

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

September 6, 2023

Dear Shareholders,

The Board of Total Helium Ltd. (“**Total Helium**” or the “**Corporation**”) invites you to attend the annual general and special meeting (the “**Meeting**”) of the shareholders of Total Helium (“**Shareholders**”), to be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, on Wednesday, October 18, 2023 at 9:00 a.m. (Vancouver time) for the purposes set forth in the accompanying notice of annual general and special meeting.

At the Meeting, Shareholders will be asked to: (i) receive the audited financial statements of the Corporation for the year ended March 31, 2023 and the auditor’s report thereon; (ii) approve annual routine matters, such as the appointment of auditors and election of directors; and (iii) re-approve the Stock Option plan.

Your vote is important regardless of the number of Common Shares that you own. If you are a registered holder of Common Shares, you are encouraged to take the time now to complete, sign, date and return the enclosed form of proxy in the return envelope addressed to Computershare Trust Company of Canada to be received by no later than 9:00 a.m. (Vancouver time) on October 16, 2023 to ensure that your Common Shares are voted at the Meeting in accordance with your instructions, whether or not you are able to attend in person. Non-registered Shareholders, including those who hold Common Shares through a brokerage account, will receive a voting instruction form that can be used to provide voting instructions. The voting instruction form contains instructions on how to complete the form, where to return it to and the deadline for returning it. It is important to read and follow the instructions on the voting instruction form in order to have your vote count.

On behalf of the Board, I would like to express our gratitude for the ongoing support our Shareholders have demonstrated. We would also like to thank our employees who have worked tirelessly to support the growth of Total Helium.

Sincerely,

“Robert B. Price”

Robert B. Price

Chief Executive Officer

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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 October 18, 2023, for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended March 31, 2023, 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 re-approve the stock option plan, as more particularly described in the accompanying management information circular of the Corporation (the “**Information Circular**”); and
6. 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 September 6, 2023 (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 October 16, 2023, 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 September 6, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“Robert B. Price”

Robert B. Price, Chief Executive Officer