

**FIRST HELIUM INC.**

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**ITEM 1. REPORTING ISSUER**

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

**ITEM 2. DATE OF MATERIAL CHANGE**

October 12, 2023

**ITEM 3. PRESS RELEASE**

News release announcing the material change was published on October 12, 2023 for distribution through Newsfile, and filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

On October 12, 2023, the Company announced its plans to drill an existing "proven undeveloped" light oil location as well as re-enter an existing well bore to test multiple zones for oil and gas with potential helium content.

Additionally, the Company intends to complete a non-brokered private placement (the "**Private Placement**") whereby the Company will issue up to 25,000,000 Units (the "**Units**") for total gross proceeds of up to \$2,500,000.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

On October 12, 2023, the Company announced its plans to drill an existing light oil location as well as re-enter an existing well bore to test multiple zones for oil and gas with potential helium content.

Worsley is a historically active oil & gas exploration area that is very attractive for multi-product exploration, including oil, helium, and natural gas. The given area geology provides multi-zone and multiproduct target exposure with each drill. To date, the Company has enjoyed a 100% success rate in drilling its first two Leduc oil discoveries. These locations along with the 15-25 helium discovery help confirm the Company's exploration model and strategy for the trend. The Leduc oil wells were brought into production expediently utilizing the Company's Worsley Oil Battery and water disposal well facilities.

An evaluation of the Company's proprietary new 3D seismic program, which is on trend with, and within the same reef complex as the Company's three successful wells, has resulted in 3 similar potential drilling targets for Leduc oil, and natural gas with potential helium content. In addition, First Helium has identified 12 other highly prospective multi-zone, oil, helium and natural gas exploration and development opportunities across its

extensive Worsley land base. This includes two re-entry candidates for oil, and gas with potential helium content, that have been prioritized for drilling, given capital availability.

The Company has identified other regions where its proven multi-commodity approach to helium exploration can be applied.

### **Private Placement**

The Company intends to complete a non-brokered private placement (the "**Private Placement**") whereby the Company will issue up to 25,000,000 Units (the "**Units**") for total gross proceeds of up to \$2,500,000. Each Unit will be issued at a price of \$0.10 and consist of one common share (a "**Common Share**") in the capital of the Company and one common share purchase warrant (a "**Warrant**").

Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.20 per share (a "**Warrant Share**") for a period of 36 months from the Closing Date. The Warrants will be subject to acceleration at the Company's election. Specifically, in the event that the Common Shares trade on the TSX Venture Exchange (the "**Exchange**") at a volume weighted-average price of \$0.30 or more per Common Share for any period of at least ten consecutive trading days after the initial Closing Date, the Issuer 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 Issuer, with the new expiry time specified in such news release. The Company intends to use the net proceeds from the Private Placement for the above-mentioned exploration activities and for working capital and general corporate purposes. Management and insiders have committed to participate for a minimum of \$1,000,000 in the Private Placement.

In connection with the Private Placement, the Company may pay finders fees in cash and/or Warrants. If the finder's fee is paid in cash the fee will be equal to 7% of the proceeds placed by the applicable finder, finder's fees paid in Warrants will be equal to 7% of the Units placed by the applicable finder. The closing of the Private Placement is expected to occur on or about November 15, 2023 (the "**Closing Date**") and is subject to the receipt of all necessary regulatory approvals, including the approval of the Exchange. All securities issued pursuant to the Private Placement will be subject to a four-month hold period in accordance with applicable Canadian securities laws. There is no material fact or material change regarding First Helium that has 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 1-888-599-1294.

#### **ITEM 9. DATE OF REPORT**

DATED at Vancouver, B.C., this 18<sup>th</sup> day of October, 2023.