TOTAL HELIUM LTD.
Suite 3123, 595 Burrard Street
Vancouver, British Columbia, V7X 1J1
Tel: (604) 609-6110

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Total Helium Ltd. ("**Total Helium**" or the "**Corporation**") will be held at the offices of the Corporation, Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, at 9:00 a.m. (Vancouver time), on November 30, 2022, for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended March 31, 2022, together with the auditors report thereon;

2. to set the number of Directors of the Corporation at five (5) for the ensuing year;

3. to elect Directors to hold office for the ensuing year;

4. to appoint De Visser Gray LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration;

5. to approve the adoption of a new stock option plan, as more particularly described in the accompanying management information circular of the Corporation dated November 30, 2022 (the "**Information Circular**");

6. to approve the adoption of a new Restricted Share Unit (RSU) and Deferred Share Unit (DSU) plan, as more particularly described in the accompanying Information Circular; and

7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

A form of proxy and the Information Circular accompany this Notice. The Information Circular provides additional information relating to the matters to be addressed at the Meeting, and is deemed to form part of this Notice of Meeting.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is October 21, 2022 (the "**Record Date**"). Only Shareholders whose names have been entered in the register of Shareholders of Total Helium as of the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Registered Shareholders who are unable to attend the Meeting in person are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Information Circular. In order to be valid for use at the Meeting, proxies must be received by 9:00 a.m. (Vancouver time) on November 28, 2022, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. The time limit for the deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

If you are a non-registered Shareholder, please refer to the section in the Information Circular titled "*Non-Registered Shareholders*" for information on how to vote your Common Shares. **If you are a non-registered Shareholder and you do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.**

DATED at Vancouver, British Columbia as of October 21, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"Robert B. Price"
Robert B. Price
Chief Executive Officer