

FIRST HELIUM INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. REPORTING ISSUER

First Helium Inc.
Suite 550 – 800 West Pender Street,
Vancouver, British Columbia, V6C 2V6
(the “Company”)

ITEM 2. DATE OF MATERIAL CHANGE

December 22, 2022

ITEM 3. PRESS RELEASE

News release announcing the material change was published on December 22, 2022 for distribution through Globe Newswire, and filed on SEDAR (www.sedar.com).

ITEM 4. SUMMARY OF MATERIAL CHANGE

On December 22, 2022, the Company announced the closing of the non-brokered private placement financing by issuing 12,192,000 units (“Units”) at a price of \$0.20 per Unit for gross proceeds of Cnd\$2,438,400.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

On December 22, 2022, the Company announced the closing of the non-brokered private placement financing (the “Offering”). First Helium issued 12,192,000 units (“Units”) at a price of \$0.20 per Unit for gross proceeds of Cnd\$2,438,400.

Each Unit consists of one common share (a “Share”) in the capital of First Helium and one non-transferable common share purchase warrant (each whole common share purchase warrant being a “Warrant”). Each Warrant will be exercisable to acquire one Share at a price of \$0.30 per Share for a period of 24 months, expiring December 22, 2024. The Warrants will be subject to acceleration at the Company’s election in the event that the Common Shares trade on the TSX Venture Exchange at a volume weighted-average price of \$0.40 or more per Common Share for any period of at least ten consecutive trading days after the initial Closing Date, the Company shall be entitled to accelerate the expiry time of the Warrants to a date that is at least thirty days from the date that notice of such acceleration is given via news release by the Company, with the new expiry time specified in such news release.

First Helium intends to use the net proceeds from the Private Placement to work on its portfolio of projects in addition to funding working capital and general corporate expenses.

All securities issued under this placement are subject to TSXV and securities regulatory legends expiring on April 23, 2023. Finders’ fees of \$52,990 and 264,950 Warrants were

issued to various finders under the Placement. The finders' warrants have the same terms and conditions as the Warrants issued to the subscribers under the Placement.

Certain insiders of First Helium acquired an aggregate of 2,025,000 Units in the oversubscribed Offering. Any participation by insiders in the Offering constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). However, the Company expects such insider participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the Units subscribed for by the insiders, nor the consideration for the Units paid by such insiders, would not exceed 25% of the Company's market capitalization. There are no material facts or material changes regarding the Company that have not been generally disclosed.

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted.

ITEM 8. EXECUTIVE OFFICER

For further information, please contact Edward Bereznicki, CEO & Director, by telephone at 1-833-435-4861.

ITEM 9. DATE OF REPORT

DATED at Vancouver, B.C., this 29th day of December 2022.