

FIRST HELIUM INC.
550 - 800 West Pender Street,
Vancouver, BC, Canada, V6C 2V6

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general & special meeting (the “Meeting”) of the shareholders of **FIRST HELIUM INC.** (the “Company”) will be held at 550 – 800 West Pender Street, Vancouver, British Columbia, on Wednesday, November 2, 2022 at 11:00 a.m., PST, for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the report of the auditor thereon;
2. To set the number of directors at four (4) for the ensuing year;
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Davidson & Company LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to fix their remuneration;
5. To consider, and if thought fit, to pass an ordinary resolution to approve a new 10% “rolling” stock option plan of the Company, as more particularly described in the accompanying Information Circular of the Company dated September 19, 2022; and
6. To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested 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.

An unregistered shareholder who plans to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Information Circular to ensure that such shareholder’s shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, this September 19, 2022

BY ORDER OF THE BOARD

"Ed Bereznicki "

Ed Bereznicki

President, CEO & Director