

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



Management's Discussion and Analysis

The following discussion is management's assessment and analysis of the results and financial condition of Total Helium Ltd. (the "Company" or "Total Helium") and should be read in conjunction with the accompanying audited consolidated financial statements and related notes for the years ended March 31, 2023 and 2022. The preparation of financial data is in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and follows the same accounting policies and methods of application as the Company's most recent annual consolidated financial statements. All figures are reported in thousands of Canadian dollars unless otherwise indicated.

The effective date of this report is July 28, 2023.

Caution Regarding Forward Looking Information

Certain information in this Management Discussion and Analysis (this "MD&A"), including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial), business prospects (including the timing and development of drilling and the success of exploration activities), opportunities, the business plans of the Company, including advancement of the Pinta South Project, and other statements that are not historical facts. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, but are not limited to, price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data, the possibility that future exploration results will not be consistent with the Company's expectations, increases in costs, environmental compliance and changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks involved in the mining industry, the impact of COVID-19, as well as those risk factors listed in the "Risk Factors" section below.

This MD&A contains information on risks, uncertainties and other factors relating to the forward-looking information (see "Risks and Uncertainties"). Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



Description of Business

The Company was incorporated on April 27, 2006 under the Business Corporations Act of British Columbia and its shares were listed on the TSX Venture Exchange ("TSX-V") on March 6, 2008. The Company is currently listed on the TSX-V under the trading symbol "TOH". The head office of the Company is located at Suite 3123, 595 Burrard Street, Vancouver, BC, Canada V7X 1J1. The registered and records office of the Company is located at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, BC, Canada, V6C 3E8. Effective February 16, 2021, the Company changed its name from Santa Fe Metals Corporation to Wintertide Ventures Inc. Effective September 30, 2021, the Company changed its name from Wintertide Ventures Inc. to Total Helium Ltd. As at the date of this report, the Company's principal business activity is helium exploration, production and storage solutions.

On May 18, 2021, the Company completed a share consolidation of 250:1. This MD&A reflects the share consolidation retroactively.

On September 21, 2021, the Company appointed Robert B. Price, Ian Telfer, Gordon Keep and Robert Johnston as directors of the Company. Additionally, the Company appointed Robert B. Price as Chief Executive Officer, Szascha Lim as Chief Financial Officer and Kia Russell as Corporate Secretary. On November 29, 2021, the Company appointed Diana McQueen as a director of the Company.

On November 9, 2021, the Company completed the acquisition (the "Acquisition") of all of the outstanding share capital of Brooks Range Corporation ("Brooks Range"). The Company acquired Brooks Range from Brooks Energy Company (the "Vendor") in consideration for a one-time cash payment of US\$1,150. Upon completion of the Acquisition, the current business of Brooks Range has become the business of the Company.

Concurrent to the Acquisition, the Company completed a financing of 12,500,000 subscription receipts for gross proceeds of \$12,500.

On January 20, 2023, the Company appointed Aaron Triplett as Chief Financial Officer, replacing Szascha Lim.

On May 1, 2023, the Company completed the acquisition of a joint venture interest in the Pinta South Helium Project in Arizona. The Company has acquired an interest in existing helium production as well as a working interest in a large-scale helium exploration and production program in the Holbrook Basin (the "Pinta South Project"). The purchase and sale agreement was entered into between Brooks Range Corporation, a wholly-owned subsidiary of the Company, Pinta South Operating Company, LLC, Butler Minerals I, LLC and Mid America Exploration LLC.

Pursuant to the terms of the transaction, the Company acquired a 20% interest in 2 producing wells and a 50% interest in eight additional existing wells which are being connected to a helium processing plant for a total purchase price of US\$12,000. Under the terms of the purchase and sale agreement, and subsequent amendments, the purchase price was satisfied through a one-time cash payment of US\$8,000 and the issuance of 10,810,812 common shares of the Company at a deemed price of \$0.50. In connection with completion of the transaction, the Company has arranged to contribute funding in the amount of US\$2,000 towards a capital development program for the Pinta South Project.

To satisfy the cash portion of the purchase price, the capital development program for the Pinta South Project, and costs associated with completion of the transaction, the Company completed a brokered private placement. The Company issued a total of 25,000,000 special warrants at a price of \$0.50 per special warrant for gross proceeds of \$12,500.

On July 7, 2023, each special warrant was automatically exercised into one unit. Each unit consists of one (1) common share of the Company and one (1) common share purchase warrant. Each warrant shall entitle the holder thereof to purchase one common share at an exercise price of \$0.75 at any time up to May 1, 2025.

In consideration for their services, the agent received a cash commission of \$750, a corporate finance fee of 500,000 common shares in the Company and 1,500,000 compensation special warrants. On July 7, 2023, each compensation special warrant was automatically exercised into one (1) compensation option (a "Compensation Option"). Each compensation option will entitle the holder to purchase one unit at a price of \$0.50 per unit. A unit consists of one (1)

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



common share of the Company and one (1) common share purchase warrant. Each warrant shall entitle the holder thereof to purchase one common share at an exercise price of \$0.75 at any time up to May 1, 2025.

The Company issued 324,324 common shares of the Company at a deemed price of \$0.50 per common share as a fee to a service provider controlled by a director of the Company, who assisted by providing administration services in connection with the transaction.

Exploration and Evaluation Assets

The following tables summarize the capitalized costs associated with the Company's exploration and evaluation assets:

	Helisium Project	Total
	\$	\$
Acquisition costs:		
Balance, March 31, 2021	-	-
Additions (see below)	3,031	3,031
Balance, March 31, 2022	3,031	3,031
Impairment of acquisition costs	(3,031)	(3,031)
Balance, March 31, 2023	-	-
Exploration costs:		
Balance, March 31, 2021	-	-
Contract labor	630	630
Drilling	2,957	2,957
Engineering	529	529
Equipment	103	103
General and administrative	109	109
Lease costs	421	421
Professional services	49	49
Salaries and benefits	262	262
Balance, March 31, 2022	5,060	5,060
Contract labor	223	223
Drilling	557	557
Engineering	396	396
Equipment	257	257
Foreign exchange adjustment	497	497
General and administrative	567	567
Lease costs	284	284
Professional services	229	229
Salaries and benefits	1,038	1,038
Impairment of exploration costs	(9,108)	(9,108)
Balance, March 31, 2023	-	-
Carrying value:		
Balance, March 31, 2022	8,091	8,091
Balance, March 31, 2023	-	-

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



Helisium Project

Acquisition

On November 9, 2021, the Company completed the Acquisition. The Company acquired Brooks Range from the Vendor in consideration for a one-time cash payment of \$1,434 (US\$1,150) and paid an administration success fee of \$29 (US\$23).

Brooks Range is a privately-held Colorado corporation which owns oil and gas leases (subject to 12.5% underlying royalty) in the States of Kansas and Colorado, a farmout agreement and certain helium pre-purchase payments.

The Acquisition constitutes a related party transaction on the basis that Robert B. Price, the founder, Chief Executive Officer ("CEO") and controlling shareholder of the Vendor is also the CEO of the Company.

At the date of acquisition, The Company determined that Brooks Range did not constitute a business as defined under IFRS 3, Business Combinations, and the Acquisition was accounted for as an asset acquisition. The following table summarizes the allocation of the purchase price to the fair value of the assets acquired and liabilities assumed at the date of acquisition.

Consideration	Amount
	\$
Cash (US\$ 1,150)	1,434
Administration success fee (US\$ 23)	29
	<u>1,463</u>
Net assets of Brooks Range as at November 9, 2021	
Exploration and evaluation assets	3,031
Amounts payable	(385)
Unearned revenue	<u>(1,183)</u>
Net assets acquired	1,463

During the year ended March 31, 2023, the Company impaired the Helisium Project in the state of Colorado and Kansas in the amount of \$12,139 (2022: \$Nil) as the Company is no longer proceeding with this asset and instead will direct efforts in developing the Pinta South Field.

Operational Update

Pinta South Field

At present, the project includes a total of 19 wells. 2 are currently in production, 7 are operating at limited capacity due to electrical issues but are anticipated to reach full capacity soon, 4 are expected to be operational by Q3 2023, and 5 have been drilled and are awaiting completion and pipeline connection.

The two active wells are producing a combined rate of 250 Mcfpd of total helium, with helium concentrations around 8.0%. Total Helium holds a 20% working interest in these wells.

Kansas Operations

First Kansas Production Well: Boltz 35B

In January 2022, the company drilled and completed its first Kansas production well, Boltz 35B. Gas analysis from the well indicates concentrations of 0.72% helium, 54.70% methane, and 2.67 GPM of NGLs. The production rate fluctuated between 100-180 Mcfpd.

Production from the well is currently halted as the Company revises its strategy for these Kansas wells.

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



Second Kansas Production Well: Miller 9D

Situated over 20 miles north of Boltz 35B, the second production well, Miller 9D, was drilled and completed in February 2022. Operational findings indicated that not all potentially productive Miller 9D formations were stimulated, leading to a second stimulation operation in May 2022 that successfully stimulated four additional formations.

Gas rates from Miller 9D's fluctuated between 180-300 Mcfpd. Like the Boltz 35B well, production from Miller 9D is currently halted as the Company revises its strategy for these Kansas wells.

Helium Storage

In addition to its drilling operations, Total Helium is spearheading the creation of a unique helium storage facility. The location of a future underground cavern storage facility has been identified, with geological analysis complete and the permitting process underway. Total Helium's storage project is designed to enhance U.S. independence from foreign helium supplies. Unlike the revenue stream from oil and gas production, which depletes over time, helium storage revenue will be non-depleting, steady, and enduring for many decades. Water rights crucial for constructing the salt cavern storage facility, which involves using water to hollow out the salt forming the storage cavern, have been secured. Total Helium worked in collaboration with a local water rights holder to negotiate an agreement respectful of the land and mindful of water as a precious resource. Additionally, geological and engineering studies for the project have been completed.

Total Helium, in collaboration with its industrial gas partners, is methodically advancing the helium storage project at minimal cost, while simultaneously facilitating the expansion of the Pinta South field project.

Helium Purchase Agreement

The Company, through its wholly owned subsidiary Brooks Range Corporation, has entered into a helium pre-purchase agreement with Linde Inc. Under the agreement, the leading global industrial gases company has committed to purchase helium from the Company's project wells and provide two USD \$950 payments as pre-payment for future deliveries of helium.

As at March 31, 2023, the Company recorded \$Nil (March 31, 2022: \$2,370) in deferred revenue in return for future discounts on extracted and delivered helium. Pursuant to the agreement for the sale and purchase of helium gas mixture dated March 1, 2021 between the Company and Linde Inc., the Company will deliver helium to Linde Inc. at a discounted price until the entirety of the funds advanced have been recovered, plus an agreed upon return of 5%. As part of this agreement, the Company will receive USD \$15 per month for 24 months for consulting fees for the various services.

During the year ended March 31, 2023, the Company received \$238 (2022: \$171) for these consulting fees and recognized \$2,370 of revenue related to the agreement for the sale and purchase of helium gas mixture (2022: \$Nil), As the Company is no longer proceeding with the Helisium Project, and determined there is no repayment obligation in failing to deliver helium to Linde Inc. relating to its Helisium Project, the Company has recognized the entire amount of deferred revenue during the year.

Overall Performance and Results of Operations

Total assets decreased to \$3,128 at March 31, 2023, from \$15,143 at March 31, 2022. The change in assets was primarily due to decrease in cash of \$4,028 and impairment of exploration and evaluation assets of \$8,091. The decrease in cash was primarily due to \$4,122 used for investing activities, offset by \$62 of proceeds from exercise of options and \$32 cash received from operating activities.

Three months ended March 31, 2023 and 2022

During the three months ended March 31, 2023, the Company recorded revenue of \$54 from helium and methane gas sales from the Helisium Project. During the three months ended March 31, 2023, the Company recorded net loss of \$9,680, compared to \$998 during the three months ended March 31, 2022. The net loss was primarily due to:

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



- Impairment of exploration and evaluation assets of \$12,139 (2022: \$Nil). The Company wrote off its properties in Kansas and Colorado related to the Helisium Project as the Company will solely focus on its Pinta South Helium Project in Arizona.
- Share-based compensation of \$28 (2022: \$824). Share-based compensation in the current period relates to share-based compensation recognized from the vesting of options granted in April 2022 and November 2021.

The increase in net loss and comprehensive loss was partially offset by:

Other income of \$2,431 (2022: \$59). Pursuant to the agreement for the sale and purchase of helium gas mixture dated March 1, 2021 between the Company and Linde Inc., the Company will receive USD \$15 per month for 24 months for consulting fees for the various services. During the three months ended March 31, 2023, the Company received \$61 (2022: \$59) for these consulting fees and recognized \$2,370 of revenue related to the agreement for the sale and purchase of helium gas mixture (2022: \$Nil), previously recorded as deferred revenue.

Years ended March 31, 2023 and 2022

During the year ended March 31, 2023, the Company recorded revenue of \$130 from helium and methane gas sales from the Helisium Project. During the year ended March 31, 2023, the Company recorded a net loss of \$11,184, compared to \$3,818 during the year ended March 31, 2022. The net loss was primarily due to:

- Impairment of exploration and evaluation assets of \$12,139 (2022: \$Nil). The Company wrote off its properties in Kansas and Colorado related to the Helisium Project as the Company will solely focus on its Pinta South Helium Project in Arizona.
- Share-based compensation of \$1,309 (2022: \$3,366). Share-based compensation in the current period relates to share-based compensation recognized from the vesting of options granted in April 2022 and November 2021.

The increase in net loss and comprehensive loss was partially offset by:

- Gross margin of \$120 (2022: \$nil). For the year ended March 31, 2023, the Company's revenue of \$130 resulted from helium and methane gas sales from the Helisium Project; and cost of sales of \$10 includes royalties on these sales.
- Interest income of \$113 (2022: \$14). The Company receives interest from cash held in Canadian bank accounts.
- Other income of \$2,608 (2022: \$171). Pursuant to the agreement for the sale and purchase of helium gas mixture dated March 1, 2021 between the Company and Linde Inc., the Company will receive USD \$15 per month for 24 months for consulting fees for the various services. During the year ended March 31, 2023, the Company received \$238 (2022: \$171) for these consulting fees and recognized \$2,370 of revenue related to the agreement for the sale and purchase of helium gas mixture (2022: \$Nil), previously recorded as deferred revenue.

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



Summary of Quarterly Results

The following is a summary of quarterly financial information prepared in accordance with IFRS:

	Q4 March 2023	Q3 December 2022	Q2 September 2022	Q1 June 2022
	\$	\$	\$	\$
Revenue	54	11	43	22
Net loss	(9,680)	(197)	(418)	(889)
Basic and diluted loss per share	(0.18)	(0.00)	(0.01)	(0.01)

Weighted average number of common shares outstanding	65,758,406	65,758,406	65,758,406	65,743,799
---	------------	------------	------------	------------

	Q4 March 2022	Q3 December 2021	Q2 September 2021	Q1 June 2021
	\$	\$	\$	\$
Revenue	-	-	-	-
Net income (loss)	(998)	(2,817)	(153)	150
Basic and diluted income per share	(0.02)	(0.06)	(0.00)	0.82

Weighted average number of common shares outstanding	65,583,806	60,226,663	49,595,894	183,805
---	------------	------------	------------	---------

Quarterly results will vary in relation to the Company's activities. The increase in income in Q1 2021 was due to gains on settlement of amounts payable. The increase in loss in Q3 2021 and Q4 2022 was primarily due to increased legal and audit fees related to the acquisition and increase in share-based compensation due to the vesting of options in those periods. The losses in Q1 2022 to Q4 2023 were partially offset by consulting income recognized during the period. Q1 2022 to Q4 2023 included sales from helium and methane gas production. The loss in Q4 2023 was primarily related to writing off properties in Kansas and Colorado related to the Helium Project.

Annual Information

The following is a summary of annual financial information prepared in accordance with IFRS:

	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
	\$	\$	\$
Total assets	3,128	15,143	2
Net income (loss)	(11,184)	(3,818)	241
Basic and diluted income (loss) per share	(0.17)	(0.09)	1.31

Weighted average number of common shares outstanding	65,751,183	43,863,201	183,805
---	------------	------------	---------

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



Liquidity and Capital Resources

As at March 31, 2023, the Company had working capital of \$2,686 (March 31, 2022: \$6,524). During the year ended March 31, 2023, the Company started its first helium and methane sales. There is no assurance of the Company's recurring source of revenue. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing.

To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets. Future activities are expected to be financed through helium pre-purchase payments and additional equity and/or debt financing or other financing methods, as deemed appropriate by management. The Company is constantly seeking opportunities in the natural resource industry. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to complete or obtain adequate financing in the future or that such financing will be on terms that are acceptable to the Company.

The Company has no bank debt or banking credit facilities in place.

Outstanding Share Data

As at the date of this MD&A, there were 102,393,542 common shares issued and outstanding, 5,382,900 share options outstanding, and 39,000,000 warrants outstanding and exercisable.

Related Party Transactions

Related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties. Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

The Company's transactions below include related party transactions not disclosed elsewhere in these financial statements and are in the normal course of business and all amounts due to related parties are non-interest bearing and payable on demand.

- a) Included in amounts payable and accrued liabilities was \$Nil (March 31, 2022: \$16) due to officers, directors and former officers and directors of the Company.
- b) Remuneration of directors and key management of the Company was as follows:

	Year ended, March 31, 2023	Year ended, March 31, 2022
	\$	\$
Administrative success fee	-	164
Consulting and management fees	406	195
Rent	12	10
Share-based compensation	568	2,253
	986	2,622

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



Risks and Uncertainties

The Company is subject to a number of risk factors due to the nature of the business in which it is engaged, including risk factors relating to Brooks Range's current business. Risk factors relating to the Company include, but are not limited to the factors set out in the Listing Application dated November 8, 2021. Risk factors include, but are not limited to the following.

Early stage – Need for additional funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to the exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs, a reduction in the level of production at producing properties, or require abandonment or delays in the development of new mining properties.

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



Competition and Agreements with Other Parties

The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party and it may have its interest in properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Price Volatility of Public Stock

In recent years securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's securities will be subject to market trends generally and the value of the Company's securities may be affected by such volatility.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Conflicts of interest

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the BCBCA in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



FINANCIAL INSTRUMENTS

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) *Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts.

(b) *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Amounts payable and accrued liabilities are due within the current operating year.

(c) *Market risk*

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

(d) *Interest rate risk*

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions.

Additional Disclosure for Venture Issuers without Significant Revenues

Additional disclosure concerning the Company's general and administrative expenses is provided below:

	Year ended, March 31, 2023	Year ended, March 31, 2022
	\$	\$
Advisory and consulting	120	100
Marketing and advertisement	243	274
Professional fees	73	301
Regulatory and transfer agent	79	123
Rent and office	66	30
	581	828

Total Helium Ltd.

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the years ended March 31, 2023 and 2022



Management's Report on Internal Control over Financial Reporting

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the audited annual financial statements and respective accompanying management's discussion and analysis.

The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Outlook

Additional information relating to the Company is available on SEDAR at www.sedar.com.