HELIO RESOURCE CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

For the year ended March 31, 2015

INTRODUCTION

This MD&A was prepared by management as at July 28, 2015, and has been reviewed and approved by the Board of Directors. The following discussion of performance, financial condition and future prospects should be read in conjunction with the accompanying audited consolidated financial statements of Helio Resource Corp. ("Helio" or the "Company") and the related notes for the year ended March 31, 2015, prepared in accordance with International Financial Reporting Standards ("IFRS"). The information provided herein supplements, but does not form part of the financial statements. This discussion covers the year ended March 31, 2015 and the subsequent period up to the date of issue of this MD&A. Monetary amounts in the following discussion are in Canadian dollars unless otherwise noted.

Additional information, including annual audited consolidated financial statements and more detail on specific mineral properties discussed in this MD&A can be found on the Company's page at www.sedar.com or on its website, www.helioresource.com.

This MD&A contains Forward Looking Information.
Please read the Cautionary Statements on page 3 carefully.

FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking information and forward looking statements as defined in applicable securities laws. All statements other than historical fact are forward looking statements.

The statements reflect the current beliefs of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information, principally under the heading "Outlook," but also elsewhere in this document, includes estimates, forecasts, plans and statements as to the Company's current expectations concerning, among other things, continuance as a going concern, collection of receivables, the estimation of mineral resources, stability of various governments, continuation of rights to explore and mine, anticipated conclusions of economic assessments of projects, requirements for additional capital, the availability of financing, and the future development and costs and outcomes of the Company's Tanzanian and Namibian exploration projects.

Forward-looking statements are based on a number of assumptions, including, but not limited to, ability to access sufficient funds to carry on operations, conditions in financial markets, assumptions regarding general business and economic conditions, interest rates, the global and local supply and demand for labour and other project inputs, changes in commodity prices in general (in particular, the price of gold), the timing of the receipt of regulatory and governmental approvals for our exploration projects, changes to legislation, our ability to attract and retain skilled staff, our ability to procure equipment and operating supplies, the receipt of positive results from our exploration projects in Tanzania and Namibia, our ability to obtain exploration licenses and license renewals for our operations, and our ongoing relations with governments, our employees and business partners. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially.

Factors that may cause actual results to vary include, but are not limited to: actual exploration results, actual experience in collecting receivables, changes in interest and currency exchange rates, acts of foreign governments, delays in the receipt of government approvals, inaccurate geological and engineering assumptions, unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action, and unanticipated events related to health, safety and environmental matters), political risk (including the risk that the rights to mine the properties explored in Tanzania or Namibia may be rescinded by the governments or otherwise lost), social unrest, failure of counterparties to perform their contractual obligations, changes in general economic conditions or conditions in the financial markets and other risk factors as detailed from time to time in the Company's reports and public filings with the Canadian securities administrators, filed on SEDAR. The Company does not assume the obligation to revise or update forward-looking information after the date of this document nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.

BUSINESS OF THE COMPANY

The principal business of the Company is the exploration and development of its gold projects in Tanzania (the SMP Gold Project) and Namibia (the DGP Gold Project). The Company is involved in all aspects of operations in both jurisdictions.

The Company is a reporting issuer in British Columbia and Alberta, and trades on the TSX Venture Exchange under the symbol HRC.

OUTLOOK

The Company completed fiscal 2015 with working capital[1] of $521,152. The current investment climate for exploration and development companies is extremely challenged, with both retail and institutional investors either withdrawing from the sector completely or focussing on production companies for investment opportunities.

The Company is comforted by the fact that it has a robust, high quality resource, with good grades and good metallurgical characteristics, secure licence tenure (the main licences have been converted to 5-year term Retention Licences), and has strong support from its major shareholder, CE Mining.

The current objectives of the Company are to:

1. Evaluate all options for advancing the SMP Gold Project to a production decision. These include, but are not limited to, further financings to drill for additional resource ounces, attract joint venture partners to assist in the project advancement, and outright sale of the project.
2. Work with and operate on behalf of the Company's joint venture partner, Damara Gold Corp., in conducting the next stage of exploration at the DGP Gold Project in Namibia.
3. Further reduce outward cash-flow, particularly in relation to overhead and corporate costs.

Subsequent to the fiscal year-end, the Company repriced 40,050,000 share purchase warrants from $0.10 per share to $0.05 per share. On July 2, 2015, 6,140,000 of those repriced warrants were exercised for proceeds to the Company of $307,000. These funds will be used primarily to pay for license renewals and for general corporate working capital.

In addition, on July 16, 2015 the Company received Tanzanian Shillings ("TSh") 253,000,000 (approximately C$150,000) from the Tanzanian Revenue Authority in relation to VAT refunds.

Additional funds will be required in order to meet the Company's contractual obligations to March 31, 2016.

[1] Working capital, a non-GAAP-measure, is defined as current assets net of current liabilities.

HIGHLIGHTS FOR THE YEAR ENDED MARCH 31, 2015

Equity Financing

In June and July 2014, the Company announced the closing of two tranches of a private placement equity financing, raising a total of $4,005,000 at a price of $0.05 per Unit (a total of 80,100,000 Units). Each Unit was comprised of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of the Company at a price of $0.10 per share for a period of two years from the date of issue. Commissions of 6% in cash ($118,800), 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.

Subsequent to obtaining disinterested shareholder approval on July 25, 2014 at the Company's Special General Meeting, CE Mining acquired a total of 40,000,000 Units in both tranches. In doing so, CE Mining became a Control Person of the Company.

Subsequent to the fiscal year-end, the Company repriced 40,050,000 share purchase warrants from $0.10 per share to $0.05 per share. CE Mining has acquired 6,140,000 additional shares subsequent to March 31, 2015 through the exercise of warrants at $0.05 for proceeds to the Company of $307,000.

Exploration Activity

SMP Gold Project, Tanzania

Operating Agreement
On July 23, 2014, the Company received notice from Plinian Capital that Plinian would become the operator of the SMP Gold project, by invoking the terms of the operating agreement, which was signed in conjunction with the financing in May 2013.

Drilling program
Helio completed an 8,000 m RC and diamond drill program during the year. The program was focused on adding additional higher-grade resources from the Porcupine Target, where the deepest previous drill holes intersected 28m grading 5.1 g/t Au (GPD-49) and 53m grading 2.9 g/t Au (GPD-51). The drill program was also designed to test the open pit and underground resource potential of the Konokono and Gap Targets.

On December 11, 2014, Helio announced an RC intercept of 3 m grading 18.9 g/t Au from 67m (including 1m grading 48.2g/t Au) at the Gap Target, confirming the potential to identify new high grade targets.

Resource estimate
On March 26, 2015, Helio announced a new NI43-101 compliant Mineral Resource Estimate for the SMP gold project in Tanzania. Highlights included:

- The total Indicated Resource is 7.5 million tonnes ("Mt") grading 2.4 grams per tonne ("g/t") gold (Au) for 590,000 ounces (oz) Au contained.

- This can be broken down into 5.9 Mt grading 1.8 g/t Au for 332,000 oz inside a pit constrained shell at US$1,400/oz gold price and 1.6 Mt grading 4.9 g/t for 258,000 ounces of potentially underground mineable material (see Table 2 below).

- The total Inferred Resource is 0.56 Mt at 2.5 g/t Au containing 45,000 oz Au in the same pit constrained shell and underground configurations.

- The higher-grade underground resource bodies are all open at depth.

- The new high-grade zones at Gap encourage further follow-up, especially the western shoot, which returned an intercept of 4m grading 30 g/t Au (see news release dated January 29, 2015).

Production nearby
As an indication of the development occurring in the area immediately surrounding the SMP Gold Project, Shanta Gold, an AIM-listed gold mining company, commenced production from its New Luika Gold Mine in 2012. Shanta reported production of 64,000 ounces of gold in 2013, 84,000 ounces of gold in 2014 and has issued production guidance of 72,000 to 77,000 ounces for FY 2015.

Readers are cautioned that the preceding statement is not an indication that such an outcome will occur at the Company's SMP Project, but does demonstrate that the Saza Goldfields host gold occurrences that support mine development.

<u>Damara Gold and Tin Project ("DGP"), Namibia</u>

Joint Venture Agreement
Helio announced on March 27, 2014 that it had signed Letter of Intent with Damara Gold Corp. ("Damara" formerly Solomon Resources Ltd) to further develop the 722 km2 Damara Gold and Tin Project in Namibia. Under the agreement, Damara can earn up to a 60% interest in Helio's 722 km^2 Damara Gold and Tin Project (DGP) in Namibia by spending up to $3 million on exploration and by issuing up to 2 million Damara shares to the Company over four years. The first payment of 250,000 Damara shares was received

on July 22, 2014. In addition, on July 8, 2015, Damara issued an additional 250,000 Damara shares to Helio as the second payment due under the terms of the agreement.

Upon successful completion of the earn-in, the Companies will form a joint venture to further develop the project.

Exploration

Helio conducted successful exploration programmes during 2011 to 2013 on the DGP project, resulting in the discovery of the GoldKop target, the most advanced of Helio's projects within the DGP. Drill results returned multiple mineralised intercepts, including 7m @ 9g/t Au, 12m @ 6.8g/t Au, 14m @ 3.1g/t Au and 4m @ 11.6g/t Au. Drilling has been conducted over a 1km strike length, and mineralisation is still open. In addition, some high grade copper and silver values were also identified – the best intercept drilled by Helio to date at GoldKop is 7m grading 9g/t Au, 73g/t Ag and 4.4% Cu. Additional coincident gold-in-soil and IP geophysical targets are ready for drill testing.

On October 28, 2014, Helio and Damara Gold Corp announced results of soil sampling programmes at the GoldKop Extension and Twin Peaks Targets at the DGP Gold Project in the central Namibian Gold belt. Analysis of 2,117 samples resulted in the discovery of the Snake River Target on the GoldKop Extension Grid. This target is a 2.5km long, NNE-SSW trending Ag ± Au ± Bi ± Cu ± W anomaly, located 1 km north of GoldKop. The scale of polymetallic geochemical response at the Snake River Target is significantly greater than seen at GoldKop. In addition, three new Au anomalies were discovered in the Twin Peaks Target, which has the same geology as the nearby Navachab gold mine.

The DGP licences are located 20-40km east of the Navachab Gold Mine which was recently sold by AngloGoldAshanti to QKR, a private equity firm, for US$110M. Continued exploration success at GoldKop could represent strong strategic value to Helio. The licences held in Namibia were renewed by the Namibia Ministry of Mines and Energy in December 2014.

Damara plans to fund additional exploration on the DGP including further geophysics (gravity and EM) to confirm the orientation of the high-grade auriferous zones, with the ultimate aim being to define a maiden resource at GoldKop. Metallurgical test-work will also be conducted. In tandem, other geochemical targets will be advanced to the drill-ready stage.

As previously reported, the Company has identified a tin (Sn) prospect located within the DGP project area. Old records indicate that tin was produced sporadically between the 1930s and the 1980s. Two areas of old workings, about 1km apart, have been identified, that include declines to 60m depth, at least 150m of development drives along mineralised zones, and surface costeans (small pits) up to 300m long. A sample from the underground workings returned 1.6% Sn, 349 ppm tantalum (Ta), 274 ppm niobium (Nb), and 0.1g/t Au. The Sn occurs as coarse cassiterite. It is also planned that the Old Tin Mine within the DGP will be investigated with drilling to confirm the resource potential for tin.

Stock Option activity:

On October 1, 2014, Helio granted 5,700,000 stock options to directors, employees and consultants of the Company. The options have an exercise price of $0.07 and will be valid until October 1, 2019.

On October 19, 2014, 1,250,000 options expired unexercised. These options had an exercise price of $0.61 per share.

EVENTS SUBSEQUENT TO THE YEAR ENDED MARCH 31, 2015

Exploration Activity

DGP Project, Namibia

Joint Venture Agreement
On July 8, 2015, Damara issued an additional 250,000 Damara shares to Helio as the second payment due under the terms of the DGP Letter of Intent.

Warrant repricing and exercise

On June 3, 2015, the Company repriced 40,050,000 share purchase warrants from $0.10 per share to $0.05 per share. The expiry date of the warrants remains unchanged.

On July 2, 2015, 6,140,000 share purchase warrants were exercised for proceeds to the Company of $307,000.

In addition, on July 16, 2015 the Company received TSh 253,000,000 (approximately C$150,000) from the Tanzanian Revenue Authority in relation to VAT refunds.

DISCUSSION OF OPERATIONS AND FINANCIAL CONDITION

Selected Annual Information

The following summary of the Company's selected annual information has been prepared in accordance with IFRS:

	March 31, 2015 $	**March 31, 2014** $	**March 31, 2013** $
Loss from Operations and Net Loss	3,660,749	1,992,893	3,235,513
Basic and Diluted Loss per Share	(0.02)	(0.01)	(0.03)
Total Assets	3,374,065	2,410,226	2,708,139

The net loss has varied in line with the variance in the Company's exploration activities.

Results of Operations

At present, the Company has no mineral-producing properties and therefore has no revenue from any mineral properties.

Year Ended March 31, 2015

The loss for the year ended March 31, 2015 increased to $3,660,749 as compared to a loss of $1,992,893 for the year ended March 31, 2014 ("fiscal 2014"). The larger loss was driven primarily by the additional $1,506,060 in exploration costs, $124,094 in share based payments, and $68,460 in travel costs.

Exploration costs of $2,551,481 increased versus the preceding year (2014 - $1,045,421) due to the RC and diamond drill exploration program in Tanzania and the subsequent resource update, both in fiscal 2015. Exploration goals were more modest in fiscal 2014 and so the Company had lower exploration spending in that year.

Share based payment expenses increased substantially in fiscal 2015 to $148,076 from $23,982 in fiscal 2014. The fiscal 2015 expense was as a result of options granted in October 2014. Prior to that, the most recent stock options were granted in May 2012, and the final portion completed vesting early in the first quarter of fiscal 2014. No further share based payment expenses were recorded in fiscal 2014.

Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information of the Company and is derived from unaudited quarterly consolidated financial statements prepared by management. The Company's condensed interim consolidated financial statements are prepared in accordance with IFRS applicable to interim financial statements and are expressed in Canadian dollars.

Period	Revenues	Loss from Operations and Net Loss	Basic and Diluted Loss per Share from Operations and Net Loss per Share
March 31, 2015	Nil	$ (588,099)	$ (0.00)
December 31, 2014	Nil	(2,086,421)	(0.02)
September 30, 2014	Nil	(627,726)	(0.00)
June 30, 2014	Nil	(358,503)	(0.00)
March 31, 2014	Nil	(423,462)	(0.00)
December 31, 2013	Nil	(654,458)	(0.00)
September 30, 2013	Nil	(460,357)	(0.00)
June 30, 2013	Nil	$ (462,620)	$ (0.01)

The variation in the Company's quarterly net loss over the past eight quarters is largely due to the variation in exploration activity on the Company's properties, which varies with the forecasted availability of funds. Over the past eight quarters, the Company has maintained a focus on progressively reducing costs and preserving capital, however, a small drill program was conducted in the quarter ended December 31, 2013 to confirm the geological model and the orientation of shoots containing higher grade mineralisation. In addition, an 8,000 m drill program was conducted in the quarter ended December 31, 2014. This program culminated in the release of the NI43-101 compliant Mineral Resource Estimate for the SMP gold project in Tanzania on March 26, 2015.

Three months ended March 31, 2015

The quarter ended March 31, 2015 ("Q415") reflects decreased exploration activity when compared to the quarter ended December 31, 2014 ("Q315").

The loss for the three months ended March 31, 2015 was $588,099, somewhat less than the loss for the three months ended December 31, 2014 of $2,086,421. This decrease reflects the lower exploration activity of the Company during the quarter as the drill program was completed in Q315. More specifically, exploration costs of $343,836 have decreased from Q315 levels of $1,669,030. In addition, share based payment expenses have decreased from $148,076 in Q315 to $nil in Q415, as no stock options vested during Q415. Finally, a reduction in the provision for VAT receivable resulted in a VAT recovery of $108,123 in Q415 as compared with a VAT write-down of $15,830 in Q315.

Capital expenditures during the quarter and year ended March 31, 2015 were minimal.

Liquidity, Capital Resources and Cash Flow Analysis

The Company's primary sources of funding have been from the issuance of common shares and warrants with additional funds coming from joint venture agreements and the sale of equipment. While funds were raised subsequent to year end, management remains concerned about the Company's ability to raise additional funding amid ongoing uncertainty in global financial markets, and the prevailing investment climate of risk aversion toward mining projects.

The decrease in cash and short-term deposits over the year reflects a decrease in liquidity; however the funds raised subsequent to year end improve liquidity significantly. The Company's short-term deposits are held as fixed-rate cashable Guaranteed Investment Certificates (GIC's) issued by Canadian chartered banks and credit unions covered by deposit insurance (CDIC or CUDIC). The initial term of these instruments is one year. Upon the request of the Company the investments may be partially or fully redeemed before the maturity date without penalty.

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. . 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. Note also that certain warrants were exercised subsequent to March 31, 2015. Refer to page 16 for details.

Additional funds will be required in order to meet the Company's contractual obligations to March 31, 2016.

Financial Instruments

The Company's financial instruments consist of cash, short-term deposits, receivables, security deposits, accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest risk arising from the financial instruments. The Company is exposed to credit risk in relation to the VAT receivables balances, particularly those receivable from the Tanzania Revenue Authority. A provision has been taken in relation to two such receivable amounts that have been outstanding for an extended period of time. Interest risk and credit risk are managed for short-term deposits by maintaining them in redeemable GIC's or Savings Accounts belonging to a major Canadian bank or credit union. Credit risk is managed for receivables by seeking prompt payment, monitoring the age of receivables, and making follow up inquiries when receivables are not paid in a timely manner. The Company manages its currency risk by periodically adjusting the principal foreign currency cash balances to approximately match foreign currency liabilities. This helps to reduce the Company's gains and losses as a result of fluctuations in foreign exchange rates. Interest on short-term deposits is classified as interest income on the Consolidated Statement of Comprehensive Loss. There are no gains, losses or expenses associated with this financial instrument. The Company does not engage in any hedging activities. Other financial instruments do not generally expose the Company to risk that is significant enough to warrant reducing via purchasing specific insurance or offsetting financial instruments. Further discussion of these risks is presented in Note 6.b of the audited consolidated financial statements for the year ended March 31, 2015.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The Company has provided a breakdown of expensed exploration costs in Note 11 of the audited consolidated financial statements for the year ended March 31, 2015. In addition, significant components of general and administrative expenses are shown separately on the *Consolidated Statements of Loss and Comprehensive Loss,* also part of the audited consolidated financial statements for the year ended March 31, 2015.

RISK FACTORS

The Company is exposed to the following risks, in addition to those risks noted elsewhere in this MD&A.

Macroeconomic Risk

The significant outflow of capital from the resource sector, particularly the exploration sector, has led to a substantial reduction in the availability of funding for exploration companies. This situation has severely affected the ability for exploration companies to access capital through traditional means. If these factors persist over the long term, companies will become insolvent, and / or projects will take longer to develop, or may not be developed at all.

Political Policy Risk

Numerous governments around the world are looking at ways to secure additional benefits from this scenario, an approach recognized as "*Resource Nationalism*." Mechanisms used by governments include increases to royalty rates and corporate tax rates, implementation of "windfall or super taxes", and carried or free-carried interests to the benefit of the state. Extreme cases in Venezuela and Argentina have resulted in the nationalization of active mining interests. Such changes are viewed negatively in the investment community and can lead to share price erosion, and difficulty in accessing capital to advance projects.

Licensing Risk

The Company is reliant on the respective Ministries of Mines in the jurisdictions in which it operates in order to properly track licences granted to explore certain regions. The Company routinely needs to obtain new licences, renew existing licences or convert licences from one type to another, and occasionally needs to register a change in a licence owner when earn-in requirements have been met. The Company must rely on the Ministries to complete these transactions fairly, accurately and properly.

Exploration Risk

Mineral exploration and development involve a high degree of risk and few projects are ultimately developed into producing mines. There is no assurance that the Company's future exploration and development activities will result in the definition of a commercial ore body. Whether an ore body will be commercially viable depends on a number of factors including the particular attributes of the deposit such as size, grade and proximity to infrastructure, as well as mineral prices and government regulations, including environmental regulations.

Financial Capability and Additional Financing

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for further exploration and development of its projects. Although the Company has been successful in the past in financing its activities through the issuance of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to execute its business plan, particularly with ongoing uncertainty in the global financial markets, and the prevailing investment climate of risk aversion. A discussion of risk factors particular to financial instruments is presented in Note 6.b of the audited consolidated financial statements for the period ended March 31, 2015.

The Company has not commenced commercial mining operations and has no assets other than cash, short term deposits, receivables, a small amount of prepaid expenses and a small amount of marketable securities. The Company has no history of earnings, and is not expected to generate earnings or pay dividends until the company's exploration project is sold or taken into production.

Commodity Prices

The strength of the mineral industry varies with the price of metals. The prices of gold and other commodities have fluctuated widely in recent years and are affected by factors beyond the control of the Company including, but not limited to, international economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of gold due to new mine developments, mine closures as well as advances in various production and use technologies of gold. All of these factors will have impacts on the viability of the Company's exploration projects that are impossible to predict with certainty.

Environment

Both the exploration and any future production phases of the Company's operations will be subject to environmental protection regulations in the jurisdictions in which it operates. Globally, environmental legislation is evolving towards stricter standards and enforcement, more stringent environmental impact assessments of new mining projects and increasing liability exposure for companies and their directors and officers. There is no assurance that future environmental regulations will not adversely affect the Company's operations.

Financial Instrument Risk

As a result of its use of financial instruments, the Company is subject to credit risk, interest rate risk, currency risk, liquidity risk and other price risk. Apart from currency and credit risk, these risks are considered to be small. These risks are discussed comprehensively in Note 6.b of the audited consolidated financial statements for the year ended March 31, 2015.

Liquidity of Common Shares

There can be no assurance that an active and liquid market for the Company's common shares will develop or continue to exist, and an investor may find it difficult to resell common shares. In addition, trading in the common shares of the Company may be halted at other times for other reasons, including for failure by the Company to submit documents to the Exchange in the time periods required.

RECENT ACCOUNTING PRONOUNCEMENTS

Certain new accounting standards, amendments and interpretations were adopted by the Company for the first time in the current year. The adoption of these new standards has had no material impact on the Company's financial statements, and is fully described in Note 3.p) of the audited consolidated financial statements for the year ended March 31, 2015.

Upcoming Changes in Accounting Standards

There are changes expected to IFRS. Those that have been announced and are most likely to have some impact on the Company are described in detail in Note 3.p) of the audited consolidated financial statements for the year ended March 31, 2015. The Company is currently reviewing the impact of these changes. They are not anticipated to have a material impact on the Company's financial statements, but may result in additional disclosures in future years.

OFF-BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

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 and accrued liabilities.

a) Legal services

During the year, the Company received legal services of approximately $81,850 (2014 – $65,000) from Vector Corporate Finance Lawyers, a law firm in which the Corporate Secretary of the Company is a partner. $nil of this amount was payable at March 31, 2015 (2014 – $14,000 and was included in accounts payable).

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 and members of the senior management group. Details of key management personnel compensation is as follows:

	Year ended March 31, 2015	Year ended March 31, 2014
Salaries and short-term employee benefits, including amounts recorded as exploration costs	$ 570,684	$ 596,820
Directors' fees	46,500	75,000
Operator fees for the SMP to Plinian Capital	276,273	--
Share-based payments	155,000	26,506
	$ 1,048,457	$ 698,326

Apart from legal services, $17,000 was payable to related parties at March 31, 2015 and is included in accounts payable and accrued liabilities (2014 – $290,000).

OUTSTANDING SHARE DATA

The following section updates the Outstanding Share Data provided in the audited consolidated financial statements for the year ended March 31, 2015.

Common Shares:	
Shares outstanding at March 31, 2015	218,078,959
Warrant exercise on July 2, 2015 at $0.05 per Unit	6,140,000
Shares outstanding at July 28, 2015	224,218,959
Stock Options:	
Options outstanding at March 31, 2015 and July 28, 2015	8,700,000
Warrants:	
Warrants outstanding at March 31, 2015	66,238,000
Warrant exercise on July 2, 2015 at $0.05 per Unit	(6,140,000)
Warrants outstanding at July 28, 2015	60,098,000

APPROVAL

Chris MacKenzie, M.Sc., C.Geol., Helio's COO and a Qualified Person under National Instrument 43-101 has reviewed and approved the technical information contained in this document.

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com