

GLOBAL HELIUM CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting (the "Meeting") of the shareholders ("Shareholders") of Global Helium Corp. (the "Corporation") will be held at the offices of TingleMerrett LLP, which are located at 1250, 639 - 5th Avenue S.W., on May 13, 2022 at 10:00 a.m. (Calgary time) for the following purposes:

- (a) to receive the audited financial statements of the Corporation as at and for the year ended December 31, 2021;
- (b) to fix the number of directors to be elected at the Meeting of the Corporation for the ensuing year at four (4);
- (c) to elect Brad Nichol, Wesley Siemens, Roderick Nichol and Christopher Cooper as directors of the Corporation;
- (d) to appoint RSM Alberta LLP as the auditors of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors;
- (e) to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying management information circular and proxy statement (the "**Management Proxy Circular**"), adopting and approving the stock option plan of the Corporation; and
- (f) to transact such further business as may properly come before the Meeting or any adjournment thereof. Information relating to matters to be acted upon by the Shareholders at the Meeting is set forth in the accompanying Management Proxy Circular.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Corporation's Board of Directors has fixed April 12, 2022 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof (the "**Record Date**"). Each registered shareholder at the close of business on the Record Date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular. All Shareholders are reminded to review the Circular before voting.

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Corporation's employees, shareholders are strongly encouraged to vote on the matters before the Meeting by proxy BEFORE 10:00 a.m. (Calgary time) on May 11, 2022, rather than attending the meeting in person.

If you are a registered shareholder of the Corporation and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Corporation's transfer agent, Odyssey Trust Company: i) by mail using the enclosed return envelope or one addressed to Odyssey Trust Company, Trader's Bank Building, Suite 702, 67 Yonge St., Toronto, Ontario M5E 1J8: ii) by facsimile at 1-800-517-4553; iii) by email at proxy@odysseytrust.com or iv) through the internet at <https://login.odysseytrust.com/pxlogin>, in accordance with the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Alberta) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self administered retirement savings plan, retirement income fund, education savings plan or other similar self administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary. Shareholders are encouraged to vote your proxy by mail, internet or telephone. You will need the control number contained in the accompanying form of proxy in order to vote. To be

valid, your proxy must be received by the Corporation's transfer agent, Odyssey Trust Company, no later than **10:00 a.m. (Calgary time) on May 11, 2022**, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any postponement or adjournment thereof is held.

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.

DATED: April 14, 2022.

**By Order of the Board of Directors
(signed) "*Brad Nichol*"
Interim Chief Executive Officer and
Executive Chairman, Director**