



HELIO RESOURCE CORP.

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NEWS RELEASE

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FOR IMMEDIATE RELEASE

**Helio Announces Result of Special General Meeting,
Closing of Private Placement and
Receipt of First Option Payment on Damara Project**

Vancouver, July 28, 2014

Helio Resource Corp. ([TSX.V: HRC](http://www.tsx.com)) ("Helio" or the "Company") is pleased to announce the result of the Special General Meeting held July 25, 2014. At this meeting, disinterested shareholders of the Company approved the Company's proposed private placement transaction resulting in the creation of a "control person", namely CE Mining. As a result, the Company is pleased to announce the successful completion of a **\$4,005,000** private placement, first announced on May 28, 2014. The first tranche of the placement (\$2,955,000) closed on June 13, 2014. The balance of the financing has now been received (\$1,050,000), and the securities have been issued (21,000,000 Units).

In total, Helio has issued **80,100,000 Units** at a price of **\$0.05** per Unit. Each Unit consists of one common share and **one half of one (1/2)** common share purchase warrant. Each whole warrant entitles the holder thereof to acquire one common share for a period of two years from closing, at a price of **\$0.10** per share. Commissions of up to 6% in cash, and 6% in Finders Units of the Company, on terms similar to the Units, were issued on part of this financing, resulting in the issuance of **2,376,000 Finders Units** and the payment of \$118,800 in commissions.

CE Mining now owns 60,000,000 common shares of the Company (27.51% of the current issued and outstanding share capital of the Company) and 40,000,000 warrants. Upon the exercise of all of its warrants, CE Mining would own, on a partially diluted basis, 38.75% of the issued and outstanding common shares of the Company.

The Company is also pleased to announce the receipt of the first share payment from Solomon Resources Ltd ("Solomon"). Helio announced on March 27, 2014 that it had signed Letter of Intent with Solomon ("the agreement") to further develop the 722 km² Damara Gold and Tin Project in Namibia. The agreement was subject to TSX Venture Exchange approval, which Solomon has now received. As a result, Solomon issued 2,500,000 Solomon shares to Helio as the first payment due under the terms of the agreement.

About CE Mining

CE Mining is a company jointly owned and managed by Plinian Capital LLP (“Plinian”) and Generation Asset Management, and it invests in promising exploration and development mineral resource projects.

Plinian is an investor in, and a leading operational manager of, mineral discovery, development, production, and turnaround opportunities with extensive operational expertise in gold, silver, copper, nickel, PGMs (platinum group metals) and iron ore in the Americas, Australia and Africa. Generation Asset Management (UK) Limited is an asset management, private equity and corporate finance company. Further information on CE Mining’s three key principals is set out in the Company’s April 22, 2013 news release (link can be found [here](#)). Two of its key principals, Mr Bradford A. Mills, and Dr. Mark Sander, are currently directors of the Company.

Use of Proceeds

The proceeds from the private placement will be used for the advancement of Helio’s SMP Gold Project in the Lupa Goldfields of South West Tanzania, and for general corporate working capital purposes.

Restrictions

These securities being offered have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold in the United States or to, or for the benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) absent U.S. registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.

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ON BEHALF OF THE BOARD OF DIRECTORS

“Richard D. Williams”
Richard D. Williams, P.Geol
CEO

“Chris MacKenzie”
Christopher J. MacKenzie, C.Geol.
COO

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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 “may”, “will”, “should”, “would”, “assuming”, “in the event” 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 or use of proceeds. 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, land title disputes, security of licenses granted to explore, develop and mine, regulatory risks and environmental concerns. Most of these factors are outside the direct 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.