

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the Global Helium Corp.'s ("Global" or the "Company") consolidated financial statements. The information provided herein should be read in conjunction with the Company's audited consolidated financial statements for the years-ended December 31, 2024 and 2023 and related notes attached thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures in this report are stated in Canadian dollars ("CAD"). The effective date of this report is February 21, 2025.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee reviews with management, the financial statements including the MD&A as well as other financial, operating and internal control matters.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. See "Forward-Looking Statements" that are subject to risk factors set out in a cautionary note contained herein.

The reader is encouraged to review Company statutory filings on www.sedar.com.

DESCRIPTION OF BUSINESS AND OVERVIEW

Global is an advanced stage helium development company focused on the exploration, acquisition, development, and production of helium, done right. The Company has carved out a differentiated position through a unique farm-in agreement with industry veteran, Rubellite Energy Corp., through which the Company can access approximately 369,000 acres in Alberta's Manyberries helium trend via joint venture. Global has also partnered with Canada's largest helium producer, North American Helium Inc., with a 20% interest in 72 sections of land in Saskatchewan's well-established helium fairway. The Company has also acquired assets with proven helium tests in the state of Montana. The Company brings a seasoned team of industry professionals and technical experts who have established connections with North American and international helium buyers.

The Company is listed on the Canadian Securities Exchange ("CSE") under the symbol "HECO" and the over-the-counter (OTC) market in the United States under the symbol "HECOF."

OUTLOOK

Building on the Company's drilling success in Medicine Hat, the Company remains committed to continued exploration and development of the Manyberries asset through to commercial production. In 2025, the near-term focus will be to secure financing for the drilling of additional wells in the Medicine Hat area to extend the lease term and delineate the size of the resource. Once the size of the resource is better understood, the Company will take steps towards facility construction and commercial production.

The Company will continue to identify prospective helium targets and acquire associated lands, while prioritizing only the most promising assets with modest risk profiles.

Alberta

The Company has drilled, logged, and cased two wells in the Manyberries helium trend in Southeast Alberta. The wells targeted the Beaverhill Lake zone and are situated on the farm-in land block of Rubellite Energy Corp. (formerly Perpetual Energy Corp), in which the Company has a 75% interest:

09-04-12-04W4

- Absolute open flow test of 11.6 MMcf/d and a stabilized flow test of 2.8 MMcf/d
- 1.1% helium

10-08-012-04W4

- Stabilized flow test of 4.1 MMcf/d
- 0.6% - 0.68% helium

By drilling and testing both of these wells, the Company satisfied the terms of the farm-in and option agreements with Rubellite Energy Corp., and now has a 75% lease interest in 22 sections of helium prospective land in the Manyberries area.

The results and learnings gained from the Company's first two exploration wells have exceeded expectations. The geologic data and helium concentrations encountered support the viability of further development in the Medicine Hat area and the Company is proceeding with the necessary steps for expanded operations along with the planning of future production facilities.

In 2024, the Company acquired four additional sections of land in Northern Alberta, situated within a region prospective for helium. These new sections of land expand Global's existing asset base, and represent an exploratory asset for the Company, with the potential to provide further developmental opportunities designed to contribute to the Company's long-term sustainability.

Saskatchewan

On May 22, 2024, the Company announced that North American Helium Inc. ("NAH"), Canada's leading producer and explorer of helium, elected to drill a test well in the Vermillion Hills area of Global's Saskatchewan acreage. This election was made following a seismic review option which afforded the Company the opportunity to advance its Saskatchewan land base while mitigating up-front capital costs and exploration risk. Pursuant to the Agreement, NAH had the right to review Global's proprietary seismic data covering the majority of the Company's exploration permits in Saskatchewan and select a drilling location based on this review.

In early August 2024, NAH elected to drill and fully fund a test well in the Vermillion Hills area of Global's Saskatchewan acreage. After reaching total depth, NAH notified the Company that the test well would be abandoned. As a result of the test well being drilled on an accelerated timeframe prior to December 30, 2024, NAH earned an 80% working interest in 72 sections of HECO's land.

In the fourth quarter of 2024, Global applied for leases on the respective sections to be held jointly with NAH and has surrendered its remaining lands in Saskatchewan. In respect of the unsuccessful test well and surrendering of all remaining permits, the Company has derecognized Saskatchewan exploration and evaluation assets of \$1.6 million. Moving forward, the Company is pleased to continue its partnership with NAH on multiple structures on only its most prospective lands in Saskatchewan. The Company has eliminated any further spending obligations associated with Saskatchewan's helium permits.

Montana

The Company continues to assess land holdings in helium-proven geological structures in Montana. The Company's Montana assets, specifically in Rudyard, Montana, represent potential for near-term production as the Company owns a standing well capable of producing natural gas with a commercial helium concentration.

During 2023, the Company engaged a third-party consultant to assist in developing a pre-FEED ("Front End Engineering and Design") study for a helium purification facility at Global's Rudyard Montana helium asset. The pre-FEED study has been completed providing a basis of design, including a process flow diagram, equipment list, and cost estimate; thereby, allowing Global to model future drilling plans and plans for future facilities construction. The Company is currently working on plans to finance a production facility or find a joint venture partner to move the project forward.

Lease expiries and no plans to renew or develop properties in Musselshell county (Pale Rider prospect) and Petroleum county have resulted in write-downs of \$1.2 million in the Company's Montana assets in 2024.

OPERATING AND FINANCIAL SUMMARY

For the three-months ended December 31, 2024:

- Incurred a net loss of \$3.2 million compared to a loss of \$3.6 million in the previous comparable period primarily due to non-cash expenses:
 - In the fourth quarter of 2024, the Company incurred \$2.8 million in write-downs of exploration and evaluation assets in Saskatchewan and Montana:
 - \$1.6 million charge relating to surrendered lands in Saskatchewan
 - \$1.2 million charge relating to lease expiries and associated write-down in Montana
 - In the fourth quarter of 2023, the Company expensed \$0.7 million of assets in Saskatchewan and \$0.3 million in respect of Montana, on account of surrendered lands and lease expiries.
 - Offsetting some of the asset write-downs in the current period were gains of \$0.4 million pertaining to the unrealized gain on the preferred share derivative, attributed to the decrease in the Company's share price over the quarter.
 - Amplifying the loss in the fourth quarter of 2023, the Company recognized the preferred share derivative at an expense of \$2.0 million. The preferred share derivative was

recognized in respect of the conversion feature of the preferred shares into common shares.

- Cash used in operations was \$0.3 million in the fourth quarter of 2024, down from \$0.5 million in the previous comparable period, in part due to reduced consulting and investor relations expenses and timing of cash flows.
- Net cash used in investing activities was less than \$0.1 million in the fourth quarter of 2024 compared to only \$2.0 million in the previous comparable period as the company was drilling its second well in the fourth quarter of 2023. Capital activity was minimal in the fourth quarter of 2024 as the Company has been focused on strategic initiatives to secure financing and de-risk non-core assets.
- Proceeds from financing activities was \$nil in the current period, compared to \$4.0 million in the fourth quarter of 2023 when the preferred share financing was completed.

SUMMARY OF SELECTED RESULTS

	Three months ended Dec 31		Year ended Dec 31	
	2024	2023	2024	2023
Net Loss	\$ 3,182,639	\$ 3,473,914	\$ 3,621,746	\$ 4,781,092
Per share - basic and diluted	0.07	0.07	0.08	0.10
Cash used in operating activities	308,878	492,468	1,247,248	1,640,200
Per share - basic and diluted ⁽¹⁾	0.01	0.01	0.03	0.03
Cash used in investing activities	32,370	2,006,973	1,168,188	2,854,818
Working capital (deficit)			(5,018,217)	(3,595,197)
Shareholders' equity (deficiency)			(458,034)	2,627,796
Total assets			5,336,577	9,424,002

⁽¹⁾ Based on the same weighted average number of common shares outstanding used to calculate net loss per share.

EXPENSES

Cash Expenses

The Company continues to exercise fiscal discipline and keep cash expenditures at reduced levels. Cash expenses for the applicable comparative periods are as follows:

	Three months ended Dec 31		Year ended Dec 31	
	2024	2023	2024	2023
Total expenses	\$ 3,590,470	\$ 1,482,297	\$ 5,275,330	\$ 2,813,100
Less non-cash expenses (depreciation, finance, stock-based compensation, foreign exchange)	(3,198,606)	(1,077,075)	(3,825,872)	(1,252,015)
Total cash expenses	391,864	405,222	1,449,458	1,561,085

Management's Discussion and Analysis

Three and twelve-months ended December 31, 2024 and 2023

For the three months ended December 31, 2024, as compared to the three-months ended December 31, 2023, total cash expenses remain relatively unchanged:

	Three months ended Dec 31	
	2024	2023
Consulting fees and salaries ⁽¹⁾	\$ 78,887	\$ 109,126
Professional fees ⁽²⁾	104,966	66,261
Management fees, salaries, & benefits ⁽³⁾	125,397	94,171
All Other	82,614	135,664
Total	391,864	405,222

⁽¹⁾ The decrease in the current period is due to reduced consulting for corporate and land consulting services.

⁽²⁾ Professional fees were higher due to legal fees

⁽³⁾ Management salaries are slightly higher compared to prior year due to the changes in management that occurred in the third and fourth quarters of 2023, offset by reduced non-management salaries.

For the year ended December 31, 2024, as compared to the year ended December 31, 2023, total cash expenses have decreased moderately, due to the following significant items:

	Year ended Dec 31	
	2024	2023
Consulting fees and salaries ⁽¹⁾	\$ 256,536	\$ 387,182
Professional fees ⁽²⁾	194,157	217,686
Management fees, salaries, & benefits ⁽³⁾	538,751	457,575
General and administrative	278,740	260,918
Investor relations ⁽⁴⁾	28,344	100,056
All Other	152,930	137,668
Total	1,449,458	1,561,085

⁽¹⁾ The decrease in the current period is due to reduced consulting for corporate and land consulting services.

⁽²⁾ Professional fees are lower in the current year due to reduced legal fees

⁽³⁾ Management salaries are slightly higher compared to prior year due to the changes in management that occurred in the third and fourth quarters of 2023, offset by reduced non-management salaries

⁽⁴⁾ Investor relations spending is lower in the current year as the Company focuses on developing its asset base

Stock-based compensation

During the three-months and year ended December 31, 2024, the Company incurred \$16,209 and \$389,820 respectively of non-cash stock-based compensation expense related to stock options that vested during the period (December 31, 2023 - \$77,244 and \$214,950 for the comparative three-month period and year respectively.

NET LOSS

Net loss for the applicable comparative periods are as follows:

	Three months ended Dec 31		Year ended Dec 31	
	2024	2023	2024	2023
Net Loss	\$ 3,182,639	\$ 3,473,914	\$ 3,621,746	\$ 4,781,092
Loss per share - basic and diluted	0.07	0.07	0.08	0.10

For the three-month period and year ended December 31, 2024, the Company incurred a net loss of \$3.2 million and \$3.6 million respectively, compared to a loss of \$3.5 million and \$4.8 million for the same periods in 2023. The changes in net loss have been driven primarily by the following significant non-cash items:

	Three months ended Dec 31		Year ended Dec 31	
	2024	2023	2024	2023
Exploration & Evaluation write-downs	\$ 2,828,594	\$ 987,290	\$ 2,828,594	\$ 987,290
Foreign exchange (gain)/loss ⁽¹⁾	249,578	(27,443)	271,183	(28,810)
Stock-based compensation	16,209	77,244	389,820	214,950
Preferred share derivative (gain)/loss	(407,831)	1,999,492	(1,648,334)	1,999,492
	2,686,550	3,036,583	1,841,263	3,172,922
Net loss excluding significant non-cash items listed above	496,089	437,331	1,780,483	1,608,170

⁽¹⁾ The foreign exchange loss is primarily due to the translation of the US dollar denominated preferred share liability. The appreciation of the US dollar in the past year has increased the value of the liability and resulting in an unrealized foreign exchange loss.

The Company began surrendering its Saskatchewan helium permits in 2023 and completed its surrenders into 2024, resulting in write-downs of \$0.7 million and \$1.6 million in 2023 and 2024 respectively. In Montana, lease expiries have resulted in write-downs of \$0.3 million in 2023 and \$1.2 million in 2024.

The initial recognition of the preferred share derivative resulted in a charge of \$2.0 million in 2023. The derivative pertains to the convertible feature of the preferred shares into common shares. In 2024, as the share price of the Company has declined, and the life of the derivative has shortened, the derivative has become less valuable, resulting in credits to the income statement; \$0.4 million and \$1.6 million for the three-month period and year ended December 31, 2024.

The Company expects to incur losses in the near term as it is still in the exploration phase.

CASH USED IN OPERATING ACTIVITIES

Cash used in operating activities for the applicable comparative periods are as follows:

	Three months ended Dec 31		Year ended Dec 31	
	2024	2023	2024	2023
Cash used in operating activities	\$ 308,878	\$ 492,468	\$ 1,247,248	\$ 1,640,200
Cash used in operating activities per share - basic and diluted ⁽¹⁾	0.01	0.01	0.03	0.03

For the three months ended December 31, 2024 and 2023, total cash expenses were relatively unchanged as discussed in the section above. Differences in cash used in operating activities is attributed to timing differences of when these cash expenses were made.

INVESTING EXPENDITURES

The following table summarizes capital expenditures for the applicable comparative periods as follows:

	Three months ended Dec 31		Year ended Dec 31	
	2024	2023	2024	2023
Exploration and evaluation assets	\$ 311,820	\$ 2,162,919	\$ 1,034,135	\$ 3,481,229
Property and equipment	-	-	-	-

During the three-months and year ended December 31, 2024, the Company incurred \$0.3 million and \$1.0 million in land maintenance and exploration costs, most of which pertain to land maintenance costs in the fourth quarter and remediation and testing of the 10-08 well and additional land acquisition costs in Alberta for the full year period. The Company continues to increase its land position in Medicine Hat and Northern Alberta. Through the year, the Company continued to accrue for the spending obligations associated with the helium permits held in Saskatchewan.

SUMMARY OF SELECTED QUARTERLY RESULTS

The following table sets forth certain quarterly financial information of the Company's previous quarters:

<i>\$000 (except per share amounts)</i>	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Net loss/(income) per share ⁽¹⁾	3,183 0.07	472 0.01	67 0.00	(99) (0.00)	3,474 0.07	354 0.01	488 0.01	466 0.01
Cash used in operating activities per share ⁽¹⁾	309 0.01	345 0.01	112 0.00	481 0.01	492 0.01	405 0.01	418 0.01	325 0.01
Cash used in investing activities	32	99	442	594	2,007	625	122	101
Working capital	(5,018)	(4,370)	(3,868)	(3,570)	(3,595)	964	2,364	2,910
Total assets	5,337	8,054	8,382	8,679	9,424	6,750	6,561	7,035
Weighted average basic shares	47,736	47,736	47,736	47,736	47,736	47,736	47,736	47,336

⁽¹⁾ Based on the same weighted average number of common shares outstanding used to calculate net loss per share

After raising capital in 2021 and acquiring its initial helium exploration permits in Saskatchewan, the Company continued to add to its land base in 2022 by acquiring additional permits in Saskatchewan and mineral leases in Montana. In 2023, Global entered into agreements with the option to lease lands in Alberta and has drilled its first wells to earn the rights on those lands. The Company tested those wells in late 2023 and early 2024, and confirmed discovery of material quantities of helium. In 2024, the Company remediated damage caused to one of its wells during drilling and stimulated the well to establish a strong flow rate.

SUMMARY OF SELECTED ANNUAL RESULTS

	Year-ended December 31, 2024	Year-ended December 31, 2023	Year-ended December 31, 2022
\$			
Net loss	3,621,746	4,781,092	4,705,000
Per share - basic and diluted	0.08	0.10	0.10
Cash used in operating activities	1,247,248	1,640,200	4,111,776
Per share - basic and diluted ⁽¹⁾	0.03	0.03	0.09
Cash used in investing activities	1,168,188	2,854,818	2,650,169
Working capital (deficit)	(5,018,217)	(3,595,197)	3,241,041
Non-current liabilities	95,280	95,315	32,138
Shareholders' equity (deficiency)	(458,034)	2,627,796	7,061,593
Weighted average shares - basic and diluted	47,736,060	47,637,430	45,316,400
Total assets	5,336,577	9,424,002	7,218,524

⁽¹⁾ Based on the same weighted average number of common shares outstanding used to calculate net loss per share

LIQUIDITY AND CAPITAL RESOURCES

The financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Management uses judgment to assess the Company's ability to continue as a going concern and the conditions that cast doubt upon the use of the going concern assumption. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future.

For the three-month period and year ended December 31, 2024, the Company recorded a net loss of \$3.2 million and \$3.6 million respectively (December 31, 2023 – net loss of \$3.5 million and \$4.8 million respectively) and has an accumulated deficit of \$17.5 million since inception. The Company has not yet reached production from its exploration activities.

Due to the factors mentioned above, there is material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not include the necessary adjustments to reflect the recoverability and classification of recorded assets and liabilities and related expenses that may be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and such adjustments could be material.

The Company does not have self-sustaining revenues at this time and must rely on equity or debt financing to fund working capital and to carry out its business goals.

The primary capital management objective of the Company is to ensure adequate working capital is available to fund both its helium exploration and development projects and its working capital requirements, while also seeking to minimize the risk-adjusted cost of capital.

Capital is raised and retained for the purposes and to the extent necessary to fund exploration and corporate overhead costs, subject to the availability of financing on acceptable terms. Given its objectives, the Company determines the amount of capital to be raised and retained based on the scope of its planned exploration activities and management's assessment of the expected availability of acceptably priced capital in future periods.

The Company defines capital as Shareholders' equity (deficiency) and the preferred shares that are currently classified as a liability until such time they are converted into common shares or redeemed.

The chief source of working capital is equity financing obtained through the sale of common and preferred shares and any related warrants. The Company from time to time may receive loans from related parties and trade credit, but such financial instruments are typically only supplementary to equity financings. In any case, the Company does not consider debt to be a sustainable source of capital, as in the absence of positive cash flows from operations; any debt obtained must be retired with funds raised through equity financing.

A significant measure used in assessing capital adequacy is the expected number of days of operations that can be funded from current working capital. Capital levels are deemed sufficient if they can fund the balance of the annual exploration and development goals and fund corporate overhead expenses in the near term. The Company plans to raise additional equity in the second quarter of 2025. Management believes that there will be sufficient capital to carry out its planned activities over the next twelve months.

Equity financings will generally be limited to the extent that capital is available on acceptable terms. The acceptability of financing terms is generally determined by reference to the prevailing market price of the Company's shares. The terms on which the Company obtains financings are furthermore subject to the guidelines of the CSE.

There were no changes in the Company's approach to capital management during the three month period or year ending December 31, 2024.

RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

(a) Related party transactions

- i. For the year-ended December 31, 2024, the Company incurred \$nil of chief executive officer consulting fees (December 31, 2023 - \$45,000) from a private company in which a former director and former officer was the private company's principal shareholder. These fees are included in management fees in the consolidated statement of loss. This relationship is no longer active as of September 2023.
- ii. For the year-ended December 31, 2024, the Company incurred \$nil (December 31, 2023 - \$55,130) of salaries for non-management personnel that had employment contracts with companies that previously shared senior management of the Company under a former organizational structure. This relationship is no longer active as of September 2023.
- iii. For the year-ended December 31, 2024, the Company received \$nil of rent income (December 31, 2023 - \$31,500) from companies that previously shared senior management of the Company. The rent income results from office space expenses that the entities shared, and the amount is included in rent income in the consolidated statement of loss. These relationships are no longer active as of September 2023.

(b) Key management compensation

The remuneration of directors and management of the Company is set out below:

	December 31, 2024		December 31, 2023	
Officer consulting fees, salaries, and benefits	\$	538,751	\$	457,575
Stock-based compensation		260,243		106,741
Total	\$	798,994	\$	564,316

SHARE CAPITAL

(a) Authorized

Unlimited number of Class A voting common shares

Unlimited number of Class B non-voting common shares

Unlimited number of Preferred Shares, issuable in series, with rights and privileges to be set by the board of directors

(b) Issued and outstanding

Class A common shares	Number of Shares		\$
Balance, December 31, 2022	46,536,060	\$	11,237,938
Issue of common shares on option exercises	1,200,000		196,800
Balance, December 31, 2023 & December 31, 2024	47,736,060	\$	11,434,738

(c) Warrants

The following table outlines the Company's warrants outstanding at December 31, 2024:

	Number	\$	Weighted average exercise price
Balance, December 31, 2022	38,191,170	\$ 3,585,268	\$ 0.64
Expired ^{(1),(2)}	(24,830,490)	(1,555,958)	0.49
Balance, December 31, 2023 & December 31, 2024	13,360,680	\$ 2,029,310	\$ 0.93

- (1) On May 19, 2023, 16,915,600 warrants expired with an exercise price of \$0.25. A further 11,798,180 warrants with an exercise price of \$1.00 were also set to expire on May 19, 2023 but were extended to May 19, 2025.
- (2) On October 4th and 5th 2023, a total of 7,914,890 warrants expired with an exercise price of \$1.00.

Information about the warrants at December 31, 2024 is as follows:

Number of warrants – outstanding and exercisable	Exercise price	Expiry date
1,562,500	\$ 0.42	May 31, 2025
11,798,180	\$1.00	May 19, 2025
13,360,680		

(d) Per share amounts

	Three-months ended December 31, 2024	Three-months ended December 31, 2023	Year ended December 31, 2024	Year ended December 31, 2023
Net loss for the period	\$ (3,182,639)	\$ (3,473,914)	\$ (3,621,746)	\$ (4,781,092)
Weighted average number of common shares outstanding – basic and diluted ⁽¹⁾	47,736,060	47,736,060	47,736,060	47,637,430
Loss per share – basic and diluted	\$ (0.07)	\$ (0.07)	\$ (0.08)	\$ (0.10)

- (1) All stock options, warrants and convertible preferred shares have been excluded from the calculation of diluted gain per share as the impact is immaterial or would be anti-dilutive when the Company is in a loss position for the period.

(e) Stock-based compensation

i. Stock option plan

The Company has a rolling stock option plan (the "Plan") consistent with the guidelines of the Canadian Securities Exchange ("CSE"), to provide incentive for the directors, officers, employees, and consultants of the Company. The maximum number of shares which may be set aside for issuance under the Plan is 10% of the issued and outstanding common shares of the Company at the time of grant.

The exercise price of options granted under the Plan will be fixed by the Board at the time of grant, provided that such exercise price may not be less than the market price of the common shares as outlined in the Policies of the CSE. The options granted under the Plan will vest and be exercisable on a basis determined by the Board at the time of the grant and will be exercisable for a period not exceeding ten years.

Stock option transactions are summarized as follows:

	Number	Weighted average exercise price
Balance, December 31, 2022	4,210,000	\$ 0.37
Granted ⁽¹⁾	1,425,000	0.27
Exercised ⁽²⁾	(1,200,000)	0.15
Expired	(850,000)	0.61
Forfeited	(550,000)	0.41
Balance, December 31, 2023	3,035,000	\$ 0.33
Granted ⁽³⁾	1,075,000	0.11
Granted ⁽⁴⁾	1,350,000	0.08
Cancelled ⁽⁵⁾	(1,345,000)	0.37
Balance, December 31, 2024	4,115,000	\$ 0.18

⁽¹⁾ 375,000 options were granted February 28, 2023 and vest as to; one quarter every 6 months from August 28, 2024. 1,050,000 options were granted September 22, 2023 and vest as to; one quarter every 6 months from March 22, 2024.

⁽²⁾ During the year ended December 31, 2023, 1,200,000 options were exercised for cash proceeds of \$180,000. \$16,800 of related stock-based compensation recognized on vested options before the exercises has been added to share capital and removed from contributed surplus.

⁽³⁾ 1,075,000 options were granted May 3, 2024 to certain directors, officers and employees of the Company and vest immediately with an exercise price of \$0.11. Options expire in 5 years.

⁽⁴⁾ 1,350,000 options were granted June 28, 2024 to certain directors, officers and employees of the Company and vest immediately with an exercise price of \$0.08. Options expire in 5 years.

⁽⁵⁾ 1,295,000 options were cancelled on May 21, 2024 with no consideration that had exercise prices between \$0.33 – \$0.41 and expired between May 16, 2027 and February 28, 2028. Upon cancellation, \$62,378 of stock-based compensation was recognized immediately in respect of the remaining unvested grant date fair value. 50,000 options were cancelled on June 30, 2024 due to employee terminations.

Information about the stock options outstanding and exercisable on December 31, 2024, are as follows:

Number of options – outstanding	Number of options - exercisable	Weighted average exercise price of outstanding options	Expiry date
100,000	100,000	\$0.41	May 16, 2027
40,000	40,000	\$0.62	June 1, 2025
500,000	500,000	\$0.34	August 15, 2027
1,050,000	525,000	\$0.25	September 22, 2028
1,075,000	1,075,000	\$0.11	May 3, 2029
1,350,000	1,350,000	\$0.08	June 28, 2029
4,115,000	3,590,000	\$0.18	

ii. Stock-based compensation expense

Compensation expense of \$16,209 and \$389,820 have been recognized for the three-month period and year ended December 31, 2024 (December 31, 2023 - \$77,244 and \$214,950) has been recorded in the consolidated statement of loss with a corresponding increase in contributed surplus.

The weighted average fair value of options granted during the year ended December 31, 2024 was estimated on the dates of grant to be \$0.07 (December 31, 2023 - \$0.23) using the Black-Scholes option pricing model with the following weighted average assumptions for grants as follows:

	December 31, 2024	December 31, 2023
Risk-free interest rate	3.6%	4.1%
Expected life of option	5.0 years	5.0 years
Expected dividend yield	0%	0%
Expected volatility ^(a)	117%	123%
Forfeiture rate	0%	0%
Exercise price	\$0.09	\$0.27
Share price at grant date	\$0.09	\$0.27

^(a) The expected volatility was calculated using the Company's historic volatility and a weighted average volatility of similar public companies in the junior resource industry when applicable.

(f) As at February 21, 2025, the Company had 47,736,060 common shares, 15,753,776 preferred shares, 4,115,000 stock options, and 13,360,680 warrants outstanding.

FINANCIAL RISK MANAGEMENT

The Company's activities expose it to certain financial risks, including credit risk, liquidity risk, and market risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for managing risk. There were no changes to the Company's risk management policies or procedures during the three or nine-months ended September 30, 2024.

(a) Credit risk

Credit risk is the risk that a counterparty will fail to discharge an obligation and cause the Company to incur a financial loss. The Company's primary exposure to credit risk relates to its cash held with a major financial institution and its amounts receivable which primarily consist of amounts to be received from the Government of Canada.

Cash and cash equivalents consists of cash bank balances and term deposits. In order to manage credit risk, the Company holds cash balances and term deposits with a financial institution with a high credit rating.

The Company has determined the credit risk associated with amounts receivable is minimal as the amounts are due from the Government of Canada.

The Company's receivables are aged as follows:

Aging	December 31, 2024	December 31, 2023
Current (less than 90 days)	\$ 51,694	\$ 168,122
Past due (more than 90 days)	-	-
	\$ 51,694	\$ 168,122

Since the Company's receivables consist primarily of amounts due from the Government of Canada, the Company does not have an allowance for doubtful accounts as at December 31, 2024 and December 31, 2023, and believes all amounts will be collected in due course. The Company's historical expected credit loss is \$Nil. At December 31, 2024, the amount subject to credit risk relating to amounts receivable equates to their carrying value.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows and its holdings of cash.

The following is an analysis of the contractual maturities of the Company's financial liabilities as at December 31, 2024:

	Within one year	Between one and five years	More than five years	Total
Accounts payable and accrued liabilities	\$ 674,319	\$ -	\$ -	\$ 674,319
Preferred shares ⁽¹⁾	4,673,854	-	-	4,673,854
Total	\$ 5,348,173	\$ -	\$ -	\$ 5,348,173

⁽¹⁾ The preferred shares are classified as a current liability due to the optional redemption feature as described in note 9 of the financial statements.

(c) Market risk

i. Foreign currency risk and sensitivity analysis

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, accounts payable and preferred share liabilities that are denominated in USD. As at December 31, 2024, net financial liabilities totaling \$4,232,331 (December 31, 2023 – financial liabilities of \$1,301,000) were held in USD. The Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

Based on the above net exposure as at December 31, 2024 and assuming all other variables remain constant, a 2% depreciation or appreciation of the USD against the Canadian dollar would result in an increase or decrease of approximately \$84,640 (December 31, 2023 - \$26,020) in the Company's loss and comprehensive loss for the year- ended December 31, 2024.

ii. Commodity price risk

The nature of the Company's operations may expose the Company to commodity price risks when the Company begins production. As at December 31, 2024, the Company has no derivative financial instruments. It may in the future enter into derivative financial instruments and in order to manage price risk, it will only enter into derivative financial instruments with highly rated investment grade counterparties.

iii. Interest rate risk

Interest rate risk is the risk the future cash flows will fluctuate as a result of changes in market interest rates. The Company is not exposed to interest rate cash flow risk as the Company had no variable rate interest-bearing debt as of December 31, 2024.

The Company is exposed to interest rate price risk as the preferred share liability has a fixed cumulative dividend rate.

CRITICAL ACCOUNTING ESTIMATES, JUDGEMENTS, AND ASSUMPTIONS

The preparation of the condensed interim consolidated financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in preparing the Company's financial statements include:

- i. Going-concern - the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- ii. Cash-generating units ("CGUs") - The Company's exploration and evaluation assets are aggregated into cash-generating units for calculating impairment, based on their ability to generate largely independent cash flows. The classification of assets into CGUs requires significant judgment and interpretations with respect to the integration between assets, the existence of active markets, external users, shared infrastructures and the way in which management monitors the Company's operations;
- iii. Exploration and evaluation assets – The application of the Company's accounting policy for exploration and evaluation assets requires management to make certain judgments as to future events and circumstances as to whether economic quantities of resources have been found in assessing economic viability and technical feasibility;
- iv. Leases - Judgments are required to determine if a contract is, or contains, a lease. These judgments require an assessment of whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Judgment is also required to determine the interest rate used to discount the lease payments; and
- v. Decommissioning liabilities - the Company estimates the decommissioning obligations for its wells. Amounts recorded for the decommissioning obligations require assumptions regarding removal date, the extent of reclamation activities required, the engineering methodology for estimating cost, inflation estimates, and where discounting is required, the estimate of the specific discount rates for these liabilities in order to determine the present value of these obligation settlements.
- vi. Stock-based compensation – The amounts recorded for stock-based compensation expense relating to the fair value of stock options issued are estimated using the Black-Scholes option pricing model including management's estimates of the future volatility of the Company's share value, estimated market value of the Company's shares at grant date, expected forfeiture rates, expected lives of the options (based on general holder behavior) and the risk-free interest rate (based on government bonds).
- vii. Derivatives – Estimates of the fair value of the Company's preferred share derivative is dependent on the estimated market value of the Company's shares, the future volatility of the Company's share value, expected future dividends, the expected holding period before conversion to equity, and the risk-free interest rate.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

As at December 31, 2024, the Company has surrendered all of its helium permits in Saskatchewan and no further obligations are accruing in respect of those permits. Any pre-existing permit obligations have been accrued for in accrued liabilities.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

RISKS AND UNCERTAINTIES

The Company's principal activity is exploration, acquisition and development of resource deposits. Companies in this industry are subject to many and varied kinds of risks, including but not limited to; environmental, fluctuating helium prices, social, political, financial and economics. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The risks and uncertainties are considered by management to be the most important in the context of the Company's business. The risks and uncertainties are not limited to but include risks associated with the Company's dependence on the exploration and evaluation assets are: geological exploration and development; changes in law; continued negative operating cash flow and the availability of additional funding as and when required; infrastructure; inflation; governmental regulation; environmental; hazards, insurance; uninsured risks; competition; currency fluctuations; labour and employment; joint ventures; contract repudiation; dependence on key management personnel and executives; and litigation risks.

FORWARD-LOOKING STATEMENTS

Statements herein that are not historical facts are forward-looking statements that are subject to risks and uncertainties. Words such as "expects", "intends", "may", "could", "should", "anticipates", "likely", "believes" and words of similar import also identify forward-looking statements. Forward-looking statements are based on current facts and analyses and other information that are based on forecasts of future results, estimates of amounts not yet determined and assumptions of management, including, but not limited to, the Company's ability to raise additional debt and/or equity financing to fund operations and working capital requirements. Actual results may differ materially from those currently anticipated due to a number of factors including, but not limited to, general economic conditions, the geology of helium properties, helium industry conditions, the Company's ability to generate sufficient cash flows from operations and financing to support general operating activities and capital expansion plans, and laws and regulations and changes thereto that may affect operations, and other factors beyond the reasonable control of the Company.

Management periodically reviews information reflected in forward-looking statements. The Company has and continues to disclose in its Management Discussion and Analysis and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur.

Historical results of operations and trends that may be inferred from the above discussions and analysis may not necessarily indicate future results from operations.

OTHER INFORMATION

Additional information on factors that may affect the business and financial results of the Company can be found on www.sedar.com.