	\$	(986,229)

Exploration expenses by geographic area:

	Six months ended Sept. 30, 2015		Six months ended Sept. 30, 2014	
Canada	\$	--	\$	--
Namibia		(7,659)		30,851
Tanzania		489,868		507,764
	\$	482,209	\$	538,615

Helio Resource Corp.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended September 30, 2015

Canadian dollars

11. Related Party Transactions

The amounts charged to the Company for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements. Amounts due to related parties are included in accounts payable.

a) Legal services

During the six-month period, the Company received legal services of approximately \$45,000 (2014 – \$50,000) from a law firm, in which the Corporate Secretary of the Company is a partner. The balance owing was \$44,000 at September 30, 2015, and is included in accounts payable (2014 – \$27,000).

b) Key management personnel

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management includes the Company's directors, members of the senior management group, and the operator of the SMP. Details of key management personnel compensation is as follows:

	Six months ended Sept. 30, 2015	Six months ended Sept. 30, 2014
Salaries and short-term employee benefits, including amounts recorded as exploration costs	\$ 258,000	\$ 271,300
Directors' fees	15,000	24,500
Operator fees	188,000	86,100
	<u>\$ 461,000</u>	<u>\$ 381,900</u>

Apart from legal services, \$280,000 was payable to key management personnel at September 30, 2015 and is included in accounts payable and accrued liabilities (2014 – \$12,000).

12. Subsequent Events

On November 4, 2015, 6,497,150 share purchase warrants were exercised by a related party at \$0.05 for proceeds to the Company of \$324,858.