

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States of America, its territories, possessions or the District of Columbia (the "United States"), or to a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act) (a "U.S. Person") unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to, or for the account or benefit of, any U.S. Person. See "Plan of Distribution".

FINAL PROSPECTUS

Initial Public Offering

July 31, 2023



Minimum Offering: \$3,000,000 or 10,000,000 Units (the "Minimum Offering")
Maximum Offering: \$6,000,000 or 20,000,000 Units (the "Maximum Offering")

This final prospectus (this "**Prospectus**") qualifies the distribution (the "**Offering**") of units (the "**Offered Units**") of Pulsar Helium Inc. (the "**Company**") consisting of an initial public offering of a minimum of 10,000,000 Offered Units and a maximum of 20,000,000 Offered Units by the Company at a price of \$0.30 per Offered Unit (the "**Offering Price**"). Each Offered Unit consists of one common share of the Company (a "**Share**") and one transferable common share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle its holder to purchase one Share (as defined herein, a "**Warrant Share**") at a price of \$0.45 at any time prior to 4:30 p.m. (Vancouver time) on the date that is 24 months following the closing of the Offering (the "**Closing**"), subject to the Acceleration Right (as defined below). Following completion of the Offering, if the VWAP of the Shares on the TSX Venture Exchange (the "**TSXV**") is equal to or greater than \$0.60 per Share for a period of twenty five (25) consecutive trading days, the Company may elect to accelerate the expiry date of the Warrants to a date that is 30 calendar days from the date when written notice of such new expiry date is sent by the Company to the holders of the Warrants (the "**Acceleration Right**"). The Shares and the Warrants comprising the Offered Units will separate immediately at Closing. The Offered Units are being offered for sale by Haywood Securities Inc. (the "**Agent**"). The Offering Price was determined by negotiation between the Company and the Agent.

Price: \$0.30 per Unit

	Price to public	Agent's Fees⁽¹⁾⁽²⁾⁽³⁾	Net Proceeds to the Company⁽⁴⁾⁽⁵⁾
Per Offered Unit	\$0.30	\$0.021	\$0.279

	Price to public	Agent's Fees ⁽¹⁾⁽²⁾⁽³⁾	Net Proceeds to the Company ⁽⁴⁾⁽⁵⁾
Minimum Offering ⁽⁶⁾⁽⁷⁾	\$3,000,000	\$210,000	\$2,790,000
Maximum Offering ⁽⁶⁾⁽⁷⁾	\$6,000,000	\$420,000	\$5,580,000

- (1) The Agent will receive a cash fee of 7% of the gross proceeds from the sale of the Units (as defined herein) (the "**Agent's Commission**") offered hereby (including any Additional Units (as defined herein) sold upon exercise of the Agent's Option (as defined herein)), other than in respect of gross proceeds from the sale of Units or Additional Units to purchasers on the President's List (as defined herein) for which the Agent will receive the President's List Commission (as defined herein) of 2%. The above table assumes no President's List Commission. The Company has engaged Auctus (as defined herein) to act as United Kingdom placing agent to the Company in respect of the President's List and has agreed to pay to Auctus a placing commission equal to 5% of the value of Shares issued to purchasers on the President's List introduced to the Company by Auctus. The above table assumes no placing commission to Auctus. See "*Plan of Distribution*".
- (2) In addition to the Agent's Commission, the Agent will receive compensation warrants (the "**Compensation Warrants**") entitling the Agent to subscribe for that number of Shares ("**Compensation Warrant Shares**") as is equal to 7% of the aggregate number of Units sold pursuant to the Offering (including any Additional Units sold upon exercise of the Agent's Option), other than in respect of Units sold to purchasers on the President's List for which the Agent will receive President's List Warrants (as defined herein) entitling the Agent to subscribe for that number of Compensation Warrant Shares equal to 2% of the number of Units sold to purchasers on the President's List. Each Compensation Warrant is exercisable to purchase one Compensation Warrant Share at \$0.30 for a period of 24 months following the Closing. The Agent will also receive a corporate finance fee (the "**Corporate Finance Fee**") of \$200,000 payable by \$50,000 in cash (paid) and \$150,000 in Corporate Finance Units (as defined herein). This Prospectus also qualifies the distribution of the Compensation Warrants (including the President's List Warrants) and the securities underlying the Compensation Warrants and the Corporate Finance Units. The Company will also pay the Agent's expenses, including legal fees and disbursements. The Company has engaged Auctus to act as United Kingdom placing agent to the Company in respect of the President's List and has agreed to issue to Auctus Warrants entitling Auctus to subscriber for that number of Warrant Shares as is equal to 5% of the number of Shares issued to purchasers on the President's List introduced to the Company by Auctus. See "*Plan of Distribution*".
- (3) Assumes no President's List Commission.
- (4) Before deducting the expenses of the Offering, estimated at \$200,000 payable by the Company. These expenses will be paid from the proceeds of this Offering.
- (5) The Company has granted the Agent an option (the "**Agent's Option**"), exercisable, in whole or in part, by the Agent giving written notice to the Company at any time up to thirty (30) days following the Closing Date, to sell up to an additional 15% of Offered Units sold under the Offering (the "**Additional Units**" and, together with the Offered Units, the "**Units**") at the Offering Price to cover over-allotments, if any, and for market stabilization purposes, if any. See "*Plan of Distribution*". The Additional Units will have the same terms as the Offered Units. This Prospectus also qualifies the grant of the Agent's Option and the distribution of the Additional Units and the securities underlying the Additional Units. A purchaser who acquires Additional Units forming part of the Agent's Option acquires such Additional Units under this Prospectus regardless of whether the over-allocation position is ultimately filled through the exercise of the Agent's Option or secondary market purchases. If the Agent's Option is exercised in full, assuming no Additional Units are sold to purchasers on the President's List, the "Price to public", "Agent's Fees" and "Net Proceeds to the Company" will be \$6,900,000, \$483,000 and \$6,417,000, respectively, in respect of the Maximum Offering.
- (6) Not including any Additional Units issuable upon exercise of the Agent's Option.
- (7) The Offering will not continue for a period of more than 90 days after the date of the receipt for the final prospectus if subscriptions for the Minimum Offering are not obtained, within that period, unless an amendment to the final prospectus is filed and a receipt for the amendment is issued, in which case the latest date that the Offering is to remain open is 90 days after the date of issuance of a receipt for the amendment, and in any event no later than 180 days from the date of the receipt for the final prospectus. There will be no closing unless subscriptions for the Minimum Offering are sold. See "*Plan of Distribution*".

The following table sets out the number of securities issuable pursuant to the Agent's Option, the

Compensation Warrants and the Corporate Finance Fee:

Agent's Position	Maximum Size or Number of Securities Available ⁽¹⁾	Exercise Period or Acquisition Date	Exercise Price or Issue Price
Agent's Option	3,000,000 Additional Units	Up to 30 days following the Closing Date	\$0.30
Compensation Warrants	1,610,000 Compensation Warrant Shares ⁽¹⁾⁽²⁾⁽³⁾	24 months following the Closing	\$0.30 per Compensation Warrant
Corporate Finance Shares	500,000 Corporate Finance Shares ⁽⁴⁾	On Closing	\$0.30
Corporate Finance Warrants	500,000 Corporate Finance Warrant Shares ⁽⁴⁾	24 months following the Closing	\$0.45 per Corporate Finance Warrant

- (1) Assumes completion of the Maximum Offering.
- (2) Each Compensation Warrant is exercisable to acquire one Compensation Warrant Share. Assumes no President's List Warrants. This Prospectus qualifies the distribution of the Compensation Warrants (including the President's List Warrants) and the securities underlying the Compensation Warrants.
- (3) Assumes full exercise of the Agent's Option.
- (4) Each Corporate Finance Warrant is exercisable to acquire one Corporate Finance Warrant Share. This Prospectus qualifies the distribution of the Corporate Finance Units, and the securities underlying the Corporate Finance Units.

Unless the context otherwise requires, when used herein, all references to (i) "Offering", "Units", "Shares" and "Warrants" include the Additional Units and the securities underlying such Additional Units, as applicable, issuable upon exercise of the Agent's Option and (ii) the "Compensation Warrants" include the President's List Warrants.

There is currently no market through which the Units, the Shares and the Warrants may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect: the pricing of the Shares in the secondary market; the transparency and availability of trading prices; the liquidity of the Shares; and the extent of issuer regulation. See also "Risk Factors".

As at the date of this Prospectus, the Company has applied to list the Shares on the TSXV. Listing will be subject to the Company fulfilling all the listing requirements of TSXV. Confirmation of Listing is a condition of Closing. No listing will be applied for in respect of the Warrants. See also "*Plan of Distribution*".

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Company does not intend to apply for listing of the Warrants on any securities exchange or for inclusion in any automated quotation system.

The Agent, as agent of the Company for the purposes of the Offering, conditionally offer the Units (including any Additional Units) for sale on a "best efforts" basis and subject to prior sale, if, as and when issued by the Company and accepted by the Agent, in accordance with the conditions contained in the Agency Agreement (as hereinafter defined and referred to under "*Plan of Distribution*").

The Offering is subject to the receipt by the Agent of subscriptions for the Minimum Offering in the amount of \$3,000,000. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. If subscriptions for the Minimum Offering are not received by the Agent within 90 days of the issuance of a receipt for the final prospectus, or if a receipt has been issued for an amendment to the final prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the final prospectus, the distribution will cease, and all subscription monies will be returned to the purchasers without interest or deduction, unless the purchasers have otherwise instructed the Agent.

An investment in the Units is speculative and involves a high degree of risk. In reviewing this Prospectus, you should carefully consider the matters described under the heading "*Risk Factors*".

Certain legal matters relating to the securities offered hereby and as to tax matters will be passed upon by Maxis Law Corporation, Vancouver, British Columbia, and Koffman Kalef LLP, Vancouver, British Columbia, respectively, on behalf of the Company and by Bennett Jones LLP, Toronto, Ontario on behalf of the Agent. No person is authorized by the Company to provide any information or make any representations other than those contained in this Prospectus in connection with the issue and sale of the securities offered hereunder.

The Company's head office and registered and records office is located at Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6. No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this Prospectus.

Mr. Thomas Abraham-James, the President, CEO and a director of the Company and, Messrs. Crow, Ferrier and Herbert, all of whom are directors of the Company, reside outside of Canada. Each of Mr. Michael Keyes, Mr. Joshua Bluett and Phillip Larson reside outside of Canada and each is, or has been within the two years before the date of this Prospectus, a promoter within the meaning of applicable securities legislation in British Columbia of the Company or a subsidiary of the Company. Jon Russill and William Kellaway, each of whom is named as an expert under "*Interests of Experts*" in this Prospectus and who are the authors of the SRK Report also reside outside of Canada. Jeffrey Aldrich, L.P.G., P.Geo., is named as an expert under "*Interests of Experts*" in this Prospectus and who is an author of the Sproule Report also resides outside of Canada. Each of Messrs. Abraham-James, Crow, Ferrier, Herbert, Keyes, Bluett, Larson, Russill, Kellaway and Aldrich has appointed the following agent for service of process:

Name of Person	Name and address of agent for service of process
Thomas Abraham-James	Pulsar Helium Inc. Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6
Geoffrey Crow	Pulsar Helium Inc. Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6
Jón Ferrier	Pulsar Helium Inc. Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6
Neil Herbert	Pulsar Helium Inc. Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6

Name of Person	Name and address of agent for service of process
Michael Keyes	Pulsar Helium Inc. Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6
Joshua Bluett	Pulsar Helium Inc. Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6
Phillip Larson	Pulsar Helium Inc. Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6
Jon Russill	Pulsar Helium Inc. Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6
William Kellaway	Pulsar Helium Inc. Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6
Jeffrey Aldrich	Pulsar Helium Inc. Unit 1 – 15782 Marine Drive, White Rock, British Columbia V4B 1E6

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

Agent:

Haywood Securities Inc.
700 – 200 Burrard Street
Vancouver, B.C., V6C 3A6

NOTICE TO INVESTORS RESIDENT IN THE UNITED KINGDOM

This document does not constitute an offer to the public within the meaning of sections 85 and 102B of the UK Financial Services and Markets Act 2000 as amended (FSMA), the UK Companies Act 2006 or otherwise. Accordingly, this document does not constitute a prospectus in the United Kingdom within the meaning of section 85 of FSMA and had not been drawn up in accordance with the UK Prospectus Rules or approved or filed with the UK Financial Conduct Authority.

Auctus has not authorised the contents of, or any part of, this document. Auctus, which authorised and regulated in the United Kingdom by the Financial Conduct Authority (“FCA”) in the conduct of investment business, is acting exclusively for the Company, as the Company’s broker, placing agent and financial adviser, and no one else. Neither the Agent nor Auctus will be responsible to any other person (whether or not a recipient or reader of this document) under the UK Financial Services and Markets Act 2000 (as amended) (“FSMA”) the UK Companies Act 2006, the UK Financial Services Act 2012, the rules of the FCA or otherwise for providing protections afforded to their respective clients or for advising

any other person in relation to the contents of this document or any matter, transaction or arrangement referred to in this document and they will not be responsible to any such person for providing the protection afforded to their respective clients or for advising any such person in connection with the Offering or otherwise. Notwithstanding the aforesaid, nothing in this paragraph shall exclude liability for any representation or warranty made fraudulently.

This document is being distributed in the United Kingdom and is being solely issued to and directed at: (i) persons who have professional experience in matters relating to investments and who are investment professionals within the meaning of Article 19(5) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “FPO”); (ii) high net-worth companies, unincorporated associations or partnerships and other bodies within the meaning of Article 49 of the FPO; (iii) certified high net worth individuals within the meaning of Article 48 of the FPO; (iv) self-certified sophisticated investors within the meaning of Article 50A of the FPO and (v) persons to whom it is otherwise lawful to distribute it. It is a condition of your receiving this document and, by accepting a copy of this document and offering to acquire Offered Units under the Offering, you will be deemed to have represented, and you warrant to each of the Company, the Agent and Auctus that you fall within one of the categories of person described in (i), (ii), (iii), (iv) or (v) above. Each purchaser of Offered Units resident in the United Kingdom shall represent to each of the Company, the Agent and Auctus, and acknowledges that each of the Company, the Agent and Auctus shall rely on such representation, that the purchaser, or the ultimate purchaser for which an initial purchaser is acting as agent, is a person of a kind described in Article 19(5) or Article 49 of the FPO, or is otherwise a person such that Section 21(1) of the FSMA does not apply to the Company, the Agent or Auctus.

This document is exempt in the United Kingdom from the general restriction on the communication of invitations or inducements to enter into investment activity and has therefore not been approved by an authorised person, as would otherwise be required by section 21 of FSMA. Any investment to which this document relates is available to (and any investment activity to which it relates will be engaged with) only those persons described in (i), (ii) or (iii) above. Persons who do not fall within the above categories of investor should not take any action nor rely upon this document.

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GLOSSARY OF DEFINED TERMS

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the Financial Statements and also appearing in the documents attached as schedules to the Prospectus may be defined separately and the terms and abbreviations defined below may not be used therein, except where otherwise indicated. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

Acceleration Right	if the VWAP of the Shares of the Company on the TSXV is equal to or greater than \$0.60 per Share for a period of twenty five (25) consecutive trading days, the Company may elect to accelerate the expiry date of the Warrants to a date that is 30 calendar days from the date when written notice of such new expiry date is sent by the Company to the holders of the Warrants.
Agency Agreement	the agency agreement dated July 31, 2023 between the Company and the Agent.
Agent	Haywood Securities Inc.
Agent's Option	the Agent's Option to sell up to an additional 15% of the Offered Units sold under the Offering, exercisable in whole or in part, by the Agent giving written notice to the Company up to thirty (30) days following the Closing Date.
Agent's Commission	the cash fee paid to the Agent equal to 7% of the proceeds from the sale of Units (including Additional Units) sold pursuant to the Offering, subject to the President's List Commission.
Additional Units	the Units issuable at the Offering Price upon exercise of the Agent's Option, each Additional Unit consisting of one Share and one Warrant, each Warrant entitling its holder to purchase one Share at a price of \$0.45 at any time prior to 4:30 p.m. (Vancouver time) on the date that is 24 months following the Closing, subject to the Acceleration Right.
Annual Financial Statements	the audited consolidated financial statements of the Company for the nine months ended September 30, 2022 and for the years ended December 31, 2021 and 2020, together with the auditor's report thereon and the notes thereto, attached as Schedule "C" hereto.
Annual MD&A	the Company's management's discussion and analysis of the financial condition and results of operations for the nine months ended September 30, 2022 and for the years ended December 31, 2021 and 2020, attached as Schedule "D" hereto.
Auctus	means Auctus Advisors LLP.
Auctus Advisors Agreement	means the engagement letter between the Company and Auctus dated May 11, 2023.
Award Agreement	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
Awards	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
BCBCA	the <i>Business Corporations Act</i> , S.B.C. 2002, c. 57 including the regulations thereunder, as amended.
Board	the board of directors of the Company.
Business Day	means a day that is not a Saturday, Sunday or legal holiday in Vancouver, British Columbia.

Cambrian	Cambrian Limited, a Maltese limited liability company, which is controlled by Neil Herbert.
Campanula	Campanula Resources Limited, a Minnesota corporation, which is controlled by Phillip Larson and is a party to the Contribution Agreement.
Campanula Royalty	the 0.50% overriding royalty (subject to the right to reduce to 0.25% upon payment of US\$100,000) in the extraction project to be developed and operated by Keewaydin in respect of the Campanula Royalty Premises granted to Campanula pursuant to the Contribution Agreement and as described in the Campanula Royalty Agreement.
Campanula Royalty Agreement	the agreement between Invenir and Campanula made and entered into effective as of February 7, 2022 setting out the terms of the Campanula Royalty.
Campanula Royalty Premises	has the meaning ascribed to such term in Schedule "A" – <i>Disclosure Regarding the Topaz Project – The Campanula Royalty Agreement</i> .
CEO	Chief Executive Officer.
CFO	Chief Financial Officer.
Closing	the closing of the Offering.
Closing Date	the date of closing of the Offering, which shall be such date as mutually agreed to by the Company and the Agent.
Company	Pulsar Helium Inc., a British Columbia company incorporated under the BCBCA on June 30, 2022.
Compensation Warrants	the non-transferable compensation warrants to be issued to the Agent as partial consideration for acting as agent in the Offering. Each Compensation Warrant will entitle the holder to purchase one Compensation Warrant Share at a price of \$0.30 at any time prior to 4:30 p.m. (Vancouver time) on the date that is 24 months following the Closing.
Compensation Warrant Shares	the Shares issuable upon exercise of the Compensation Warrants.
Contribution Agreement	the contribution agreement dated February 7, 2022 among Invenir and the Former Keewaydin Shareholders pursuant to which Invenir acquired all of the outstanding securities of Keewaydin from the Former Keewaydin Shareholders (through the contribution of such securities by the Former Keewaydin Shareholders) and pursuant to which the Campanula Royalty was granted to Campanula.
Corporate Finance Fee	the corporate finance advisory fee of \$200,000 payable to the Agent in connection with the issue and sale of the Units pursuant to the Offering, which consists of \$50,000 payable in cash and \$150,000 in Corporate Finance Units.
Corporate Finance Shares	the 500,000 Shares issuable to the Agent at a deemed issue price per Corporate Finance Share equal to the Offering Price, partially comprising the Corporate Finance Units.
Corporate Finance Units	the 500,000 Units issuable to the Agent at the deemed issue price per Corporate Finance Unit equal to the Offering Price, partially comprising the Corporate Finance Fee.

Corporate Finance Warrant Shares	the Shares issuable on exercise of the Corporate Finance Warrants.
Corporate Finance Warrants	the 500,000 non-transferable warrants issuable to the Agent, partially comprising the Corporate Finance Units. Each Corporate Finance Warrant will entitle the holder to purchase one Corporate Finance Warrant Share at \$0.45 at any time prior to 4:30 p.m. (Vancouver time) on the date that is 24 months following the Closing.
Delivery Point	means the point at which Leased Minerals produced under the Non-Hydrocarbon Gas Lease are delivered, whether from the wellhead, compressing station, or point of entry into a third-party transmission line or carrier or final end-user purchaser.
Developed Tract	means that acreage surrounding such well designated by Keewaydin and comprising no more than One Hundred and Sixty (160) acres surrounding a well which has been completed and producing or capable of producing in Paying Quantities under the Non-Hydrocarbon Gas Lease, plus or minus a tolerance of ten (10%) percent to be selected by RGGGS, in conformity with any such spacing order or field rules and unless otherwise restricted by RGGGS at the time of such designation as set forth below. If a horizontal well is drilled, the Developed Tract designated by Keewaydin will be the greater of One Hundred and Sixty (160) acres or the amount of acreage determined by the following formula: $0.064 \times L = A$. Where L = the length in feet of the horizontal lateral component of the well from first takepoint to last takepoint and A = the area retained in acres. If A is not divisible by 40, A will be rounded up to the next number divisible by 40, i.e. (0.064×4500 feet = 288 acres, which rounds up to 320 acres). A Developed Tract shall include all those horizons above 100 feet below the stratigraphic equivalent of the base of the deepest producing formation. Keewaydin must notify RGGGS as soon as practical after the designation of each Developed Tract, and RGGGS shall have thirty (30) days from the receipt of notice of such designation to restrict the area so designated, such restriction to be in writing stating the reasons there for. Failure by RGGGS to respond within said thirty (30) day period shall be deemed to evidence RGGGS's approval of such "Developed Tract" designated by Keewaydin. Should Keewaydin create a Unitized Area, it will supersede to serve as the Developed Tract for the committed acreage
DSUs	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
Equity Incentive Plan	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
Equity Incentive Plan Administrator	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
Escrow Agent	Computershare Investor Services Inc.
Escrow Agreement	the escrow agreement dated July 31, 2023 between the Company, the Escrow Holders and the Escrow Agent.
Escrow Holders	has the meaning given to such term under " <i>Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer</i> ".
Financial Statements	the Annual Financial Statements and the Interim Financial Statements.

Former Invenir Shareholders	the shareholders of Invenir immediately prior to the transactions completed pursuant to the Share Exchange Agreement taking effect.
Former Keewaydin Shareholders	the shareholders of Keewaydin immediately prior to the transactions completed pursuant to the Contribution Agreement taking effect.
Former Skyfire Shareholders	the shareholders of Skyfire immediately prior to the transactions completed pursuant to the Share Exchange Agreement taking effect.
Gross Sales Price	means the final and actual sales price at which Leased Minerals are sold to a bona fide arms' length third party purchaser f.o.b. the Delivery Point, without deduction from said gross sales price. Keewaydin shall be allowed, however, to deduct from the Gross Sales Price actual transportation, treatment and refining charges and penalties for impurities made by a bona fide third-party pipeline or transportation company provided said charges are reasonable.
IAS 24	International Accounting Standard 24, Related Party Disclosures
IFRS	International Financial Reporting Standards.
Interim Financial Statements	the unaudited condensed interim consolidated financial statements of the Company for the six months ended March 31, 2023 and the notes thereto, attached as Schedule "E" hereto.
Interim MD&A	the Company's management's discussion and analysis of the financial condition and results of operations for the six months ended March 31, 2023, attached as Schedule "F" hereto.
Invenir	Invenir Ltd., a company existing under the laws of England and Wales.
Keewaydin	Keewaydin Resources Inc., a company existing under the laws of Minnesota and a wholly owned subsidiary of Invenir.
Leased Minerals	has the meaning attributed to such term in Schedule "A" – <i>Disclosure Regarding the Topaz Project – Non-Hydrocarbon Gas Lease</i> .
Letter Confirmation of Listing	means the letter of confirmation dated May 23, 2023 from the Former Keewaydin Shareholders to Invenir, with respect to the Contribution Agreement.
Listing	the listing of the Shares on the TSXV.
Listing Date	the date on which the Shares are listed for trading on the TSXV.
Market Value	means the price paid by a purchaser under a written gas purchase contract, arrived at through good faith, arm's length negotiations pursuant to which Leased Minerals produced under the Non-Hydrocarbon Gas Lease are being sold by Lessee to an unaffiliated bona fide third party purchaser as defined in the Non-Hydrocarbon Gas Lease.
MD&A	the Annual MD&A and the Interim MD&A.
NI 52-110	National Instrument 52-110 – <i>Audit Committees</i> .
NI 58-101	National Instrument 58-101 – <i>Disclosure of Corporate Governance Practices</i> .
Non-Hydrocarbon Gas Lease	means the lease agreement entered into between RGGGS and Keewaydin on February 21, 2023 in respect of all of RGGGS's interest in and to the lands in Lake County, Minnesota (as described in Exhibit "A" to the Non-Hydrocarbon Gas Lease) containing approximately 1,040.00 net mineral acres of the Topaz Project.

Non-Hydrocarbon Gases	defined in the Option to Lease Agreement to mean any raw gas, including, without limitation, helium, primarily valuable for its salable non-hydrocarbon gas content which may exist in, on or under the Topaz Project which may have beneficial uses such that it might be extracted and marketed to a third party for such uses.
NP 46-201	National Policy 46-201 – <i>Escrow for Initial Public Offerings</i> .
NP 51-201	National Policy 51-201 – <i>Disclosure Standards</i> .
Offering	the offering of Units to the public pursuant to this Prospectus.
Operations	shall include any of the following activities on a particular well: drilling, testing, completing, reworking, re completing, deepening, plugging back, or repairing of a well in search for or in an endeavor to obtain production of Leased Minerals from the Premises in Paying Quantities.
Option	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
Option Certificate	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
Option Plan Administrator	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
Option Plan Participants	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
Option to Lease Agreement	the option to lease non-hydrocarbon gases agreement dated October 4, 2021, as ratified on July 20, 2022, between Keewaydin and RGGGS pursuant to which Keewaydin has a right to evaluate the potential for Non-Hydrocarbon Gases which may exist in, on or under approximately 3,132.45 acres comprising the Topaz Project (as set out in Exhibit "A" to the Option to Lease Agreement") and pursuant to which RGGGS granted the RGGGS Option to Keewaydin.
Paying Quantities	means production in quantities sufficient to yield a return in excess of operating costs, even though drilling and equipment costs may never be recovered, and the undertaking considered as a whole may ultimately result in loss.
Premises	has the meaning attributed to such term in Schedule "A" – <i>Disclosure Regarding the Topaz Project – Non-Hydrocarbon Gas Lease</i> .
President's List	means a list of purchasers of the Offering provided by the Company to the Agent accounting for a maximum of \$1,500,000 of the gross proceeds raised under the Offering, without the prior written consent of the Agent.
President's List Commission	means the cash fee paid to the Agent equal to 2% of the proceeds from the sale of Units sold pursuant to the Offering to purchasers under the President's List.
President's List Warrants	the Compensation Warrants issuable to the Agent to purchase that number of Compensation Warrant Shares equal to 2% of the number of Units sold to purchasers on the President's List sold pursuant to the Offering to purchasers under the President's List.
Primary Term	has the meaning attributed to such term in Schedule "A" – <i>Disclosure Regarding the Topaz Project – Non-Hydrocarbon Gas Lease</i> .
Production Royalty	has the meaning attributed to such term in Schedule "A" – <i>Disclosure Regarding the Topaz Project – Non-Hydrocarbon Gas Lease</i> hereto.

Prospectus	this prospectus dated as of the date on the cover page.
PSUs	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
Reference Volume	has the meaning attributed to such term in Schedule "A" – <i>Disclosure Regarding the Topaz Project – Non-Hydrocarbon Gas Lease</i> hereto.
RGGS	RGGS Land & Minerals, Ltd., L.P., a Delaware limited partnership.
RGGS Option	the exclusive option granted by RGGS to Keewaydin pursuant to the Option to Lease Agreement to enter into a lease agreement to acquire a Non-Hydrocarbon Gases lease on all or part of approximately 3,132.45 acres comprising the Topaz Project (as set out in Exhibit "A" to the Option to Lease Agreement") until October 4, 2024.
RSUs	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".
Share Exchange Agreement	the share exchange agreement dated effective July 29, 2022 among the Company, Invenir, Skyfire, the Former Invenir Shareholders and the Former Skyfire Shareholders pursuant to which the Company became the sole shareholder of each of Invenir and Skyfire, and the Former Invenir Shareholders and the Former Skyfire Shareholders became shareholders of the Company.
Shares	the common shares without par value in the capital of the Company.
Skyfire	Skyfire Ltd., a Company existing under the laws of England and Wales.
Skyfire Financial Statements	the audited financial statements of Skyfire for the period from incorporation on April 30, 2021 to December 31, 2021 and for the period from January 1, 2022 to August 23, 2022, together with the auditor's report thereon and the notes thereto, attached as Schedule "G" hereto.
Skyfire MD&A	Skyfire's management's discussion and analysis of the financial condition and results of operations for the period from incorporation on April 30, 2021 to December 31, 2021 and for the period from January 1, 2022 to August 23, 2022, attached as Schedule "H" hereto.
Special Warrant	means a special warrant of the Company that was issued pursuant to the Special Warrant Financing at an issue price of \$0.225 per Special Warrant.
Special Warrant Financing	means the private placement of Special Warrants completed by the Company on December 15, 2022, December 22, 2022 and January 13, 2023 pursuant to which an aggregate of 13,258,802 Special Warrants (of which 334,027 Special Warrants were issued in satisfaction of finder's fees) were issued for aggregate gross proceeds to the Company of \$2,908,074.
Sproule	Sproule International Limited.
Sproule Report	the report titled " <i>Evaluation of the Helium Resources of Invenir Ltd. in Minnesota, USA (As of July 1, 2023)</i> " prepared for Invenir by Sproule with an effective date of July 1, 2023 and a preparation date of July 28, 2023.
SRK ES	SRK Exploration Services Ltd.
SRK Report	the report titled " <i>Helium and Hydrogen Exploration Potential in East Greenland, The Tunu Project, Liverpool Land, Greenland</i> " prepared for the Company by SRK ES with an issue date of February 2023.
Stock Option Plan	has the meaning given to such term under " <i>Options to Purchase Securities</i> ".

Topaz Project	the Topaz project, located in Lake County, Minnesota, U.S.A., as described in Schedule "A" – <i>Disclosure Regarding the Topaz Project</i> of this Prospectus hereto.
Tunu Project	the Special Mineral Exploration licence (MEL-S 2021-45) that covers Liverpool Land in East Greenland and has an area of 2,772 km ² and a Mineral Prospecting Licence (MPL 2021-46) that covers East Greenland, as described in Schedule "B" – <i>Disclosure Regarding the Tunu Project</i> hereto.
TSXV	TSX Venture Exchange.
Unitized Area	means pooled acreage, as permitted in the Non-Hydrocarbon Gas Lease that is either (i) designated in an order issued by the State of Minnesota following statutory procedures for notice and public hearing consolidating production rights or (ii) designated by filing a Unit Declaration or acceptable notices in the proper records within the county.
Units	collectively, the Offered Units and Additional Units, each Unit consisting of one Share and one Warrant.
U.S.A.	means the United States of America;
VWAP	the volume weighted average trading price of the Shares, calculated by dividing the total value by the total volume of Shares traded for the relevant period.
Warrant Agent	Computershare Trust Company of Canada.
Warrants	common share purchase warrants of the Company, each whole Warrant will entitle its holder to purchase one Share at a price of \$0.45 at any time prior to 4:30 p.m. (Vancouver time) on the date that is 24 months following the Closing, subject to the Acceleration Right.

GLOSSARY OF SCIENTIFIC TERMS

The following is a glossary of certain geological and scientific terms used in this Prospectus:

°C	Degrees Celsius
Bcf	Billion cubic feet.
CAGR	Compound Annual Growth Rate.
CH₄	Methane.
CO	Carbon monoxide.
COGE Handbook	Canadian Oil and Gas Evaluation Handbook.
Contingent Resources	those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations, by the application of development projects not currently considered to be commercial due to one or more contingencies. Contingent Resources have an associated chance of development.
CO₂	Carbon dioxide.
Ft	Feet.
H₂	Hydrogen.

H₂S	Hydrogen sulfide.
Ha	Hectare.
He	Helium.
hPa	Hectopascal.
ID	Inside diameter.
ISO	41,640 liters or 1.1 MMcf gas equivalent sized 40 Ft liquid containers used to transport and distribute helium.
km	Kilometer.
km²	Square kilometer.
LNG	Liquefied natural gas.
m	Metres.
Ma	Million years.
Mcf	Thousand cubic feet.
Mcf/d	Thousand cubic feet per day.
MCRZ	The Mid-Continent Rift Zone.
md	Millidarcy.
MMcf	Million cubic feet.
MMcf/d	Million cubic feet per day.
N₂	Nitrogen.
NSR	Net Smelter Return.
OGIP	Original Gas In Place.
O₂	Oxygen.
ppm	Parts per million.
Prospective Resources	Those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective Resources have both an associated chance of geologic discovery and a chance of development. Prospective Resources are further categorized in accordance with the range of uncertainty associated with recoverable estimates, assuming discovery and development, and may be sub-classified based on project maturity.
psi	Pounds per square inch.
psia	Pounds per square inch absolute.
scf	Standard cubic feet.
TDEM	Time-Domain Electromagnetic.
Th	Thorium.
U	Uranium.

U-Pb Uranium-lead.
yr Year.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

In this Prospectus, references to "\$" are to Canadian dollars, references to "US\$" are to United States dollars and references to "£" are to the Great British Pounds. On July 31, 2023, the daily rate as reported by the Bank of Canada for the conversion of one Canadian dollar into United States dollars was C\$1.00 = US\$0.7589 (or US\$1.00 = C\$1.3177).

The following table sets out, for each period indicated, the high and low exchange rates for one Canadian dollar expressed in United States dollars, the average of such exchange rates during such period, and the exchange rate at the end of such period based on the daily rate as reported by the Bank of Canada:

	Year Ended December 31		Three months Ended March 31	
	2022	2021	2023	2022
Highest rate during period	US\$0.8031	US\$0.8306	US\$0.7512	US\$0.8019
Lowest rate during period	US\$0.7217	US\$0.7727	US\$0.7243	US\$0.7772
Average rate during period	US\$0.7692	US\$0.7980	US\$0.7394	US\$0.7898
Rate at the end of period	US\$0.7383	US\$0.7888	US\$0.7389	US\$0.8003

The average exchange rate is calculated using the average of the daily rate on the last business day of each month during the applicable fiscal year or interim period. The Canadian dollar/U.S. dollar exchange rate has varied significantly over the last several years and investors are cautioned not to assume that the exchange rates presented here are necessarily indicative of future exchange rates.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS AND MARKET AND INDUSTRY DATA

Certain statements contained in this Prospectus constitute forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in, or incorporated by reference into, this Prospectus should not be unduly relied upon. These statements are current only as of the date of this Prospectus or as of the date specified in the documents incorporated by reference into this Prospectus. The Company does not have any policies or procedures in place concerning the updating of forward-looking information other than those required under applicable securities laws.

In particular, this Prospectus contains forward-looking statements pertaining to the following:

- completion of work programs on the Topaz Project and the Tunu Project;
- capital and general expenditures;

- expectations regarding the ability to raise capital; and
- treatment under governmental regulatory regimes.

Assumptions underlying the Company's working capital requirements are based on management's experience with other public companies in the junior mineral exploration sector. Forward-looking statements pertaining to the Company's need for and ability to raise capital in the future are based on the projected costs of operating a junior mineral exploration company, and management's experience with raising funds in current market circumstances. Forward-looking statements regarding treatment by governmental authorities, assumes no material change in regulations, policies, or the application of the same by such authorities.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Prospectus:

- liabilities inherent in the Company's operations;
- uncertainties associated with mineral exploration;
- weather and working conditions;
- competition for, among other things, capital, acquisitions, equipment and skilled personnel; and
- the other factors discussed under "*Risk Factors*".

This list of factors is not, and should not be construed as, exhaustive.

This Prospectus includes market and industry data that has been obtained from third party sources, including industry publications. The Company believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information.

MARKETING MATERIALS

The template version of a corporate presentation dated May 29, 2023 (the "**Corporate Presentation**") has been filed with the securities commission in each of the Provinces of Canada (other than Quebec) and is specifically incorporated by reference into this Prospectus. The Corporate Presentation is not part of this Prospectus to the extent that the contents of the Corporate Presentation have been modified or superseded by a statement contained in this Prospectus.

Any template version of any marketing materials filed on SEDAR (www.sedar.com) after the date of this Prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the Corporate Presentation or any other template version of any marketing materials) is deemed to be incorporated by reference into this Prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of Koffman Kalef LLP, Canadian tax counsel to the Company, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") as of the date

hereof, the Shares and the Warrants, if issued on the date hereof, would be “qualified investments” under the Tax Act for a trust governed by a tax-free home savings account (“**FHSA**”), registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), deferred profit sharing plan, registered education savings plan (“**RESP**”), registered disability savings plan (“**RDSP**”) and tax-free savings account (“**TFSA**”) (collectively, “**Deferred Plans**”) provided that (i) the Shares are listed on a “designated stock exchange” as defined in the Tax Act (which currently includes the TSXV) or the Company is otherwise a “public corporation” (as such term is defined in the Tax Act), and (ii) in the case of the Warrants, neither the Company, nor any person with whom the Company does not deal at arm’s length, is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of the particular Deferred Plan.

The Shares are not currently listed on a designated stock exchange and the Company is not currently a “public corporation”, as that term is defined in the Tax Act. The Company has applied to list the Shares on the TSXV as of the day before the Closing of the Offering, followed by an immediate halt in trading of the Shares in order to allow the Company to satisfy the conditions of the TSXV and to have the Shares listed and posted for trading prior to the issuance of the Shares on the Closing of the Offering. The Company must rely on the TSXV to list the Shares on the TSXV and have them posted for trading prior to the issuance of the Shares on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Shares being listed on the TSXV at the time of their issuance on Closing. If the Shares are not listed on the TSXV at the time of their issuance on the Closing of the Offering and the Company is not otherwise a “public corporation” at that time, the Warrants and Shares will not be “qualified investments” for the Deferred Plans at that time.

Notwithstanding that the Shares and Warrants may be a “qualified investment” for a Deferred Plan, the annuitant under an RRSP or RRIF, the holder of a FHSA, TFSA or RDSP, or the subscriber of an RESP will be subject to a penalty tax if such Shares and Warrants are a “prohibited investment” (as defined in the Tax Act) for the FHSA, RRSP, RRIF, RESP, RDSP or TFSA. The Shares and Warrants will generally not be a “prohibited investment” for a particular FHSA, RRSP, RRIF, RESP, RDSP or TFSA provided that the annuitant under the RRSP or RRIF, the holder of the FHSA, TFSA or RDSP, or the subscriber of the RESP, as the case may be, deals at arm’s length with the Company for purposes of the Tax Act and does not have a “significant interest” (as defined in the Tax Act) in the Company. In addition, the Shares will not be a prohibited investment if such securities are “excluded property” (as defined in the Tax Act for purposes of these rules) for the particular FHSA, TFSA, RRSP, RESP, RDSP or RRIF.

Persons who intend to hold Shares and Warrants in a trust governed by a Deferred Plan should consult their own tax advisors with respect to the application of these rules in their particular circumstances.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of the Offering and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Purchasers should carefully consider, among other things, the matters discussed under "Risk Factors".

The Company

The Company was incorporated under the BCBCA under the name "1369886 B.C. Ltd." on June 30, 2022. The Company changed its name to "Pulsar Holdings Inc." on July 7, 2022. On October 24, 2022, the Company changed its name from "Pulsar Holdings Inc." to "Pulsar Helium Inc.". The head office and registered office address of the Company is Unit 1 – 15782 Marine Drive, White Rock, British Columbia, Canada V4B 1E6.

The Company's financial year-end is September 30.

The Company is not a reporting issuer in any jurisdiction and the Shares are not listed or posted for trading on any stock exchange.

The Company owns 100% of the issued and outstanding ordinary shares of each of Invenir and Skyfire, which it acquired pursuant to the Share Exchange Agreement. Invenir acquired 100% of the outstanding securities of Keewaydin pursuant to the Contribution Agreement.

See "*Corporate Structure*".

Principal Business

The Company is engaged in the business of the acquisition, exploration and development of helium properties in Minnesota, U.S.A., being the Topaz Project, and Greenland, being the Tunu Project. The Company is at the exploration and early stage of development and is not currently producing helium.

The Company's principal asset is its interest in the Topaz Project in Minnesota, U.S.A. See "*Schedule "A" – Disclosure Regarding the Topaz Project*".

The Tunu Project consists of a Special Mineral Exploration licence (MEL-S 2021-45) effective from November 22, 2021 until December 31, 2024 that covers Liverpool Land in East Greenland and has an area of 2,772 km² and a Mineral Prospecting Licence (MPL 2021-46) effective from November 22, 2021 until December 31, 2026 that covers East Greenland. The aforementioned licences are the first in Greenland to be approved for the exploration of "industrial gases". See "*Schedule "B" – Disclosure Regarding the Tunu Project*".

See "*General Development of the Business*" and "*Description of the Business*".

Business Objectives

The Company's business objectives over the next 12 months are to (i) complete the Offering and concurrently obtain a listing of its Shares on the TSXV, (ii) drill an appraisal well at the Topaz Project, (iii) acquire an additional tenure in Minnesota, proximal to the Topaz Project, that is deemed to be prospective for helium, and (iv) conduct geophysical and geochemical activities at the Tunu Project. See "*Use of Proceeds and Available Funds – Business Objectives and Milestones*".

The Offering

Issue:	This Prospectus qualifies the distribution of a minimum of 10,000,000 Offered Units and a maximum of 20,000,000 Offered Units. Each Offered Unit is comprised of one Share and one Warrant.
Agent's Option:	This Prospectus qualifies the grant of the Agent's Option and the distribution of up to 3,000,000 Additional Units, comprising 15% of the total number of Offered Units sold under the Offering (assuming completion of the Maximum Offering), which Agent's Option is exercisable in whole or in part at any time up to 30 days following the Closing Date. See " <i>Plan of Distribution</i> ". The Additional Units have the same terms as the Offered Units.
Offering Price:	\$0.30 per Unit.
Warrant Features:	Each Warrant will entitle its holder to purchase one Share at an exercise price of \$0.45 at any time prior to 4:30 p.m. (Vancouver time) on the date that is 24 months following the Closing, subject to the Acceleration Right.
Amount:	Minimum of \$3,000,000 and Maximum of \$6,000,000

Risk Factors

The Company's securities are considered to be highly speculative due to the nature of the Company's business and its formative stage of development. An investment in securities of the Company is subject to a number of risks, all of which should be carefully considered by a prospective investor. Such risks include, but are not limited to: negative cash flow; helium exploration and evaluation risks; no history of production; risks associated with drilling; uncertainty as to title; requirements for permits and licences; failure to viably develop helium properties; risks related to reserves and resource estimates; tenement risks; tenure and access risks relating to the Topaz Project and the Tunu Project; risks related to changes in helium prices; operational risks; limited operating history; reliance on key personnel; commodity price volatility; exploration risks; discretion in the use of proceeds; regulatory risks; operating and development risks; production development risk; transportation costs; environmental risks; risks relating to failure to satisfy expenditure commitments; changes in legislation and government regulation; competition for projects; market conditions; costs of new technologies; climate change risks; litigation risks; risks relating to possible conflicts of interest of directors and officers of the Company; risks related to COVID-19; and dilution risk. **An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk a loss of their entire investment. Investors should consult with their professional advisors to assess an investment in the Company's securities.**

There is currently no public market for the Shares and there can be no assurance that an active market for the Shares will develop or be sustained after the Listing. The value of the Shares is subject to volatility in market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. See "*Risk Factors*".

Summary of Selected Financial Information

The table below summarizes selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and MD&A. See "*Financial Statement Disclosure*" and "*Management's Discussion and Analysis*".

The table below summarize selected financial data for the periods indicated and should be read in conjunctions with the Financial Statements and MD&A.

Item	As at March 31, 2023 (unaudited)	As at September 30, 2022 (audited)	As at December 31, 2021 (audited)	As at December 31, 2020 (audited)
Working Capital	US\$691,880	US\$(170,933)	US\$(108,283)	US\$(15,421)
Current Assets	US\$814,682	US\$105,716	US\$31,354	US\$1,329
Exploration and Evaluation Assets	US\$295,978	US\$139,978	US\$78,311	--
Deferred financing costs	US\$54,540	--	--	--
Total Assets	US\$1,165,200	US\$245,694	US\$109,665	US\$1,329
Current Liabilities	US\$122,802	US\$276,649	US\$139,637	US\$16,750
Share Capital	US\$480,107	US\$465,882	US\$1,000	US\$1,000
Special Warrants	US\$2,112,071	--	--	--
Deficit	US\$(1,549,780)	US\$(496,837)	US\$(30,972)	US\$(16,421)
Number of Shares outstanding	50,085,628	50,000,000	1,000	--

The table below summarize selected financial data for the periods indicated and should be read in conjunctions with the Skyfire Financial Statements and the Skyfire MD&A.

Item	As at August 23, 2022 (audited)	As at December 31, 2021 (audited)
Working Capital	US\$137,715	US\$(9,790)
Current Assets	US\$149,020	US\$15,690
Exploration and Evaluation Assets	US\$11,667	US\$11,667
Total Assets	US\$160,687	US\$27,357
Current Liabilities	US\$11,305	US\$25,480
Share Capital	US\$279,153	US\$40,102
Deficit	US\$(129,771)	US\$(38,225)
Number of Shares outstanding	44,000,000	28,750,000

Funds Available

The Company's estimated working capital as at June 30, 2023, was \$100,000. The Company estimates that the net proceeds from the Offering will be \$2,540,000 in the event of the Minimum Offering and \$5,330,000 in the event of the Maximum Offering after deducting the Agent's Commission (assuming no President's List Commission and no exercise of the Agent's Option), the cash portion of the Corporate Finance Fee, and estimated expenses of \$200,000. The funds expected to be available to the Company upon completion of the Offering and the expected principal purposes for which such funds will be used are described below:

Funds Available	Minimum Offering	Maximum Offering
Estimated working capital as of June 30, 2023⁽¹⁾	\$100,000	\$100,000
Net proceeds of the Offering⁽²⁾	\$2,540,000	\$5,330,000
Net Funds Available	\$2,640,000	\$5,430,000

Notes:

- (1) Does not include the estimated expenses of the Offering (see note 2 below).
- (2) After deducting the Agent's Commission in the amount of \$210,000 in the event of the Minimum Offering; \$420,000 in the event of the Maximum Offering; the cash portion of the Corporate Finance Fee in the amount of \$50,000; and estimated expenses of approximately \$200,000. Assumes no President's List Commission and no exercise of the Agent's Option.

Use of Proceeds

The net proceeds of the Offering, together with the Company's estimated working capital as at June 30, 2023, is intended to be used as follows:

Anticipated Use of Proceeds	Assuming Minimum Offering	Assuming Maximum Offering
Topaz Project – Exploration	\$831,000	\$3,350,000
• Insurance and Legal	\$40,000	\$85,000
• Roads, Location, Dirtwork	\$50,000	\$140,000
• Move In Rig Up (MIRU), Rig Down Move Out (RDMO)	\$175,000 \$499,500	\$500,000 \$2,310,000
• Lease Grant Option Payment, Drilling and Completion ⁽¹⁾	\$66,500	\$315,000
• Formation Evaluation, Logging and Testing		
Topaz Project – Additional tenure	\$84,000	\$200,000
Tunu Project – Exploration	\$310,000	\$310,000
• Geochemical Sampling	\$80,000	\$80,000
• Geophysical Survey	\$230,000	\$230,000
<i>Other Expenses:</i>		

Anticipated Use of Proceeds	Assuming Minimum Offering	Assuming Maximum Offering
Consulting Fees <ul style="list-style-type: none"> • Chief Executive Officer⁽²⁾ • General Manager – Operations • CFO, COO and Corporate Secretary⁽³⁾ • Technical Manager⁽⁴⁾ • Marketing Manager • Other Advisors⁽⁵⁾ 	\$788,500 \$235,000 ⁽²⁾ \$198,500 \$165,000 ⁽³⁾ \$80,000 ⁽⁴⁾ \$80,000 \$30,000 ⁽⁵⁾	\$868,500 \$235,000 ⁽²⁾ \$198,500 \$165,000 ⁽³⁾ \$80,000 ⁽⁴⁾ \$80,000 \$110,000 ⁽⁵⁾
Legal and Audit Fees	\$160,000	\$160,000
General and Administrative for the 12 months following the completion of the Offering <ul style="list-style-type: none"> • Marketing⁽⁶⁾ • Office Expenses • Insurance • Regulatory Expenses • Travel Expenses • Health Insurance 	\$366,500 \$236,000 ⁽⁶⁾ \$32,500 \$40,000 \$25,000 \$30,000 \$3,000	\$441,500 \$275,000 ⁽⁶⁾ \$48,500 \$40,000 \$25,000 \$50,000 \$3,000
Unallocated working capital	\$100,000	\$100,000
Total Estimated Uses of Proceeds	\$2,640,000	\$5,430,000

- (1) Includes \$65,885.00 (representing the Canadian dollar equivalent of US\$50,000 based on Bank of Canada exchange rate of C\$1.00 = US\$0.7589 on July 31, 2023) due under the Option to Lease Agreement in October 2023.
- (2) To be allocated to Thomas Abraham-James (CEO of the Company). See "*Executive Compensation – Employment, Consulting and Management Agreements*".
- (3) To be allocated to Golden Oak, a company of which Dan O'Brien (CFO of the Company) and Ben Meyer (Corporate Secretary of the Company) are principals, and Doris Meyer (COO of the Company) is founder and director. See "*Executive Compensation – Employment, Consulting and Management Agreements*".
- (4) To be allocated to Joshua Bluett, who serves as Technical Manager to the Company, and is a Promoter of the Company.
- (5) Approximately \$30,000 to be allocated to Philip Larson (a director of Keewaydin), who serves as an advisor to the Company.
- (6) Includes a retainer fee of \$84,675.00 (representing the Canadian dollar equivalent of £50,000 based on the Bank of Canada exchange rate of C\$1.00 = £0.5905 on July 31, 2023) payable per annum to Auctus in four equal installments on January 1, April 1, July 1 and October 1 (save for the first payment which shall be on a pro rata basis from the Listing Date until the second of such dates to occur after the Listing Date) pursuant to an agreement dated May 11, 2023 between the Company and Auctus (the "**UK Capital Markets Advisor Engagement Letter**"). Pursuant to the UK Capital Markets Advisor Engagement Letter, the Company has appointed Auctus as its United Kingdom capital markets advisor for an initial term of 12 months commencing on the Listing Date until terminated by not less than three months' prior written notice by either the Company or Auctus at any time after the initial period.

Notwithstanding the proposed uses of available proceeds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult, at

this time, to definitively project the total funds necessary to effect the planned activities of the Company. For these reasons, management of the Company considers it to be in the best interests of the Company and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises. Further, the above uses of available funds should be considered estimates. See "*Cautionary Note Regarding Forward Looking Statements and Market and Industry Data*".

Any additional funds available from the exercise of the Agent's Option and the payment of President's List Commission will be used for general working capital purposes.

See "*Use of Proceeds and Available Funds*".

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated under the BCBCA under the name "1369886 B.C. Ltd." on June 30, 2022. The Company changed its name to "Pulsar Holdings Inc." on July 7, 2022. On October 24, 2022, the Company changed its name from "Pulsar Holdings Inc." to "Pulsar Helium Inc."

The head office and registered office address of the Company is Unit 1 – 15782 Marine Drive, White Rock, British Columbia, Canada V4B 1E6.

The Company's financial year-end is September 30.

Intercorporate Relationships

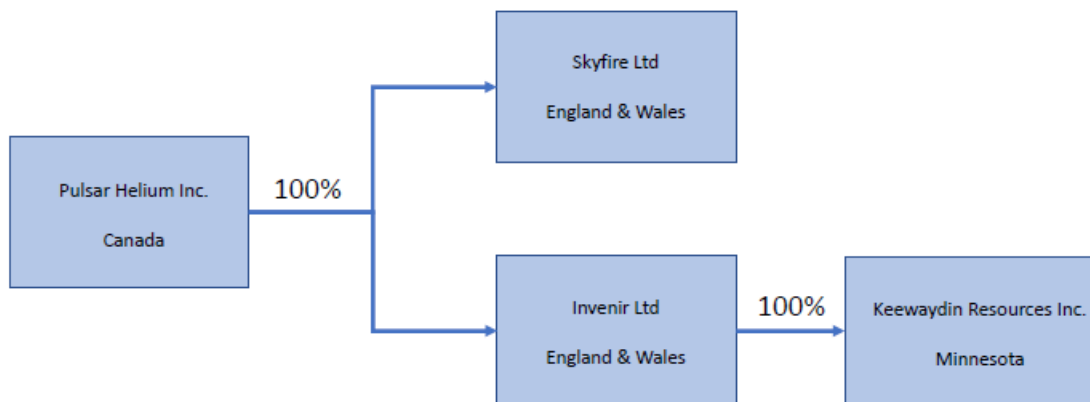
The Company owns 100% of the issued and outstanding ordinary shares of each of Invenir and Skyfire, which it acquired pursuant to the Share Exchange Agreement. Invenir acquired 100% of the outstanding securities of Keewaydin pursuant to the Contribution Agreement. A corporate organizational chart of the Company and its subsidiaries is set out below.

Skyfire was incorporated as a private limited company under the Companies Act 2006 on April 30, 2021 pursuant to the laws of England and Wales. Skyfire's registered office is 12 Old Mill Industrial Estate, Paulton, Bristol BS39 7SU, United Kingdom.

Invenir was incorporated as a private limited company under the Companies Act 2006 on December 3, 2021 pursuant to the laws of England and Wales. Invenir's registered office is 12 Old Mill Industrial Estate, Paulton, Bristol BS39 7SU, United Kingdom.

Keewaydin was formed as "Keewaydin Resources LLC" by founder Phillip Larson, pursuant to the laws of Minnesota on June 8, 2017 and converted to a business corporation (domestic) under the name "Keewaydin Resources, Inc." pursuant to Business Corporation (Domestic) laws of Minnesota on November 2, 2021. Keewaydin's registered office is 1010 Dale Street North, St. Paul, Minnesota 55117-5603, U.S.A.

None of the Company, Skyfire, Invenir and Keewaydin are reporting issuers in any jurisdiction of Canada and no public market exists for any securities of the Company, Skyfire, Invenir and Keewaydin.



GENERAL DEVELOPMENT OF THE BUSINESS

Two Year History

The Tunu Project

In October of 2021, Skyfire was granted two exploration licences in Greenland known as the Tunu Project. The Tunu Project consists of a Special Mineral Exploration Licence that covers Liverpool Land and has an area of 2,772 km², effective from November 22, 2021 until December 31, 2024, and a Mineral Prospecting Licence (MPL 2021-46) that covers East Greenland and permits reconnaissance work for all minerals including industrial gas, effective from November 22, 2021 until December 31, 2026. See "*Schedule "B" – Disclosure Regarding the Tunu Project*".

The Topaz Project

Keewaydin entered into the Option to Lease Agreement in respect of the Topaz Project with RGGGS on October 4, 2021, as ratified on July 20, 2022. In consideration, on behalf of Keewaydin, Cambrian, a company controlled by Neil Herbert, a director of the Company, paid US\$78,311.25 on the signing of the Option to Lease Agreement and agreed to pay US\$50,000 on each anniversary of the Option to Lease Agreement. Neil Herbert, a director of the Company, paid the anniversary payment of US\$50,000 in September 2022. Under the Option to Lease Agreement, Keewaydin was granted the RGGGS Option. The Option to Lease Agreement continues for a period of three (3) years from signing, unless sooner terminated. The Option to Lease Agreement is deemed to be terminated if, at the end or during the term of the Option to Lease Agreement, or an extension thereof, Keewaydin (i) fails or elects not to exercise the RGGGS Option, or (ii) defaults on the terms of the Option to Lease Agreement, without remedying such default within sixty (60) days of written notice of such default. The Option to Lease Agreement is not considered a related party agreement under IAS 24. See "*Schedule "A" – Disclosure Regarding the Topaz Project*".

Campanula, a company controlled by Philip Larson, a director of Keewaydin, was granted the Campanula Royalty under the Campanula Royalty Agreement in February 2022 pursuant to the terms of the Contribution Agreement. The Campanula Royalty Agreement is considered a related party agreement under IAS 24.

The terms of the Campanula Royalty are as follows:

- Keewaydin will pay Campanula 0.50% for any helium produced and sold when the helium leaves the Campanula Royalty Premises and once Keewaydin receives payment for the helium;
- Keewaydin has the option to repurchase 0.25% of the Campanula Royalty from Campanula, for the purchase price of US\$100,000 until February 7, 2027;
- the Campanula Royalty is a covenant running with the Campanula Royalty Premises; therefore, Keewaydin retains the full right and title to the Campanula Royalty Premises;
- the Campanula Royalty remains prior to any liens, encumbrances, or other interests created by Keewaydin;
- the Campanula Royalty Agreement will mature and be terminated twenty-five (25) years following the date of notice by Keewaydin of its completion of all reclamation activities on the Campanula Premises as required by applicable laws; and

Campanula has the right to transfer all or any portion of the Campanula Royalty to a third party, and has the right to collaterally assign its right to receive any Campanula Royalty to any lender of Campanula. For a fulsome description of the terms of the Campanula Royalty Agreement, see "*Schedule "A" – Disclosure Regarding the Topaz Project*" under "*Campanula Royalty Agreement*".

On February 21, 2023, the Company exercised the RGGGS Option, in part, to acquire approximately 1,040.00 net mineral acres of the Topaz Project (as described in Exhibit "A" of the Non-Hydrocarbon Gas Lease) and entered into the Non-Hydrocarbon Gas Lease with RGGGS for the sole purpose of exploring by geophysical and other methods, development of and operating for and producing therefrom, gas, primarily valuable for its salable non-hydrocarbon gas content. The Company has a 100% working interest on helium extraction over these lands. In consideration, the Company made a cash payment to RGGGS of US\$156,000. In addition, the Company agreed to pay the Production Royalty. The Non-Hydrocarbon Gas Lease shall remain in force for a primary term of five (5) years, and shall continue in effect thereafter beyond the primary term (as to each acreage surrounding a designated well), so long as non-hydrocarbon gas and the associated hydrocarbon gas are produced in quantities sufficient to yield a return in excess of operating costs. Beyond the primary term, the Non-Hydrocarbon Lease shall terminate (as to each particular part of the premises), unless the Company continues to develop the premises in a manner consistent with the provisions of the Non-Hydrocarbon Gas Lease. The Non-Hydrocarbon Gas Lease is not considered a related party agreement under IAS 24. See "*Schedule "A" – Disclosure Regarding the Topaz Project*".

Acquisition of Keewaydin by Invenir

Invenir entered into the Contribution Agreement with the Former Keewaydin Shareholders on February 7, 2022 pursuant to which Invenir acquired all of the outstanding securities of Keewaydin from the Former Keewaydin Shareholders and agreed to grant the Campanula Royalty to Campanula. The Contribution Agreement is considered a related party agreement under IAS 24. See "*Interests of Management and Others in Material Transactions*".

On May 23, 2023, Invenir and the Former Keewaydin Shareholders signed the Letter of Confirmation, wherein the Former Keewaydin Shareholders confirmed to Invenir that Invenir had satisfied the levels of ownership of Invenir required pursuant to the Contribution Agreement and each Former Keewaydin Shareholder individually confirmed that they are owed no additional compensation or stock of Invenir, pursuant to the Contribution Agreement.

Acquisition of Invenir and Skyfire by the Company

The Company acquired Invenir and Skyfire from the Former Invenir Shareholders and the Former Skyfire Shareholders, respectively, pursuant to the terms of the Share Exchange Agreement dated effective July 29, 2022 in consideration for the issuance of an aggregate of 33,333,333 Shares at a deemed issue price of \$0.0001 per Share to the Former Invenir Shareholders and an aggregate of 16,666,667 Shares at a deemed issue price of \$0.0001 per Share to the Former Skyfire Shareholders. The Share Exchange Agreement is considered a related party agreement under IAS 24. See "*Interests of Management and Others in Material Transactions*".

Special Warrant Financing

The Company closed the first tranche of the Special Warrant Financing on December 15, 2022 and issued an aggregate of 4,737,111 Special Warrants to purchasers for aggregate gross proceeds to the Company of \$1,065,850. The Company paid cash finder's fees of \$810 and issued 50,000 Special Warrants in satisfaction of finder's fees pursuant to the first tranche of the Special Warrant Financing. Pursuant to the terms of the Special Warrants, each Special Warrant will be automatically exercised into one Share without any action

or additional consideration on the part of the holder on the earlier of: (i) the first Business Day after the date on which a receipt has been issued by the securities regulatory authorities in the provinces and territories of Canada in which purchasers of Special Warrants are resident for this Prospectus; and (ii) 5:00 p.m. (Vancouver time) on the date that is four months and one Business Day following the date that each Special Warrant was issued. The 4,787,111 Special Warrants issued pursuant to the first tranche of the Special Warrant Financing were automatically converted into 4,787,111 Shares on April 17, 2023. The Company closed the second tranche of the Special Warrant Financing on December 22, 2022 and issued an aggregate of 5,305,999 Special Warrants to purchasers for aggregate gross proceeds to the Company of \$1,193,850. The Company paid cash finder's fees of \$19,800 and issued 234,027 Special Warrants in satisfaction of finder's fees pursuant to the second tranche of the Special Warrant Financing. The 5,540,026 Special Warrants issued pursuant to the second tranche of the Special Warrant Financing were automatically converted into 5,540,026 Shares on April 24, 2023. The Company closed the third tranche of the Special Warrant Financing on January 13, 2023 and issued an aggregate of 2,881,665 Special Warrants to purchasers for aggregate gross proceeds to the Company of \$648,375. The Company paid cash finder's fees of \$20,025 and issued 50,000 Special Warrants in satisfaction of finder's fees pursuant to the third tranche of the Special Warrant Financing. The 2,931,665 Special Warrants issued pursuant to the third tranche of the Special Warrant Financing automatically converted into 2,931,665 Shares on May 15, 2023. See "*Prior Sales*".

DESCRIPTION OF THE BUSINESS

General

The Company is engaged in the business of the acquisition, exploration and development of helium properties in Minnesota, U.S.A., being the Topaz Project, and Greenland, being the Tunu Project.

The Company is at the exploration and early stage of development and is not currently producing helium. See "*Production and Services*" and "*Risk Factors*".

Please see Schedules "A" and "B" hereto for more detail regarding the Topaz Project and the Tunu Project, respectively.

During the Company's current financial year, it anticipates that it will complete the Offering and obtain a listing of the Shares on the TSXV. See "*Use of Proceeds and Available Funds – Business Objectives and Milestones*".

Principal Products

What is helium?

Helium is a rare and vital element in many critical applications in the medical, science, aerospace, and high-tech manufacturing sectors around the world. The dynamics of the helium market in North America and around the world are changing quickly as North American supplies are falling, demand is increasing, and the world is looking for new sources of helium.

Helium has unique properties¹, including:

- Lowest boiling point (cryogenic cooling)
- High specific heat capacity and thermal conductivity (heat transfer cooling)

¹ <https://www.rsc.org/periodic-table/element/2/helium>

- Chemically inert (non-reactive, critical in protective atmospheres)
- Lowest density (second lightest element on earth and used in lift applications)
- Smallest molecular atom (leak detection)
- Extremely low solubility (deep sea diving)

What is helium used for?

Because of its unique properties, helium is required in specific applications. As a cryogenic coolant, liquid helium is critical in physics research and the medical field where the helium maintains superconducting magnets at critically low temperatures including magnetic resonance imaging and nuclear magnetic resonance spectroscopy machines and instruments. Liquid helium is increasingly being used as a primary coolant in internet data centers, advanced hard drives, and in quantum computing. This property is also essential in the space industry where liquid helium is required to pre-cool hydrogen and oxygen in liquid rocket fuels.

Because of its high specific heat capacity, helium is used as a heat transfer medium in military aircraft, gas-cooled nuclear reactors and in the manufacturing of fiber optics from silica. Its specific heat capacity and inert properties also make helium essential in manufacturing advanced electronics including semiconductors and microchips that are found in everyday products like smart phones, Liquified Crystal Displays, TV's, computers, and gaming systems. This circuitry miniaturization would be impossible without helium. These properties also make helium ideal as a shield gas in welding applications.

Helium's low density makes it an ideal non-flammable replacement for hydrogen in lift requirements such as scientific and weather balloons, blimps, and hybrid air vehicles. Helium's special properties also make it critical in other areas such as lasers and barcode scanners, deep sea diving, purging and leak detection, gas chromatography, supersonic wind tunnels, advanced microscopes and telescopes. In summary, helium is vital in many applications. Helium cannot be commercially synthesized and there are currently no substitutes in most applications².

Where is it found?

Helium is abundant in the universe; however, is extremely rare on earth. Helium is just four parts per trillion in seawater, eight parts per billion in the earth's crust and five parts per million in the atmosphere.

Helium is generated deep in the earth's crust over billions of years by the radioactive decay of heavy elements like uranium and thorium. Over time, the helium migrates upward through the subsurface and eventually reaches the earth's surface where it enters the atmosphere. Given its extremely low density, helium rises to the upper layers of the exosphere and escapes the earth's gravity as it is swept into space by solar winds. This makes helium an exhaustive and non-renewable resource.

Fortunately, as the helium migrates upwards some of the helium becomes trapped below impermeable layers of rock, similar to how hydrocarbons such as natural gas are trapped. Most natural gas reservoirs do not contain any helium. When they do, most conventional natural gas reservoirs contain small concentrations of <0.5% by volume (S. Bahl, *Helium – Macro View Update*, Edison Investment Research, February 25, 2019, p.2. Retrieved from <https://www.edisongroup.com/search-results/?search=helium>). For this reason, the production of helium around the world is primarily a by-product in the production and processing of natural gas. There are also examples of helium occurrences not related to natural gas, such as

² <https://www.blm.gov/programs/energy-and-minerals/helium/about-helium#:~:text=Perhaps%20the%20most%20familiar%20use,space%20exploration%2C%20and%20national%20defense>

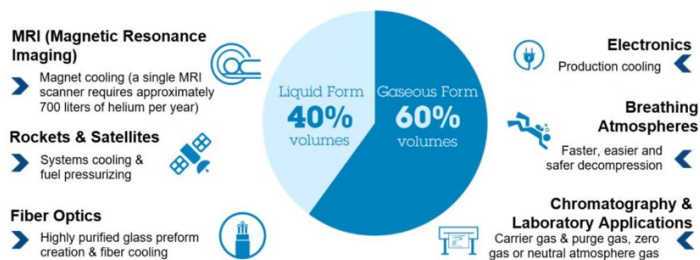
in Tanzania (Rukwa Basin), Canada (Western Canada Sedimentary Basin) and the U.S.A. (Holbrook Basin). In these locations, helium has accumulated in a reservoir that is not actively generating hydrocarbons and is generally associated with nitrogen and carbon dioxide. These are referred to as 'primary' helium occurrences and are the focus of the Company's exploration and development efforts³.

Description of Products

Once discovered, helium is produced as a percentage of other gases and liquids which may include nitrogen, carbon dioxide, hydrogen, methane, neon, and water. A helium facility is required to separate out these gases to render high purity helium. Commercially available technologies and processes are available including gas pre-treating, fractional distillation, membrane technology, pressure swing adsorption, and cryogenic processes that may create helium purities of up to 99.9999%. The facility requirements, final product and purity depend on several factors such as the initial helium concentration and gas composition, capital and operating costs, and most importantly the customer's required application and specifications. The helium purity will directly affect the final price received. The final product may be shipped as a gas in pressurized containers or as cryogenic liquid in specially designed insulated vessels. The remaining gases that are recovered in the process may be sold as a by-product if the economics are favourable for that product, or disposed of. Significant capital is required to design and construct a helium facility and additional financing will be required by the Company to do so. Permitting and construction of the helium facility is estimated to take 18-24 months to accomplish. However, no firm estimate on timing or costs can be given until an appraisal well has been drilled and a feasibility study has been completed. See information under "*Risk Factors*".

World Demand

The current demand for helium is estimated at ~6.1 Bcf/yr, with an overall CAGR of 4% projected from now until 2030; therefore, demand is forecasted to grow to 8.1 Bcf/yr in 2030 (Akap Energy, 2023). As shown in the diagram below (A. Kapadia and J. Ashfield, Helium A super cool commodity, Hannam & Partners, December 14, 2020, pp. 48, 50. Retrieved from <http://www.hannam.partners/search/?q=helium>), the primary markets for helium are diverse given the unique characteristics of helium and its broad application. Major growth potential for helium is in space travel, near space travel in balloons, semiconductors and other electronics applications. The future growth of helium is expected to be driven by demand from electronics manufacturers in Asia. Semi-conductor, flat-panel display, and optical fibre manufacturing are all significant consumers of helium in Asian markets. There is also the potential for new uses that have not been considered yet or markets that grow quicker than expected such as quantum computing and fusion.



Market Size and Growth

The helium market is estimated to be US\$2.7 billion per year, utilizing a price of US\$450/Mcf and global

³ See footnote 2 above.

demand of 6 Bcf/yr (Retrieved from: <https://royalheliumltd.com/investors/corporate-presentation/>). The Company's current strategy is to sell directly to a limited number of major distributors and end-users in order to capture higher margins on its products. Growth projection for the helium market beyond 2023 is forecast to be a 4% CAGR, which would equate to a market size of 8.1 Bcf/yr by 2030 (Akap Energy, 2023). Current market size, supply constraints and expected growth of the helium market provides the Company with a level of confidence that it will be able to sell any helium potentially produced in the short-medium term; however, there is no assurance that the Company will discover and produce helium and, assuming it is successful, there is no assurance as to the price the Company will receive for its products. Should the Company be successful in its efforts, it expects initial sales will be focused on the North American market.

Proposed Customers

The top three helium distributors are major industrial specialty gas companies – Linde PLC, Air Products Inc., and L'Air Liquide S.A. – who dominate the global market in wholesale distribution. Smaller sized, mid-stream distributors include Messer Group GmbH/CVC Capital Partners, Matheson Tri-Gas, Inc./Taiyo Nippon Sanso Corporation, Iwatani Corporation of America and Uniper SE. These mid-stream helium suppliers do not tend to get involved in the upstream exploration and development of helium and are keen to diversify their supply options. Equally, direct wholesale purchasers of helium are also keen to diversify their supply (A. Kapadia and J. Ashfield, Helium A super cool commodity, Hannam & Partners, December 14, 2020, p. 22). While the Company may choose to partner with or sell to the major industrial gas companies, as stated above, the Company's strategy is to become a fully integrated helium developer and processor and to sell directly to a limited number of major distributors and end-users in order to capture higher margins on its products. The Company currently does not have any formal agreements in place for accomplishing these strategic objectives, and the associated costs of and estimated timeline for the completion of these strategic objectives will not be able to be determined until such time that an appraisal well has been drilled and a feasibility study has been completed. A number of the Company's competitors are currently using this strategy and provide bulk helium distribution in pressurized gas containers (180 Mcf) or ISO liquid containers (41,640 litres or 1.1 MMcf gas equivalent). The pressurized containers are transported by semitruck and readily available in North America. The liquid ISO containers are also transported by semitrucks and may either be sold in North America or shipped to overseas markets⁴. Should the Company be successful in its efforts, it expects initial sales will be focused on the North American market. See "*Risk Factors*".

Production and Services

The Company is at the exploration and early stage of development and is not currently producing helium. There can be no assurance that commercial quantities of helium will be discovered at the Topaz Project or the Tunu Project or any future properties, nor is there any assurance that the exploration and development programs at the Topaz Project and the Tunu Project will yield any positive results. The future development of any properties found to be economically feasible will require the construction and operation of wells and related infrastructure. Significant capital is required to design and construct a helium facility and additional financing will be required by the Company to do so. Permitting and fabrication for the helium facility is estimated to take 18-24 months to accomplish. However, no firm estimate on timing or costs can be given until an appraisal well has been drilled and a feasibility study has been completed. Even if commercial quantities of helium are discovered, there can be no assurance that any property of the Company will ever be brought to a stage where helium can be profitably produced thereon. See "*Risk Factors*".

⁴ A. Kapadia and J. Ashfield, Helium A super cool commodity, Hannam & Partners, December 14, 2020, p. 22

Specialized Skill and Knowledge

The nature of the Company's business requires specialized skills, knowledge and expertise in the areas of geology, engineering, well planning, implementation of exploration programs and environmental compliance, drilling, helium facility production and construction and the ongoing operations of a helium production facility. Management is composed of individuals who have extensive expertise in the helium industry and who founded the world's first dedicated helium exploration company. Management is also complemented by a dedicated Board. See "*Directors and Executive Officers*".

Competitive Conditions

The Company is not aware of any other company operating in Greenland that is exploring/developing projects for helium. The company is also not aware of any other company operating in Minnesota that is exploring/developing projects for helium. There are other North American helium explorers, however they operate in different states and geological settings, and are therefore not regarded as current competitors. In general, there is a global helium shortage⁵, therefore, no other helium explorer/developer is considered to be a competitor with respect to potential helium sales, as diversity of supply is considered necessary to bring stability to the helium market.

However, in general, the resource industry is intensely competitive and the Company must compete with numerous other oil and natural gas companies and with other resource, exploration and development companies to: (a) seek out and acquire properties, (b) obtain the resources necessary to identify and conduct effective exploration and development on such properties and (c) raise the capital necessary to fund its operations. Many such competitors will have substantially greater resources than the Company. These organizations, therefore, have greater and more diverse resources to draw upon. The Company's ability to develop commercial reserves and reach eventual commercial production in the future will depend not only on its ability to develop its present properties and complete a processing facility and bring it to commercial production, but also on its ability to select and acquire suitable properties for exploratory drilling leading to the future discovery of additional helium. The Company's ability to discover reserves or acquire additional properties in the future is dependent upon the necessary technical ability and having the available resources to evaluate and select suitable properties and to consummate transactions in this highly competitive environment. The Company's ability to expand acquire additional assets and properties in the future will also depend on the Company's ability to secure additional financing. See "*Risk Factors*".

Cycles

The exploration and development of helium resource relies on many of the same services and types of equipment utilized in the oil and gas or energy sector. The energy business is cyclical in nature and heavily dependent on macro-economic cycles. In periods of economic expansion and growth, the demand for energy increases as economies build inventory and productive capacity. Generally speaking, in periods of economic contraction or recession, demand for energy typically declines. These macroeconomic cycles often impact global, North American and local prices for resources⁶.

Although the Company's operations are not generally cyclical, the Company is impacted by the cyclical nature of the energy industry. From time to time, there may be greater or lesser demands for equipment, supplies and services, including but not limited to drilling rigs and qualified personnel, which could materially and adversely affect the operations and properties of the Company.

⁵ <http://www.kornbluthheliumconsulting.com/wp-content/uploads/2023/05/Gasworld-Article-Helium-Shortage-4.0-Expectations-For-a-Difficult-Summer-June-2023.pdf> (June 2, 2023)

⁶ https://s3.wp.wsu.edu/uploads/sites/606/2015/02/SectorOverview_ENE_Spring2014.pdf (February 18, 2014)

Economic Dependence

The Company's business is not substantially dependent on any contract, such as a contract to sell the major part of its future production to one or more specific purchasers. The Company has not entered into any material long-term future sales agreements for helium at this time. It is not expected that the Company's business will be affected in the current financial year by the renegotiation or termination of any contracts or sub-contracts. See "*Risk Factors*".

Changes to Contracts

No part of the Company's business is reasonably expected to be affected in the current financial year by either the renegotiation or termination of any contract. See "*Risk Factors*".

Environmental Protection

Greenland

The *Mineral Resources Act* (Greenland) contains principles and rules for the protection of the environment and social sustainability. Rules for operating in the field, including environmental protection are stipulated in the 'Field Rules', published by the Mineral Resources Authority. Both documents are available on the Greenland Mineral Resources Authority website⁷.

Prior to commencement of exploitation and development activities, a plan for the activities, including organisation of the production and the production installations, must be approved by the Greenlandic government. In connection therewith, an environmental impact assessment (EIA) report must be prepared. Information for preparing the EIA is in 'Guidelines for preparing an EIA report for mineral exploitation in Greenland', published by the Mineral Resources Authority⁸.

Minnesota, United States

The United States, the State of Minnesota and Lake County have a number of environmental protection laws and ordinances that apply to helium exploration and extraction. The following regulations and legislation are applicable to the Topaz project in Minnesota:

United States

- Federal Clean Water Act
- Federal Land Policy and Management Act
- Forest Roads and Trails Act
- Forest Service Manual, Superior National Forest
- Forest Service Manual 2800 and 2850
- Forest Service Oil and Gas Gold Book

State of Minnesota

- Minnesota Statute 103G – Department of Health
- Minnesota Wetland Conservation Act
- Minnesota Water Pollution Control Act

⁷ <https://www.govmin.gl/>

⁸ https://govmin.gl/wp-content/uploads/2022/05/VVMEIA_UK.pdf

- Storm Water Regulatory Program Rules
- Minnesota Statute 1031 – Department of Health
- Minnesota Statute 93 – Department of Natural Resources

Lake County

- Lake County Comprehensive Plan and Land Use Ordinance #12

See below table that outlines the regulatory landscape and required approvals, licenses and permits for the countries in which the Company will operate, along with the associated anticipated timelines and costs for obtaining these approvals, licenses and permits:

Project	Government Level	Issuing Department	Permit	Approval Timeframe	Cost (USD \$)	Frequency	Status
Topaz	Lake County	Department of Environmental Services	Land Use Permit – Grading/Filing	30 days	100	Per application	Granted
Topaz	Lake County	Department of Environmental Services	Land Use Permit – Grading/Filing – No-loss Determination	Per Grading/Filing permit	-	Per application	Granted
Topaz	Lake County	Department of Environmental Services	Land Use Permit – Structure	30 days	100	Per application	In Progress ⁽¹⁾
Topaz	Lake County	Department of Environmental Services	Land Use Permit – Signage	30 days	50	Per application	In Progress ⁽²⁾
Topaz	State of Minnesota	Minnesota Pollution Control Agency	Storm Water Pollution Prevention Plan	10 days	400	Per application	Granted
Topaz	State of Minnesota	Department of Health	Responsible Individual	90 days for initial	75	Per annum	Granted
Topaz	State of Minnesota	Department of Health	Exploratory Borer	10 days	400	Per annum	Granted
Topaz	State of Minnesota	Department of Natural Resources	Geological Data Gathering Activity	30 days	100	Per application	Submitted ⁽³⁾
Topaz	US Government	Department of Agriculture – US Forest Service	Special Use Permit – Frozen Conditions	120 days	-	Per application	Granted
Topaz	US Government	Department of Agriculture – US Forest Service	Special Use Permit – Amendment for all-weather access	60 days	-	Per application	Granted
Topaz	US Government	Department of Agriculture – US Forest Service	Commercial Road Use Permit	30 days	-	Per application	Granted
Topaz	US Government	Department of Agriculture – US Forest Service	Gravel Permit	30 days	-	Per application	In Progress ⁽⁴⁾
Topaz	US Government	Department of Agriculture – US Forest Service	Non-invasive geophysical acquisition permission letter	30 days	-	Per request	In Progress ⁽⁵⁾

⁽¹⁾⁽²⁾ These are standard Lake County-issued permits and risk of not receiving approval is very low. Lack of approval of either permit will not prevent the Company from conducting data gathering activities or drilling an exploratory borehole.

⁽³⁾ Approval of this permit is expected by the end of June 2023. Lack of approval of this permit will not impact drilling

an exploratory borehole; however, the design of the planned seismic survey would require modification.

⁽⁴⁾ Outstanding gravel permit is required in order to remove gravel from an existing gravel pit owned by the US Forest Service. Risk of not receiving approval is very low. In the event that this permit is not granted, the Company will find an alternate gravel source and the exploratory boring will still be conducted.

⁽⁵⁾ Permission for a non-invasive geophysical survey is still in progress but risk of not receiving approval is very low. If permission is not granted, the drilling project in Minnesota will be unaffected, however, the seismic geophysical survey would require modification.

Project	Government Level	Issuing Department	Permit	Approval Timeframe	Cost (USD \$)	Frequency	Status
Tunu	Greenland Government	Mineral License and Safety Authority	Approval for field activities	3 months	-	Annual	Granted
Tunu	Greenland Government	Mineral License and Safety Authority	Approval for export	4 days	-	Annual	In Progress (1)

⁽¹⁾The only outstanding item for the Tunu Project is the approval for export of materials that require analysis/assay. This approval will not be applied for until the sample locations have been identified and precise coordinates and images provided to the Mineral License and Safety Authority. The cost is nil, and the risk is considered to be very low as this approval is standard procedure and was granted in 2022 without issue. Should the approval for export not be issued, it would not have an impact on the business as a portable analytical device could be imported to Greenland.

The Company is committed to high environmental standards and carries out its activities and operations in compliance with all relevant and applicable environmental regulations and best industry practices. Costs of environmental protection requirements are not expected to be significant relative to the costs associated with leasing, drilling, and operating.

Employees

As of the date of this Prospectus, the Company had eight consultants and two employees.

Foreign Operations

The Company currently conducts its helium exploration and development operations in the state of Minnesota, U.S.A. and in Greenland.

Lending

The Company does not engage in any lending activities.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Company or any of its subsidiaries, nor is the Company aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceedings by the Company or any of its subsidiaries during the last three financial years or during or proposed for the current financial year.

Reorganizations

Other than as set out under "*General Development of the Business – Two Year History*", the Company has not completed any material reorganization within the three most recently completed financial years and no reorganization is proposed for the current financial year.

Social or Environmental Policies

Given the early stage of its business and operations and the "grass-roots" nature of its exploration activities, the Company has not yet implemented social or environmental policies that are fundamental to its operations.

RISK FACTORS

An investment in the Units should be considered highly speculative due to the nature of the Company's business and the present stage of development. An investment in the Units should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in the Company. In evaluating the Company and its business, investors should carefully consider, in addition to other information contained in this Prospectus, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with its operations.

The following are certain factors relating to the Company's business, which prospective investors should carefully consider before deciding whether to purchase Units. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information set out elsewhere in this Prospectus. These risks and uncertainties are not the only ones the Company is facing. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair operations. If any such risks actually occur, the business, financial condition, liquidity and results of operations could be materially adversely affected.

Increased Costs of Being a Publicly Traded Company

As the Company will have publicly-traded securities, significant legal, accounting and filing fees will be incurred that are not presently being incurred. Securities legislation and the rules and policies of the TSXV require publicly listed companies to, among other things, adopt corporate governance policies and related practices and to continuously prepare and disclose material information, all of which will significantly increase legal, financial and securities regulatory compliance costs.

Helium Exploration and Evaluation Risks

The future value of the Company will depend on its ability to find and develop helium resources that are economically recoverable within the Topaz Project and the Tunu Project. The circumstances in which a discovered helium accumulation becomes or remains commercially viable depends on a number of factors. These include the particular attributes of the deposit, such as size, depth concentration, development cost and proximity to infrastructure as well as key external factors such as helium supply and demand. This, along with other factors such as maintaining title to licences, leases and permits, successful design, construction, commissioning and operating of wells and processing facilities may result in projects not being developed, or operations becoming unprofitable. Helium exploration involves exploration activities and drilling operations which may not generate a positive return on investment. This may arise from dry wells, but also from wells that are productive but do not produce sufficient revenues to return a profit after accounting for drilling, operating and other associated costs. The outcome of any drilling program may be dependent on matters which include the reservoir's composition, the flow rate and the rate of any decrease in pressure as the gas flows to the surface. These matters cannot be known until the Company undertakes initial drilling programs. The production from successful wells may also be impacted by various operating conditions, including insufficient storage or transportation capacity, or other geological and mechanical

conditions. In addition, managing drilling hazards or environmental damage and pollution caused by exploration and development operations could greatly increase the associated cost and profitability of individual wells. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, landholder disputes, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects and obtain all required approvals for its activities. In the event that exploration programs prove to be unsuccessful this could lead to a diminution in the value of the Company's projects, a reduction in the cash reserves of the Company and possible relinquishment of the Company's projects.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realized in practice, which may materially and adversely affect the Company's viability. Helium exploration involves significant risk since few properties that are explored contain reserves that would be commercially economic to develop into producing wells. As such, there can be no assurance that existing or future exploration programs will result in discovery of commercially viable reserves. If there are resources located, there is no guarantee they can be commercially produced.

No History of Production

The Company's properties are exploration stage only. The Company has never had any material interest in helium producing properties. Even with application of best science, there is no assurance that commercial quantities of helium will be discovered at any of the properties of the Company or any future properties, nor is there any assurance that the exploration or development programs of the Company thereon will yield any positive results. The future development of any properties found to be economically feasible will require the construction and operation of wells and related infrastructure. Even if commercial quantities of helium are discovered, there can be no assurance that any property of the Company will ever be brought to a stage where helium can profitably be produced thereon. Factors which may limit the ability of the Company to produce helium from its properties include, but are not limited to, commodity prices, availability of additional capital and financing and the nature of any helium deposits. It is common in helium operations to experience unexpected costs, problems and delays during construction and development. In addition, delays in the early stages of helium production often occur. Accordingly, there cannot be any assurance that activities will result in profitable helium operations at its operations.

Risks Associated with Drilling

The Company's helium exploration and development activities are dependent on the availability of drilling rigs and related equipment in the area of the Topaz Project and the Tunu Project. Increases in oil and gas exploration activities could result in higher demand and limited availability for some types of drilling rigs and equipment in certain areas, which may result in delays to the Company's planned exploration and development activities.

The Company may encounter hazards inherent in drilling activities. Examples of such hazards include unusual or unexpected formations, abnormal pressures or rock properties, adverse weather conditions, mechanical difficulties, conditions which could result in damage to plant or equipment or shortages or delays in the delivery of rigs and/or other equipment. Drilling may result in wells that, which encountering

resources, may not achieve economically viable results.

Whilst the Company intends to take adequate precautions to minimize risks associated with drilling activities, there can be no guarantee that the Company will not experience one or more material incidents during drilling activities that may have an adverse impact on the operating and financial performances of the Company, including costs associated with control of well operation, recovery of plant and equipment, environmental rectification and compensation along with delays and other impacts on anticipated results.

Negative Cash Flow

The Company has a limited history of operations, and no history of earnings, cash flow or profitability. The Company has had negative operating cash flow since the Company's inception, and the Company will continue to have negative operating cash flow for the foreseeable future. The Topaz Project and the Tunu Project are at the exploration stage only. The Company has no source of operating cash flow and no assurance that additional funding will be available for further exploration and development of the Topaz Project or the Tunu Project or any of the Company's other properties if and when required. No assurance can be given that the Company will ever attain positive operating cash flow or profitability.

Uncertainty as to Title

The Company cannot provide assurance that title to the properties will not be challenged. Although title reviews may be conducted prior to the purchase of helium producing properties or the commencement of drilling wells, such review does not guarantee or certify that an unforeseen defect in the chain of title will not arise to defeat the Company's claim. If title does exist, it is possible that the Company may lose all or all of the portion of the properties to which the title defect relates to, which may have a material adverse effect on its business, financial condition, and results of operations and prospects. While the Company may register its helium interest with the appropriate authorities and file to pertinent information according to industry standards, this cannot be construed as a guarantee of title.

Requirements for Permits and Licences

The operations of the Company require it to obtain licences for operating, permits, and in some cases, renewals of existing licences and permits from authorities in Greenland and from private enterprise and authorities in Minnesota. The Company believes that it currently holds or has applied for all necessary licences and permits to carry on the activities it is currently conducting under applicable laws and regulations in respect of the Topaz Project and the Tunu Project and also believes that it is complying in all material respects with the terms of such licences and permits. However, the ability of the Company to obtain, sustain or renew any such licences and permits on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable authorities or other governmental agencies.

Failure to Vially Develop Helium Properties

On a long-term basis, the Company must explore, develop and produce, or acquire interests in producing helium properties in order to become profitable. The success depends on the ability to locate, identify, and acquire prospective helium exploration lands and productive helium property interests, find markets for any helium developed on such properties, and effectively distribute the helium into those markets. The helium development activities may not be economically viable because of unproductive helium properties, as well as helium properties that are productive but do not generate sufficient revenue to return a profit. Investing in a property does not ensure that the investment will be profitable since profitability depends on the cost of drilling and operating any wells on the property may exceed the amount of helium extracted from such wells. In addition, drilling hazards or environmental damage could increase the cost of operating

any property. If the developmental costs exceed the Company's estimate or if the development efforts of the Company's do not produce results which meet its expectations, such efforts may not be commercially viable.

Reserves and Resources Estimates

The Helium Contingent and Prospective Resources at the Topaz Project have been developed and certified by independent experts Sproule, using probabilistic analysis; these estimates have been prepared in accordance the COGE Handbook. The evaluation adheres in all material aspects to the principles and definitions included in the COGE Handbook, established by the Calgary Chapter of the Society of Petroleum Evaluation Engineers.

No reserves have been assigned in connection with the Company's property interests to date, given their early stage of development. The future value of the Company is therefore dependent on the success or otherwise of its activities, which are principally directed toward the future exploration, appraisal and development of its assets, and potential acquisition of property interests in the future. Un-risked Contingent and Prospective Helium Volumes have been defined at the Topaz Project. However, estimating helium volumes is subject to significant uncertainties associated with technical data and the interpretation of that data, future commodity prices, and development and operating costs. There can be no guarantee that the Company will successfully convert its helium volume to reserves and produce that estimated volume. Estimates may alter significantly or become more uncertain when new information becomes available due to for example, additional drilling or production tests over the life of field. As estimates change, development and production plans may also vary. Downward revision of helium volume estimates may adversely affect the Company's operational or financial performance.

Helium volume estimates are expressions of judgement based on knowledge, experience and industry practice. These estimates are imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment or, even if valid when originally calculated, may alter significantly when new information or techniques become available. As further information becomes available through additional drilling and analysis the estimates are likely to change. Any adjustments to volume could affect the Company's exploration and development plans which may, in turn, affect the Company's performance. The process of estimating helium resources is complex and requires significant decisions and assumptions to be made in evaluating the reliability of available geological, geophysical, engineering, and economic data for each property. Different engineers may make different estimates of resources, cash flows, or other variables based on the same available data.

Estimates include numerous assumptions relating to operating conditions and economic factors, including price at which recovered helium can be sold, future operating costs, costs associated with operations on producing well to restore or increase production, and prevailing environment conditions associated with drilling.

No Formal Agreements in Place

While the Company intends to partner with or sell to major industrial gas companies, as stated above, the Company's strategy is to become a fully integrated helium developer and processor and to sell directly to a limited number of major distributors and end-users in order to capture higher margins on its products. The Company currently does not have any formal agreements in place for accomplishing these strategic objectives, and the associated costs of and estimated timeline for the completion of these strategic objectives will not be able to be determined until such time that an appraisal well has been drilled and a feasibility study has been completed. Although the Company intends to enter into such formal agreements, they may never be entered into. The absence of formal agreements could adversely affect the oversight and

operations of any arrangement with these major industrial gas companies, major distributors and end-users, and the lack of clarity and specifically defined roles could lead to a strain on, or breakdown of, the working relationships between the Company and any of these major industrial gas companies, major distributor or end-users. Furthermore, in the event of a dispute prior to entry into formal agreements, it will not be immediately clear what recourse each party has against the other, if any.

Discretion in the Use of Proceeds

The Company intends to use the net proceeds from the Offering as set forth under "*Use of Proceeds and Available Funds*"; however, the Company maintains broad discretion concerning the use of the net proceeds of the Offering as well as the timing of their expenditure. The Company may re-allocate the net proceeds of the Offering other than as described under the heading "*Use of Proceeds and Available Funds*" if management of the Company believes it would be in the Company's best interest to do so and in ways that a purchaser may not consider desirable. A purchaser will be relying on the judgment of management of the Company for the application of the net proceeds of the Offering. The results and the effectiveness of the application of the net proceeds are uncertain. If the net proceeds are not applied effectively, the Company's results of operations may suffer, which could adversely affect the price of the Shares on the open market.

Tenement Risks

The business activities of the Company are dependent on the grant and maintenance of appropriate licences, permits and consents over the exploration interests. The Company's licences are subject to certain expenditure obligations and annual rents, whilst additional licences and permits may also be subject to compulsory work or expenditure obligations or responsibilities in respect of the environment and safety for each year which must be met to keep the licence or permit in good standing. Failure to observe these requirements could prejudice the right to maintain title to a given area and result in government action to forfeit a permit or permits.

There is no guarantee that current or future exploration permit applications or permit renewals will be granted, that they will be granted without undue delay, or that the Company can economically comply with any conditions imposed on any granted exploration permits.

Tenure and Access to the Company's Projects

The Topaz Project and the Tunu Project are located in the United States of America and Greenland, respectively, specifics of each are as follows:

The Topaz Project – the United State of America

The Company has an exclusive Non-Hydrocarbon Gas Lease with a private mineral rights holder, RGG, for a 100% working interest over 1,040 net acres that includes the location of the 2011 helium discovery hole, LOD-6. The Non-Hydrocarbon Gas Lease is for non-hydrocarbon gases (defined as any raw gas, including without limitation helium, primarily valuable for its salable non-hydrocarbon gas content) and has a primary term of 5 years that expires February 21, 2028, and shall continue in effect thereafter beyond the Primary Term as to each developed tract for so long thereafter as leased minerals are produced in Paying Quantities. See *Schedule "A" – Disclosure Regarding the Topaz Project – The Topaz Project – Minnesota, U.S.A. – Non-Hydrocarbon Gas Lease and Production Royalty*.

The Company also has an exclusive option to lease agreement for an additional 2,092 net acres of mineral rights parcels for Non-Hydrocarbon Gases with RGG. When exercised, the Company will lease the

parcels, permitting the exploration and production of Non-Hydrocarbon Gases on the premises. The Option to Lease Agreement expires on October 4, 2024, during this period the Company is to pay an annual rent. See *Schedule "A" – Disclosure Regarding the Topaz Project – The Topaz Project – Minnesota, U.S.A. – Option to Lease Agreement*.

Access to and from the Company's mineral rights in the United States of America is limited due to seasonal weather conditions. Unexpected weather, such as significant amounts of precipitation, flooding or violent storms may delay or adversely impact the Company's drilling and operational activities.

The Tunu Project - Greenland

Exploitation and exploration licences in Greenland are subject to periodic renewal. The Company believes that it currently holds or has applied for all necessary licences and permits to carry on the activities it is currently conducting under applicable laws and regulations in respect of its properties, and also believes that it is complying in all material respects with the terms of such licences and permits. However, the ability of the Company to obtain, sustain or renew any such licences and permits on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable authorities or other governmental agencies.

Where a licensee has met the terms of the grant, renewal should not be denied. However, if development conditions are not met there is no guarantee that current or future licences or future applications for production tenements will be approved. Licences in Greenland are also subject to expenditure and work commitments which must be met in order to keep such licences in good standing. If there is failure to meet the commitments, this could lead to forfeiture of the licence.

Access to and from the Company's Greenland licences is limited due to seasonal weather conditions. Unexpected weather, such as significant amounts of precipitation occurring outside of winter or violent storms may delay or adversely impact the Company's drilling and operational activities.

Specialized Skill and Knowledge

Exploration and development activities such as those carried out by the Company require specialized skills and knowledge in the areas of helium engineering, geology, geophysics, and drilling. In addition, specific knowledge and expertise relating to local laws, including regulations relating to development, exploration, production, the environment, and market conditions.

Sovereign Risk

The Company's exploration and development activities are to be carried out in the United States of America and Greenland. The Company will be subject to political, social, economic and other uncertainties including, but not limited to, changes in policies or the personnel administering them, foreign exchange restrictions, changes of law affecting foreign ownership, currency fluctuations, royalties and tax increases in the respective country.

There is no assurance that the United States of America or Greenland governments will not in the future adopt different regulations, policies or interpretations with respect to, but not limited to environmental protection, foreign ownership of resources, royalty rates, taxation, rates of exchange, labour relations, repatriation of income or return of capital, restrictions on production or processing, price controls, export controls, currency remittance, or the obligations of the Company under its respective mining codes. The possibility that the United States of America or Greenland governments may adopt substantially different policies or interpretations, which might extend to the expropriation of assets, may have a material adverse

effect on the Company. Political risk also includes the possibility of terrorism, civil or labour disturbances and political instability. No assurance can be given that the United States of America or Greenland governments will not revoke or significantly alter the conditions of the applicable exploration and mining authorizations nor that such exploration and mining authorizations will not be challenged or impugned by third parties. The effect of any of these factors cannot be accurately predicted.

Changes in Helium Price

The Company's possible future revenues may be derived mainly from helium or from royalties gained from potential joint ventures or other arrangements. Consequently, the Company's potential future earnings will likely be closely related to the price of helium.

Helium prices fluctuate and are affected by numerous industry factors including demand for the resource, forward selling by producers, production cost levels in major producing regions and macroeconomic factors, such as inflation, interest rates, currency exchange rates and global and regional demand for, and supply of, helium. If the Company is producing helium and the market price of helium were to fall below the costs of production and remain at such a level for any sustained period, the Company would experience losses and could have to curtail or suspend some or all of its proposed activities. In such circumstances, the Company would also have to assess the economic impact of any sustained lower commodity prices on recoverability.

Operational Risk

If the Company decides to develop into helium production in the future, the operations of the Company including exploration and processing may be affected by a range of factors. These include failure to achieve the predicted grade in exploration, processing, technical difficulties encountered in commissioning and operating plant and equipment, mechanical failure, problems which affect extraction rates and costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, unexpected shortages or increase in the costs of consumables, spare parts, plant and equipment. The long-term commercial success of the Company will depend on its ability to find, acquire, develop and commercially produce helium reserves. Without the continual addition of new reserves, any existing reserves the Company may have at any particular time and the production therefore will decline over time as such existing reserves are exploited. A future increase in the Company's reserves will depend not only on its ability to explore and develop any properties it may have from time to time, but on its ability to select and acquire suitable producing properties or prospects. No guarantee can be made that the Company will be able to continue to locate or acquire satisfactory properties for acquisition or participation or further commercial quantities of helium.

Helium operations may involve unprofitable efforts from dry wells, but also wells that are productive but do not produce sufficient net revenue to return a profit after drilling, operating, and other costs. Completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs. In addition, drilling hazards or environmental damage could greatly increase the costs of operations.

Helium production operations are also subject to risks such as encountering unexpected formations or pressures, premature decline of reservoirs and the invasion of water into producing formations. There is uncertainty regarding the sustainability of initial production rates and decline rates thereafter. There are also risks and uncertainty regarding the Company's ability to address technical drilling challenges and manage water production. Losses resulting from the occurrence of any of these risks could have a material adverse effect on future results of operations.

Land Access Risk

Land access is critical for exploration and evaluation to succeed. In all cases the amalgamation of prospective tenements is a competitive business, in which propriety knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential.

Access to land in United States of America or Greenland for exploration purposes can be affected by land ownership, other stakeholder interests and regulatory requirements within the jurisdiction where the Company operates.

Additional Requirements for Capital

The Company has finite financial resources and no cash flow from producing assets and therefore will likely require additional financing in order to carry out its helium exploration and development activities.

The Company's ability to effectively implement its business strategy over time is likely to depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. Failure to obtain appropriate financing on a timely basis could cause the Company to have an impaired ability to expend the capital necessary to undertake or complete drilling programs, forfeit its exploration interests in certain properties, and reduce or terminate its operations entirely. The Company's capital requirements depend on numerous factors. Depending on the Company's ability to maintain its funds and/or generate income from its operations, the Company may require further financing in the future. The Company's ability to arrange additional financing in the future will depend in part upon prevailing capital market conditions, as well as the success of the business of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing, or that such financing will be available on terms satisfactory to the Company. If adequate funds are not available, or are not available on acceptable terms, the Company may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business. The level of the Company's indebtedness from time to time could impair the Company's ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back exploration expenditure as the case may be.

Limited History

The Company has limited operating history and limited historical financial performance. No assurance can be given that the Company will achieve commercial viability through the successful exploration of the Topaz Project and the Tunu Project. Until the Company is able to realize value from the Topaz Project and the Tunu Project (or any other projects the Company may acquire in the future), it is likely to incur ongoing operating losses.

Potential Acquisitions

The Company may make acquisitions of, or significant investments in, complementary companies or prospects. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

Reliance on Key Personnel

The Company's operational success will depend substantially on the continuing efforts of senior executives. The loss of services of one or more senior executives may have an adverse effect on the Company's operations. Furthermore, if the Company is unable to attract, train and retain key individuals and other highly skilled employees and consultants, its business may be adversely affected.

Commodity Price Volatility

If the Company achieves success leading to mineral production, the revenue it will derive through the sale exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Canadian and Danish currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Canadian dollar or Danish kroner as determined in international markets.

Resource Industry Risks*Exploration Risk*

Potential investors should understand that industrial gas exploration and development are high-risk undertakings. There can be no assurance that exploration of the Topaz Project and the Tunu Project, or any other projects that may be acquired in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, social licence to operate, changing government regulations and many other factors beyond the control of the Company. The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Company's projects, a reduction in the cash reserves of the Company and possible relinquishment of the Company's projects. The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realized in practice, which may materially and adversely affect the Company's viability.

Regulatory Risks

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorize the Company's operations. These permits relate to exploration, development, production and rehabilitation activities. Obtaining necessary permits can be a time-consuming process and there is a risk that the Company will not obtain these permits

on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the licences.

Operating and Development Risks

The Company's ability to achieve production, development, operating cost and capital expenditure estimates on a timely basis cannot be assured. The business of helium production involves many risks and may be impacted by factors including helium volume, helium grade and processing, input prices (some of which are unpredictable and outside the control of the Company), overall availability of free cash to fund continuing development activities, labour force disruptions, cost overruns, changes in the regulatory environment and other unforeseen contingencies.

Other risks also exist such as environmental hazards (including discharge of pollutants or hazardous chemicals), industrial accidents, occupational and health hazards and blowouts. Such occurrences could result in damage to, or destruction of, production facilities, personal injury or death, environmental damage, delays in production, increased production costs and other monetary losses and possible legal liability to the owner or operator of the production facility. The Company may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past production activities for which it was not responsible.

In addition, the Company's profitability could be adversely affected if for any reason its production and processing of or production facility development is unexpectedly interrupted or slowed. Examples of events which could have such an impact include unscheduled plant shutdowns or other processing problems, mechanical failures, the unavailability of materials and equipment, well head issues, unusual or unexpected reservoir formations, poor or unexpected geological or processing conditions, failure of communications systems, poor water condition, interruptions to electricity supplies, human error and adverse weather conditions.

Production Development Risk

Possible future development of producing operations at the Topaz Project and the Tunu Project is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable helium, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Company commences production of any of the Topaz Project or the Tunu Project, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the Topaz Project or the Tunu Project. The risks associated with the development of a production facility will be considered in full should the Topaz Project or the Tunu Project reach that stage and will be managed with ongoing consideration of stakeholder interests.

Transportation Costs

Disruption in or increased costs of transportation services could make helium a less competitive product

or could make the Company's helium less competitive than other sources. The industry depends on trucking, ocean-going vessels, pipeline facilities, and barge transportation to deliver shipment, and transportation costs are a significant component of the total cost of supplying helium. Disruptions of these transportation services due to weather problems, strikes, delays, lockouts, or other events could temporarily impair the ability to supply helium to customers and may result in lost sales. In addition, increases in transportation costs could adversely affect profitability.

Environmental

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and producing operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or production development proceeds.

Producing operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of helium exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall, flood or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programs or production activities.

Failure to Satisfy Expenditure Commitments

The licences and leases comprising Tunu Project is governed by the mining act and regulations in Greenland. Each granted licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the licences or leases if conditions are not met or if insufficient funds are available to meet expenditure commitments.

Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restriction

General Risks

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

General Economic Climate

Factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, commodity prices and stock market prices. The Company's future revenues and share

price may be affected by these factors, as well as by fluctuations in the price of commodities, which are beyond the Company's control.

Changes in Legislation and Government Regulation

Government legislation in Canada, the United States of America, Greenland or any other relevant jurisdiction, including changes to the taxation system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

Helium exploration and production is a sensitive political issue and, as a result, there is a risk of direct intervention in respect of laws and regulations that can affect the property rights and title to the assets. The Company cannot predict what additional legislation or amendments may be proposed which will affect their operations.

Competition for Projects

The Company competes with other companies, including helium exploration and production companies. Some of these companies have greater financial and other resources than the Company. As a result, such companies may be in a better position to compete for future business opportunities and there can be no assurance that the Company can effectively compete with these companies. In the event that the Company is not able to secure a new project or business opportunity this may have an adverse effect on the operations of the Company, its possible future profitability and the trading price of its securities.

Market Conditions

Share market conditions may affect the value of the Company's quoted shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- introduction of tax changes or other new legislation;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The market price of shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the directors of the Company warrant the future performance of the Company or any return on an investment in the Company.

Investors should be aware that there are risks associated with any share investment. Shares listed on the stock market, and in particular shares of exploration companies experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the shares, regardless of the Company's performance.

Cost of New Technologies

The helium industry is characterized by rapid and significant technological advancements and introductions of new products and services using new technology. Other companies may have greater financial, technical, and personnel resources that allow them to enjoy technological advantages and may in future allow them to implement new technologies before the Company does. There can be no assurance that the Company will be able to respond to such competitive pressures and implement such technologies on a timely basis or at an acceptable cost. If the Company is unable to use the most advanced commercially available technology its business, financial condition and results of operations could be materially adversely affected.

Climate Change Risks

The climate change risks particularly attributable to the Company include:

- the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

Reports regarding the Company and its Projects

If securities or industry analysts do not publish or cease publishing research or reports about the Company, its business or its market, or if they change their recommendations regarding the Company's shares adversely, the price of its shares and trading volumes could be adversely affected.

The market for the Company's shares trading on the TSXV may be influenced by any research or reports compiled by securities or industry analysts. If any of the analysts who may cover the Company and its products change previously disclosed recommendations on the Company or for that matter its competitors, the price of its shares may be adversely affected.

If the Company's goodwill or intangible assets become impaired, it may be required to record a significant charge to earnings.

Under Generally Accepted Accounting Standards the Company reviews its intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually.

Litigation Risks

The Company is exposed to possible litigation risks including landholder claims, tenure disputes,

environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

Insurance

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with helium exploration and production is not always available and where available the costs can be prohibitive.

Substantial Capital Requirements

The Company may make substantial capital expenditures for the acquisition, exploration, development and production of its properties in the future. As the Company will be at the exploration stage with no revenue being generated from the exploration activities on its properties, the Company may have limited ability to raise the capital necessary to undertake or complete future exploration work, including drilling programs. Future activities may require the Company to alter its capitalization significantly. Any restriction on the Company's access to sufficient capital for its operations could have a material adverse effect on the Company's financial condition, results of operations or prospects. In particular, failure to obtain sufficient financing could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations.

Possible Conflicts of Interest of Directors and Officers of the Company

Certain members of the directors and officers of the Company may also serve as directors and/or officers of other companies involved in similar business as the Company and, consequently, there exists the possibility for such directors and officers to be in a position of conflict. The Company expects that any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders, but there can be no assurance in this regard.

Possible Conflict of Interest between the Company and Keewaydin, and Campanula

Campanula, a company controlled by Philip Larson, a director of Keewaydin, was granted the Campanula Royalty under the Campanula Royalty Agreement in February 2022 pursuant to the terms of the Contribution Agreement. The Campanula Royalty Agreement is considered a related party agreement under IAS 24. As a director of Keewaydin, being a wholly-owned subsidiary of the Company, and as the controlling shareholder of Campanula, certain conflicts of interest could arise and Mr. Larson may become subject to differing interests as between the Company and Keewaydin, and Campanula that potentially require Mr. Larson not only to consider its own interests but also those of Campanula. The Company may not be able to resolve any such conflicts, and even if it does, the resolution may be less favourable to the Company than if it were dealing with a party that did not have a common director with a subsidiary of the Company. There can be no assurance that actual or potential conflicts of interest will be resolved in favour of the Company.

Dilution Risk

In order to finance future operations and development efforts, the Company may raise funds through the issue of Shares or securities convertible into Shares. The constating documents of the Company will allow it to issue, among other things, an unlimited number of Shares for such consideration and on such terms and conditions as may be established by the directors of the Company, in many cases, without the approval of shareholders. The size of future issues of Shares or securities convertible into Shares or the effect, if any, that future issues and sales of the Company Shares will have on the price of the Company Shares cannot be predicted at this time. Any transaction involving the issue of previously authorized but unissued Shares or securities convertible into Shares would result in dilution, possibly substantial, to present and prospective shareholders of the Company.

Dividends

The Company does not intend to declare dividends for the foreseeable future, as the Company anticipates that any future earnings will be re-invested in the development and growth of the business. Therefore, investors will not receive any funds unless they sell their Shares, and shareholders may be unable to sell their shares on favourable terms or at all. Investors cannot be assured of a positive return on investment or that they will not lose the entire amount of their investment in Shares.

Speculative Nature of Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company.

COVID-19 Risk

The Company's exploration and development projects may have to be put on hold or operate at reduced capacity as a result of restriction due to COVID 19 and the associated measures put in place by national governments to control COVID 19, including social distancing measures and travel restrictions. This would cause delays to the Company's projects and in turn further delay the date at which the Company can generate revenues and make progress towards profitability. In addition, it is also likely to cause the Company to incur additional costs as machinery and staff may be required to remain idle whilst projects are on hold due to the government restrictions implemented in response to COVID 19. Such delays and additional costs may have a material adverse impact on the Company's financial condition and operations.

The impact of COVID 19 has had a materially adverse effect on the global economy and overall business sentiment, which has the potential to negatively impact the demand and price for commodities and have an impact on the financial position and prospects of the Company. The Company's share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. The Company is monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.

AS A RESULT OF THESE RISK FACTORS, THE OFFERING IS SUITABLE ONLY FOR THOSE PURCHASERS WHO ARE WILLING TO RELY ON MANAGEMENT OF THE COMPANY AND WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT IN THE OFFERED SECURITIES.

USE OF PROCEEDS AND AVAILABLE FUNDS

Funds Available

The Company's estimated working capital as at June 30, 2023, was \$100,000. The Company estimates that the net proceeds from the Offering will be \$2,540,000 in the event of the Minimum Offering and \$5,330,000 in the event of the Maximum Offering after deducting the Agent's Commission (assuming no President's List Commission and no exercise of the Agent's Option), the cash portion of the Corporate Finance Fee, and estimated expenses of \$200,000. The funds expected to be available to the Company upon completion of the Offering and the expected principal purposes for which such funds will be used are described below:

Funds Available	Minimum Offering	Maximum Offering
Estimated working capital as of June 30, 2023⁽¹⁾	\$100,000	\$100,000
Net proceeds of the Offering⁽²⁾	\$2,540,000	\$5,330,000
Net Funds Available	\$2,640,000	\$5,430,000

Notes:

- (3) Does not include the estimated expenses of the Offering (see note 2 below).
- (4) After deducting the Agent's Commission in the amount of \$210,000 in the event of the Minimum Offering; \$420,000 in the event of the Maximum Offering; the cash portion of the Corporate Finance Fee in the amount of \$50,000; and estimated expenses of approximately \$200,000. Assumes no President's List Commission and no exercise of the Agent's Option.

Use of Proceeds

The net proceeds of the Offering, together with the Company's estimated working capital as at June 30, 2023, is intended to be used as follows:

Anticipated Use of Proceeds	Assuming Minimum Offering	Assuming Maximum Offering
Topaz Project – Exploration	\$831,000	\$3,350,000
• Insurance and Legal	\$40,000	\$85,000
• Roads, Location, Dirtwork	\$50,000	\$140,000
• Move In Rig Up (MIRU), Rig Down Move Out (RDMO)	\$175,000	\$500,000
• Lease Grant Option Payment, Drilling and Completion ⁽¹⁾	\$499,500	\$2,310,000
• Formation Evaluation, Logging and Testing	\$66,500	\$315,000
Topaz Project – Additional tenure	\$84,000	\$200,000
Tunu Project – Exploration	\$310,000	\$310,000
• Geochemical Sampling	\$80,000	\$80,000
• Geophysical Survey	\$230,000	\$230,000
<i>Other Expenses:</i>		

Anticipated Use of Proceeds	Assuming Minimum Offering	Assuming Maximum Offering
Consulting Fees	\$788,500	\$868,500
<ul style="list-style-type: none"> • Chief Executive Officer⁽²⁾ • General Manager – Operations • CFO, COO and Corporate Secretary⁽³⁾ • Technical Manager⁽⁴⁾ • Marketing Manager • Other Advisors⁽⁵⁾ 	<ul style="list-style-type: none"> \$235,000⁽²⁾ \$198,500 \$165,000⁽³⁾ \$80,000⁽⁴⁾ \$80,000 \$30,000⁽⁵⁾ 	<ul style="list-style-type: none"> \$235,000⁽²⁾ \$198,500 \$165,000⁽³⁾ \$80,000⁽⁴⁾ \$80,000 \$110,000⁽⁵⁾
Legal and Audit Fees	\$160,000	\$160,000
General and Administrative for the 12 months following the completion of the Offering	\$366,500	\$441,500
<ul style="list-style-type: none"> • Marketing⁽⁶⁾ • Office Expenses • Insurance • Regulatory Expenses • Travel Expenses • Health Insurance 	<ul style="list-style-type: none"> \$236,000⁽⁶⁾ \$32,500 \$40,000 \$25,000 \$30,000 \$3,000 	<ul style="list-style-type: none"> \$275,000⁽⁶⁾ \$48,500 \$40,000 \$25,000 \$50,000 \$3,000
Unallocated working capital	\$100,000	\$100,000
Total Estimated Uses of Proceeds	\$2,640,000	\$5,430,000

- (1) Includes \$65,885.00 (representing the Canadian dollar equivalent of US\$50,000 based on Bank of Canada exchange rate of C\$1.00 = US\$0.7589 on July 31, 2023) due under the Option to Lease Agreement in October 2023.
- (2) To be allocated to Thomas Abraham-James (CEO of the Company). See "*Executive Compensation – Employment, Consulting and Management Agreements*".
- (3) To be allocated to Golden Oak, a company of which Dan O'Brien (CFO of the Company) and Ben Meyer (Corporate Secretary of the Company) are principals, and Doris Meyer (COO of the Company) is founder and director. See "*Executive Compensation – Employment, Consulting and Management Agreements*".
- (4) To be allocated to Joshua Bluett, who serves as Technical Manager to the Company, and is a Promoter of the Company.
- (5) Approximately \$30,000 to be allocated to Philip Larson (a director of Keewaydin), who serves as an advisor to the Company.
- (6) Includes a retainer fee of \$84,675.00 (representing the Canadian dollar equivalent of £50,000 based on the Bank of Canada exchange rate of C\$1.00 = £0.5905 on July 31, 2023) payable per annum to Auctus in four equal installments on January 1, April 1, July 1 and October 1 (save for the first payment which shall be on a pro rata basis from the Listing Date until the second of such dates to occur after the Listing Date) pursuant to an agreement dated May 11, 2023 between the Company and Auctus (the "**UK Capital Markets Advisor Engagement Letter**"). Pursuant to the UK Capital Markets Advisor Engagement Letter, the Company has appointed Auctus as its United Kingdom capital markets advisor for an initial term of 12 months commencing on the Listing Date until terminated by not less than three months' prior written notice by either the Company or Auctus at any time after the initial period.

Notwithstanding the proposed uses of available proceeds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult, at

this time, to definitively project the total funds necessary to effect the planned activities of the Company. For these reasons, management of the Company considers it to be in the best interests of the Company and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises. Further, the above uses of available funds should be considered estimates. See "*Cautionary Note Regarding Forward Looking Statements and Market and Industry Data*".

Any additional funds available from the exercise of the Agent's Option and the payment of President's List Commission will be used for general working capital purposes.

Business Objectives and Milestones

The objectives that the Company expects to accomplish using the net proceeds of the Offering and its estimated working capital as at June 30, 2023:

- complete the Offering and concurrently obtain a listing of the Shares on the TSXV;
- complete the drilling of an appraisal well at the Topaz Project during the four month period from the Closing Date at a cost of approximately \$831,000 assuming completion of the Minimum Offering and approximately \$3,350,000 assuming completion of the Maximum Offering. The objective of the appraisal well is to confirm the 2011 helium discovery made by drill-hole LOD-6 and to conduct down-hole tests (see Schedule "A"- *Disclosure Regarding the Topaz Project – Description of the Topaz Project – The Sproule Report – Discussion – Geology Evaluation*);
- acquire additional tenure in Minnesota during the 12 months following the Closing Date at an approximately cost of \$84,000 assuming completion of the Minimum Offering and approximately \$200,000 assuming completion of the Maximum Offering. The objective is to secure additional ground in Minnesota, proximal to the Topaz Project, that is deemed to be prospective for helium; and
- conduct geophysical and geochemical activities at the Tunu Project during the three to four month period from the Closing Date at a cost of approximately \$310,000 assuming completion of the Minimum Offering, and \$310,000 assuming completion of the Maximum Offering. The objective is to achieve a prospective resource calculation within the Tunu Project area.

Drilling of Appraisal Well at the Topaz Project

The Company will begin with finalizing the drill rig contract followed by drill pad and access track works for the drilling location in the third quarter of 2023. The drill rig is anticipated to be a super single equipped to safely handle the anticipated high gas pressure. In the event the Minimum Offering is completed, the appraisal well will be a stratigraphic hole designed to drill beyond the previously intersected gas zone to test gas pressure, gas composition, and acquire a comprehensive open hole well logging suite with standard oil and gas formation testing tools and then abandoning the hole. In the event the Maximum Offering is completed, the appraisal well will be designed and completed to include intermediate casing, production tubing, and a well head capable of becoming a helium production well. The appraisal well collar location is proposed to be located 20m to the southwest of LOD-6 (the original discovery well) to avoid intersecting the previous wellbore, while also penetrating through a 'basement high' feature that is considered favorable geology for gas accumulation.

The significant events that are to occur for the drilling of the appraisal well are:

- Signing of a drill rig contract (anticipated to occur within three weeks of the Company listing on the TSXV);
- Obtaining all required permits and permissions (all required permits and permissions have been obtained, at a total cost of US\$900);
- Should the Minimum Offering be completed, the total cost of drilling including mobilization, site works, consumables, personnel and testing is estimated to be \$831,000; and
- Should the Maximum Offering be completed, the total cost of drilling including mobilization, site works, consumables, personnel and testing is estimated to be \$3,350,000.

The appraisal well is anticipated to take three weeks to complete, and drilling is scheduled to begin in September 2023. Additional well testing (given the completion of the Maximum Offering only) is anticipated to take an additional 2 weeks to complete.

Acquisition of Additional Tenure in Minnesota – The Topaz Project

The Company intends to continue selectively pursuing strategic additional tenure in the vicinity of the Topaz Project. The additional tenure is likely to be via application for un-licensed mineral rights held by private industry, the Federal Government, and the State of Minnesota. Within four months following the Closing Date, the Company proposes to undertake a passive seismic survey and water-bore gas sampling as tools to identifying new mineral rights of particular interest. The Company expects that the additional tenure will be a key component of its growth strategy for the foreseeable future and that any applications it completes in 2023 will be funded from the proceeds of the Offering.

The significant events that are to occur for the acquisition of additional tenure in Minnesota are the lodging of applicable applications and/or submissions of interest to the various government and private industry stakeholders. Applications have already been lodged with the State of Minnesota – the Company paid an application fee of US\$100, and the timeframe for approval/grant is unspecified. Applications have also been lodged with the US Federal Government – the Company has not yet paid an application fee, and this fee is anticipated to be US\$5 per acre, being approximately US\$65,000 (or approximately CAD\$84,000), and the timeframe for approval/grant is unspecified. Submissions of interest have also been lodged with private industry - there are no applications fees, but a currently unknown fee may be payable on approval/grant, and the timeframe for approval/grant is un-specified.

Conduct geophysical and geochemical activities at the Tunu Project

The Company intends to acquire additional data at the Tunu Project in the form of gas geochemistry and geophysics. There are multiple un-tested hot springs within the project area that provide a favourable sample medium for gases from depth, emanating at surface. The samples are proposed to be collected in canisters and then sent to a laboratory for analysis with the intention of broadening the area of interest for primary helium migration. Contemporaneously, a passive seismic survey is proposed where seismic nodes are distributed in the field and left to acquire data over a period of approximately one month. The proposed survey location Norrefjord, where hot springs were sampled in 2022, exhibiting active helium migration along faults.

The Company has had negative operating cash flow since the Company's inception, and the Company anticipates that it will have negative operating cash flow for the foreseeable future. The net proceeds of the Offering will be used to fund the Company's operations in future periods.

While the Company intends to spend its current working capital and the net proceeds of the Offering as stated above, there may be circumstances where, for sound business reasons, a re-allocation of funds may be necessary or advisable.

The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under the heading "*Risk Factors*".

DIVIDENDS OR DISTRIBUTIONS

The Company has not paid dividends since its incorporation. While there are no restrictions in the Company's articles or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has limited cash flow and anticipates using all available cash resources to fund working capital and grow its business. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's Annual Financial Statements and Annual MD&A are included as schedules to this Prospectus as Schedule "C" and Schedule "D" respectively. The Company's Interim Financial Statements and Interim MD&A are included as schedules to this Prospectus as Schedule "E" and Schedule "F" respectively. The Skyfire Financial Statements and the Skyfire MD&A are attached to this Prospectus as Schedule "G" and Schedule "H", respectively.

The Financial Statements and the Skyfire Financial Statements and the financial data derived therefrom and included in this Prospectus have been prepared in accordance with IFRS.

The Company's MD&A included herein should be read in conjunction with the Financial Statements and the disclosure contained in this Prospectus. The Skyfire MD&A included herein should be read in conjunction with the Skyfire Financial Statements and the disclosure contained in this Prospectus.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Company's authorized capital consists of an unlimited number of Shares, of which 63,344,430 Shares are issued and outstanding as at the date of this Prospectus. Holders of the Shares are entitled to one vote per share at all meetings of the holders of common shares of the Company and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Shares, to participate rateably in any distribution of the Company's property or assets upon liquidation or wind-up.

For a description of Corporate Finance Shares being distributed under the Offering, see "*Plan of Distribution*".

Warrants

The Company has not issued any warrants and there are no warrants outstanding as at the date of this Prospectus. For a description of the Warrants being distributed under the Offering, see "*The Offering – Warrants*".

For a description of Compensation Warrants and of Corporate Finance Warrants being distributed under the Offering, see "*Plan of Distribution*".

CONSOLIDATED CAPITALIZATION

The following tables provide information about capitalization as of March 31, 2023:

Description of security	Number authorized to be issued	Amount outstanding as of March 31, 2023	Amount outstanding as of the date of this Prospectus
Shares	Unlimited	50,085,628	63,344,430 ⁽¹⁾
Warrants	N/A	Nil	Nil

Notes:

- (1) Includes 4,787,111 Shares issued on April 17, 2023 by the automatic exercise of 4,787,111 Special Warrants issued on December 15, 2022; 5,540,026 Shares issued on April 24, 2023 by the automatic exercise of 5,540,026 Special Warrants issued on December 22, 2022; and 2,931,665 Shares issued on May 15, 2023 by the automatic exercise of 2,931,665 Special Warrants issued on January 13, 2023. See "Prior Sales".

As at the date of this Prospectus, and after giving effect to the intended issuance of securities under the Offering, it is anticipated that the capitalization of the Company will be as follows:

Description of Security	Assuming Minimum Offering	Assuming Maximum Offering
Shares	73,844,430 ⁽¹⁾	86,844,430 ⁽²⁾
Warrant	11,200,000 ⁽³⁾	25,110,000 ⁽⁴⁾
Special Warrants	Nil	Nil

Notes:

- (1) Includes Shares issued pursuant to the Minimum Offering and the Corporate Finance Shares. Does not include the 700,000 Compensation Warrants to be granted assuming completion the Minimum Offering (assuming no President's List Warrants), 10,000,000 Warrants to be issued assuming the Minimum Offering, and 500,000 Corporate Finance Warrants. Assuming exercise of the aforementioned Warrants, Compensation Warrants and the Corporate Finance Warrants in full, an additional 10,000,000 Warrant Shares, 700,000 Compensation Warrant Shares and 500,000 Corporate Finance Warrant Shares, respectively, would be issued, resulting in an aggregate of 85,044,430 Shares outstanding after giving effect to the intended issuance of securities under the Minimum Offering.
- (2) Includes Shares issued pursuant to the Maximum Offering (assuming full exercise of the Agent's Option) and the Corporate Finance Shares. Does not include the 1,610,000 Compensation Warrants to be granted assuming completion the Maximum Offering (assuming no President's List Warrants and full exercise of the Agent's Option), 23,000,000 Warrants to be issued assuming the Maximum Offering and full exercise of the Agent's Option and 500,000 Corporate Finance Warrants. Assuming exercise of the aforementioned Warrants, Compensation Warrants and the Corporate Finance Warrants in full, an additional 23,000,000 Warrant Shares, 1,610,000 Compensation Warrant Shares and 500,000 Corporate Finance Warrant Shares, respectively, would be issued, resulting in an aggregate of 111,954,430 Shares outstanding after giving effect to the intended issuance of securities under the Maximum Offering.
- (3) Reflects Warrants to be issued pursuant to the Minimum Offering and the Compensation Warrants (assuming no President's List Warrants) and the Corporate Finance Warrants.
- (4) Reflects Warrants to be issued pursuant to the Maximum Offering and the Compensation Warrants (assuming no President's List Warrants and full exercise of the Agent's Option) and the Corporate Finance Warrants.

OPTIONS TO PURCHASE SECURITIES

Options under the Stock Option Plan

As of the date of this Prospectus, the Company has no Options outstanding under the Stock Option Plan.

Stock Option Plan

The Board has adopted a stock option plan (the "**Stock Option Plan**") whereby the maximum number of Shares that may be reserved for issuance under outstanding stock options is 10% of the Company's issued and outstanding Shares on a non-diluted basis, as constituted on the date of any grant of options under the Stock Option Plan.

The purpose of the Stock Option Plan is to, among other things: (i) provide the Company with a mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and its subsidiaries; (ii) reward directors, officers, employees and consultants that have been granted a stock option under the Stock Option Plan (each, an "**Option**") for their contributions toward the long-term goals and success of the Company; and (iii) enable and encourage such directors, officers, employees and consultants to acquire Shares as long-term investments and proprietary interests in the Company.

Eligibility

The Stock Option Plan allows the Company to grant Options to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and its subsidiaries (collectively, the "**Option Plan Participants**").

Limits on Participation

The Stock Option Plan provides for the following limits on grants, for so long as the Company is subject to the requirements of the TSXV, unless disinterested shareholder approval is obtained or unless permitted otherwise pursuant to the policies of the TSXV:

- (a) the maximum number of Shares that may be issued to any one Option Plan Participant (and where permitted pursuant to the policies of the TSXV, any company that is wholly-owned by the Option Plan Participant) under the Stock Option Plan, together with any other security based compensation arrangements, within a 12-month period, may not exceed 5% of the issued Shares calculated on the date of grant;
- (b) the maximum number of Shares that may be issued to insiders collectively under the Stock Option Plan, together with any other security based compensation arrangements, within a 12-month period, may not exceed 10% of the issued Shares calculated on the date of grant; and
- (c) the maximum number of Shares that may be issued to insiders collectively under the Stock Option Plan, together with any other security based compensation arrangements, may not exceed 10% of the issued Shares at any time.

For so long as such limitation is required by the TSXV, the maximum number of Options which may be granted within any 12-month period to Option Plan Participants who perform investor relations activities must not exceed 2% of the issued and outstanding Shares, and such Options must vest in stages over 12 months with no more than 25% vesting in any three month period. In addition, the maximum number of Shares that may be granted to any one consultant under the Stock Option Plan, together with any other security based compensation arrangements, within a 12-month period, may not exceed 2% of the issued Shares calculated on the date of grant.

Administration

The plan administrator of the Stock Option Plan (the "**Option Plan Administrator**") is the Board or a committee of the Board, if delegated. The Option Plan Administrator, among other things, determines which directors, officers, employees or consultants are eligible to receive Options under the Stock Option Plan; determines conditions under which Options may be granted, vested or exercised, including the expiry date, exercise price and vesting schedule of the Options; establishes the form of option certificate ("**Option Certificate**"); interprets the Stock Option Plan; and makes all other determinations and take all other actions necessary or advisable for the implementation and administration of the Stock Option Plan.

Exercise of Options

Options shall be exercisable as determined by the Option Plan Administrator at the time of grant, provided that no Option shall have a term exceeding 10 years so long as the Shares are listed on the TSXV.

Subject to all applicable regulatory rules, the vesting schedule for an Option, if any, shall be determined by the Option Plan Administrator. The Option Plan Administrator may elect, at any time, to accelerate the vesting schedule of an Option, and such acceleration will not be considered an amendment to such Option and will not require the consent of the Option Plan Participant in question. However, no acceleration to the vesting schedule of an Option granted to an Option Plan Participant performing investor relations services may be made without prior acceptance of the TSXV.

The exercise price of an Option shall be determined by the Option Plan Administrator and cannot be lower than the greater of: (i) the minimum price required by the TSXV; and (ii) the market value of the Shares on the applicable grant date.

An Option Plan Participant may exercise the Options in whole or in part through any one of the following forms of consideration, subject to applicable laws, prior to the expiry date of such Options, as determined by the Option Plan Administrator:

- the Option Plan Participant may send a wire transfer, certified cheque or bank draft payable to the Company in an amount equal to the aggregate exercise price of the Shares being purchased pursuant to the exercise of the Options;
- subject to approval from the Option Plan Administrator and the Shares being traded on the TSXV, a brokerage firm may be engaged to loan money to the Option Plan Participant in order for the Option Plan Participant to exercise the Options to acquire the Shares, subsequent to which the brokerage firm shall sell a sufficient number of Shares to cover the exercise price of such Options to satisfy the loan. The brokerage firm shall receive an equivalent number of Shares from the exercise of the Options, and the Option Plan Participant shall receive the balance of the Company Shares or cash proceeds from the balance of such Shares; and
- subject to approval from the Option Plan Administrator and the Shares being traded on the TSXV, consideration may be paid by reducing the number of Shares otherwise issuable under the Options, in lieu of a cash payment to the Company, an Option Plan Participant, excluding those providing investor relations services, only receives the number of Shares that is equal to the quotient obtained by dividing: (i) the product of the number of Options being exercised multiplied by the difference between the volume-weighted average trading price of the Shares and the exercise price of the Options, by (ii) the volume-weighted average trading price of the Shares. The number of Shares delivered to the Option Plan Participant may be further reduced to satisfy applicable tax withholding obligations. The number of Options exercised, surrendered or converted, and not the

number of Shares issued by the Company, must be included in calculating the number of Shares issuable under the Stock Option Plan and the limits on participation.

If an exercise date for an Option occurs during a trading black-out period imposed by the Company to restrict trades in its securities, then, notwithstanding any other provision of the Stock Option Plan, the Option shall be exercised no more than ten business days after the trading black-out period is lifted by the Company, subject to certain exceptions.

Termination of Employment or Services and Change in Control

The following describes the impact of certain events that may, unless otherwise determined by the Option Plan Administrator or as set forth in the Option Certificate, lead to the early expiry of Options granted under the Stock Option Plan.

Termination by the Company for cause:	Forfeiture of all unvested Options. The Option Plan Administrator may determine that all vested Options shall be forfeited, failing which all vested Options shall be exercised in accordance with the Stock Option Plan.
Voluntary resignation of an Option Plan Participant:	Forfeiture of all unvested Options. Exercise of vested Options in accordance with the Stock Option Plan.
Termination by the Company other than for cause:	Acceleration of vesting of a portion of unvested Options in accordance with a prescribed formula as set out in the Stock Option Plan ⁽¹⁾ . Forfeiture of the remaining unvested Options. Exercise of vested Options in accordance with the Stock Option Plan.
Death or disability of an Option Plan Participant:	Acceleration of vesting of all unvested Options ⁽¹⁾ . Exercise of vested Options in accordance with the Stock Option Plan.
Termination or voluntary resignation for good reason within 12 months of a change in control:	Acceleration of vesting of all unvested Options ⁽¹⁾ . Exercise of vested Options in accordance with the Stock Option Plan.

Notes: (1) Any acceleration of vesting of unvested Options granted to an investor relations service provider is subject to the prior written approval of the TSXV.

Any Options granted to an Option Plan Participant under the Stock Option Plan shall terminate at a date no later than 12 months from the date such Option Plan Participant ceases to be an Option Plan Participant.

In the event of a triggering event, which includes a change in control, dissolution or winding-up of the Company, a material alteration of the capital structure of the Company and a disposition of substantially all of the Company's assets, the Option Plan Administrator may, without the consent of the Option Plan Participant, cause all or a portion of the Options granted to terminate upon the occurrence of such event.

Awards under the Equity Incentive Plan

As of the date of this Prospectus, the Company has no Awards outstanding under the Equity Incentive Plan.

Equity Incentive Plan

The Board has adopted an equity incentive plan (the "**Equity Incentive Plan**") pursuant to which the number of Shares that may be issued to Equity Incentive Plan Participants under the Equity Incentive Plan is a fixed number which shall equal 10% of the number of Shares outstanding as at the Listing Date, subject to adjustment as provided for in the Equity Incentive Plan.

The purpose of the Equity Incentive Plan is to, among other things: (i) provide the Company with a mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and its subsidiaries; (ii) reward directors, officers, employees and consultants that have been granted Awards under the Equity Incentive Plan for their contributions toward the long-term goals and success of the Company; and (iii) enable and encourage such directors, officers, employees and consultants to acquire shares of the Company as long-term investments and proprietary interests in the Company.

Eligibility

The Equity Incentive Plan provides flexibility to the Company to grant equity-based incentive awards in the form of restricted share units ("**RSUs**"), performance share units ("**PSUs**") and deferred share units ("**DSUs**") (collectively, the "**Awards**") to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and its subsidiaries, excluding, for so long, and to the extent, that such limitation is required pursuant to the policies of the TSXV, any investor relations service providers (collectively, the "**Equity Incentive Plan Participants**").

Number of Shares Issuable

The aggregate number of Shares that may be issued to Equity Incentive Plan Participants under the Equity Incentive Plan is a fixed number which shall equal 10% of the number of Shares outstanding as at the Listing Date, subject to adjustment as provided for in the Equity Incentive Plan.

Limits on Participation

The Equity Incentive Plan provides for the following limits on grants, for so long as the Company is subject to the requirements of the TSXV, unless disinterested shareholder approval is obtained or unless permitted otherwise pursuant to the policies of the TSXV:

- (i) the maximum number of Shares that may be issued to any one Equity Incentive Plan Participant (and where permitted pursuant to the policies of the TSXV, any company that is wholly-owned by the Equity Incentive Plan Participant) under the Equity Incentive Plan, together with any other security based compensation arrangements, within a 12-month period, may not exceed 5% of the issued Shares calculated on the date of grant;
- (ii) the maximum number of Shares that may be issued to insiders collectively under the Equity Incentive Plan, together with any other security based compensation arrangements, within a 12-month period, may not exceed 10% of the issued Shares calculated on the date of grant; and

- (iii) the maximum number of Shares that may be issued to insiders collectively under the Equity Incentive Plan, together with any other security based compensation arrangements, may not exceed 10% of the issued Shares at any time.

For so long as such limitation is required by the TSXV, the maximum number of Shares that may be granted to any one consultant under the Equity Incentive Plan, together with any other security based compensation arrangements, within a 12-month period, may not exceed 2% of the issued Shares calculated on the date of grant.

Administration

The plan administrator of the Equity Incentive Plan (the "**Equity Incentive Plan Administrator**") will be the Board or a committee of the Board, if delegated. The Equity Incentive Plan Administrator will, among other things, determine which directors, officers, employees or consultants are eligible to receive Awards under the Equity Incentive Plan; determine any vesting provisions or other restrictions on Awards, subject to the requirements of the policies of the TSXV; determine conditions under which Awards may be granted, vested or settled, including establishing performance goals, subject to the requirements of the TSXV; establish the form of Award agreement ("**Award Agreement**"); interpret the Equity Incentive Plan; and make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Equity Incentive Plan.

Subject to any required regulatory or shareholder approvals, the Equity Incentive Plan Administrator may also, from time to time, without notice to or without approval of the shareholders or the Equity Incentive Plan Participants, amend, modify, change, suspend or terminate the Awards granted pursuant thereto as it, in its discretion, determines appropriate, provided that no such amendment, modification, change, suspension or termination of the Equity Incentive Plan or any Award granted pursuant thereto may materially impair any rights of an Equity Incentive Plan Participant or materially increase any obligations of an Equity Incentive Plan Participant under the Equity Incentive Plan without the consent of such Equity Incentive Plan Participant, unless the Equity Incentive Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable securities laws or stock exchange requirements or as otherwise permitted pursuant to the Equity Incentive Plan.

All of the Awards are subject to the conditions, limitations, restrictions, vesting, settlement and forfeiture provisions determined by the Equity Incentive Plan Administrator, in its sole discretion, subject to such limitations provided in the Equity Incentive Plan and the policies of the TSXV, and will be evidenced by an Award Agreement. In addition, subject to the limitations provided in the Equity Incentive Plan and in accordance with applicable laws and the policies of the TSXV, the Equity Incentive Plan Administrator may accelerate the vesting or payment of Awards, cancel or modify outstanding Awards and waive any condition imposed with respect to Awards or Shares issued pursuant to Awards.

Subject to the terms and conditions of the Equity Incentive Plan, the Plan Administrator, may, in its discretion, credit outstanding Share Units and DSUs with dividend equivalents in the form of additional Share Units and DSUs, respectively, as of each dividend payment date in respect of which normal cash dividends are paid on Shares. Dividend equivalents credited to an Equity Incentive Plan Participant's accounts shall vest in proportion to the Share Units and DSUs to which they relate, and shall be settled in accordance with terms of the Equity Incentive Plan. Where the issuance of Shares pursuant to the settlement of dividend equivalents will result in the Company having insufficient Shares available for issuance or would result in the Company breaching its limits on grants of Awards, as set out above, the Company shall settle such dividend equivalents in cash.

Settlement of Vested Share Units

The Equity Incentive Plan provides for the grant of RSUs. A RSU is a unit equivalent in value to a Share which entitles the holder to receive one Share, or cash, or a combination thereof for each vested RSU. RSUs shall, unless otherwise determined by the Equity Incentive Plan Administrator, and as specifically set out in the Award Agreement, vest, if at all, following a period of continuous employment of the Equity Incentive Plan Participant with the Company or a subsidiary of the Corporation.

The Equity Incentive Plan also provides for the grant of PSUs (each, a "PSU", together with RSUs, the "**Share Units**"), which entitles the holder to receive one Share, or cash, or a combination thereof, for each vested PSU. PSUs shall, unless otherwise determined by the Equity Incentive Plan Administrator, and as specifically set out in the Award Agreement, vest, if at all, subject to the attainment of certain performance goals and satisfaction of such other conditions to vesting, if any, as may be determined by the Equity Incentive Plan Administrator and in compliance with the policies of the TSXV.

Except where an Equity Incentive Plan Participant dies or ceases to be an Equity Incentive Plan Participant due to a change in control of the Company, no Share Unit shall vest prior to the first anniversary of its date of grant. Upon settlement of the Share Units, which shall be within 60 days of the date that the applicable vesting criteria are met, deemed to have been met or waived, and in any event no later than three years following the end of the year in respect of which the Share Units are granted, holders of the Share Units will receive any, or a combination of, the following (as determined solely at the discretion of the Equity Incentive Plan Administrator):

- (i) one fully paid and non-assessable Share issued from treasury in respect of each vested Share Unit; or
- (ii) a cash payment, which shall be determined by multiplying the number of Share Units redeemed for cash by the market value of a Share (calculated with reference to the five-day volume weighted average trading price) (the "**Market Price**") on the date of settlement.

If a settlement date for a Share Unit occurs during a trading black-out period imposed by the Company to restrict trades in its securities, then, notwithstanding any other provision of the Equity Incentive Plan, the Share Unit shall be settled no more than ten business days after the trading black-out period is lifted by the Company, subject to certain exceptions.

Settlement of Vested DSUs

The Equity Incentive Plan also provides for the grant of DSUs. A DSU is a unit equivalent in value to a Share which entitles the holder to receive one Share, or cash, or a combination thereof, for each vested DSU on a future date following the Equity Incentive Plan Participant's separation of services from the Company or its subsidiaries. Except where an Equity Incentive Plan Participant dies or ceases to be an Equity Incentive Plan Participant due to a change in control of the Company and as set out below, no DSU shall vest prior to the first anniversary of its date of grant. Upon settlement of the DSUs, which shall be no earlier than the date of the Equity Incentive Plan Participant's termination of services to the Company or its subsidiaries and no later than one year after such date, holders of DSUs will receive any or a combination of the following (as determined solely at the discretion of the Equity Incentive Plan Administrator):

- (i) one fully paid and non-assessable Share issued from treasury in respect of each vested DSU; or

- (ii) a cash payment, determined by multiplying the number of DSUs redeemed for cash by the Market Price of a Share on the date of settlement.

In addition to grants made by the Equity Incentive Plan Administrator to all Equity Incentive Plan Participants, directors of the Company may elect, subject to acceptance by the Company, in whole or in part, of such election, to receive any portion of their director's fees to be payable in DSUs.

If a settlement date for a DSU occurs during a trading black-out period imposed by the Company to restrict trades in its securities, then, notwithstanding any other provision of the Equity Incentive Plan, the DSU shall be settled no more than ten business days after the trading black-out period is lifted by the Company, subject to certain exceptions.

Termination of Employment or Services and Change in Control

The following describes the impact of certain events that may, unless otherwise determined by the Equity Incentive Plan Administrator or as set forth in an Award Agreement, lead to the early expiry of Awards granted under the Equity Incentive Plan.

Termination by the Company for cause:	Forfeiture of all unvested Awards. The Plan Administrator may determine that all vested Awards shall be forfeited, failing which all vested Awards shall be settled in accordance with the Equity Incentive Plan.
Voluntary resignation of an Equity Incentive Plan Participant:	Forfeiture of all unvested Awards. Settlement of all vested Awards in accordance with the Equity Incentive Plan.
Termination by the Company other than for cause:	Acceleration of vesting of a portion of unvested Awards in accordance with a prescribed formula as set out in the Equity Incentive Plan, subject to the policies of the TSXV. Forfeiture of the remaining unvested Awards. Settlement of all vested Awards in accordance with the Equity Incentive Plan.
Death or disability of an Equity Incentive Plan Participant:	Acceleration of vesting of all unvested Awards. Settlement of all vested Awards in accordance with the Equity Incentive Plan.
Termination or voluntary resignation for good reason within 12 months of a change in control:	Acceleration of vesting of all unvested Awards. Settlement of all vested Awards in accordance with the Equity Incentive Plan.

Any Awards granted to an Equity Incentive Plan Participant under the Equity Incentive Plan shall terminate at a date no later than 12 months from the date such Equity Incentive Plan Participant ceases to be an Equity Incentive Plan Participant.

In the event of a triggering event, which includes a change in control, dissolution or winding-up of the Company, a material alteration of the capital structure of the Company and a disposition of substantially all of the Company's assets, the Plan Administrator may, without the consent of the Equity Incentive Plan Participant, cause all or a portion of the Awards granted to terminate upon the occurrence of such event, subject to any necessary approvals.

PRIOR SALES

Since the date of its incorporation on June 30, 2022, the Company has issued (other than pursuant to the Offering) the following securities:

Date of Issue	Type of Securities	Number of Securities	Issue or Exercise Price per Security
June 30, 2022	Shares	100	Issue Price: \$0.01 ⁽¹⁾
August 23, 2022	Shares	16,666,667 ⁽²⁾	Deemed Issue Price: \$0.0001
August 23, 2022	Shares	33,333,333 ⁽³⁾	Deemed Issue Price: \$0.0001
December 15, 2022	Special Warrants	4,787,111 ⁽⁴⁾	Issue Price: \$0.225
December 22, 2022	Special Warrants	5,540,026 ⁽⁵⁾	Issue Price: \$0.225
January 6, 2023	Shares	85,628 ⁽⁶⁾	Deemed Issue Price: \$0.225
January 13, 2023	Special Warrants	2,931,665 ⁽⁷⁾	Issue Price: \$0.225
April 17, 2023	Shares	4,787,111 ⁽⁸⁾	Deemed Issue Price: \$0.225
April 24, 2023	Shares	5,540,026 ⁽⁹⁾	Deemed Issue Price: \$0.225
May 15, 2023	Shares	2,931,665 ⁽¹⁰⁾	Deemed Issue Price: \$0.225

Notes:

- (1) These Shares were issued to Thomas Abraham-James, the President, CEO and a director of the Company. These Shares were cancelled on August 23, 2022.
- (2) These Shares were issued to the Former Skyfire Shareholders pursuant to the Share Exchange Agreement. See "*General Development of the Business*" above.
- (3) These Shares were issued to the Former Invenir Shareholders pursuant to the Share Exchange Agreement. See "*General Development of the Business*" above.
- (4) These Special Warrants were issued pursuant to the Special Warrant Financing and automatically converted (resulting in the cancellation of these Special Warrants) into 4,787,111 Shares on April 17, 2023. See "*General Development of the Business*" above.
- (5) These Special Warrants were issued pursuant to the Special Warrant Financing and automatically converted (resulting in the cancellation of these Special Warrants) into 5,540,026 Shares on April 24, 2023. See "*General Development of the Business*" above.
- (6) These Shares were issued in settlement of outstanding debt.
- (7) These Special Warrants were issued pursuant to the Special Warrant Financing and automatically converted (resulting in the cancellation of these Special Warrants) into 2,931,665 Shares on May 15, 2023. See "*General Development of the Business*" above.
- (8) These Shares were issued in connection with the automatic conversion of 4,787,111 Special Warrants which were issued on December 15, 2022 pursuant to the Special Warrant Financing. See "*General Development of the Business*" above.

- (9) These Shares were issued in connection with the automatic conversion of 5,540,026 Special Warrants which were issued on December 22, 2022 pursuant to the Special Warrant Financing. See "*General Development of the Business*" above.
- (10) These Shares were issued in connection with the automatic conversion of 2,931,665 Special Warrants which were issued on January 13, 2023 pursuant to the Special Warrant Financing. See "*General Development of the Business*" above.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

In the event that the Company's Shares become listed on the TSXV, the Company anticipates that it will be classified as an "emerging issuer" as defined under NP 46-201 upon such listing. Based on the escrow classification of the Company as an emerging issuer, principals (as defined in NP 46-201) of the Company would have been required under NP 46-201 to enter into an escrow agreement whereby the principals would agree not to transfer or otherwise dispose of securities of the Company, subject to the following automatic timed releases which would apply to such securities:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	10% of the escrowed securities
6 months after the Listing Date	15% of the remaining escrowed securities
12 months after the Listing Date	15% of the remaining escrowed securities
18 months after the Listing Date	15% of the remaining escrowed securities
24 months after the Listing Date	15% of the remaining escrowed securities
30 months after the Listing Date	15% of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

However, pursuant to the Agency Agreement, the Company will agree to use commercially reasonable efforts to cause certain securityholders of the Company (the "**Escrow Holders**"), which as a group beneficially own an aggregate of 46,426,026 Shares, to enter into the Escrow Agreement with the Company and the Escrow Agent, being Computershare Investor Services Inc., pursuant to which each Escrow Holder will agree not to transfer or otherwise dispose of any securities of the Company pursuant to the following schedule:

Number of Shares	Resale Restrictions
46,426,026	No sale for 18 months from the Closing Date; 20% released every six months thereafter

Of the 46,426,026 Shares that will be subject to the Resale Restrictions stated above, 40,959,018 Shares are held by principals of the Company. The following table sets out the 40,959,018 Shares of the Company that are held by principals of the Company, and which will be subject to the Resale Restrictions stated above:

Name of Shareholder	Number of Shares subject to Resale Restriction	Percentage of Class
Thomas Abraham-James	11,203,554	17.69%
Cambrian ⁽¹⁾	11,203,554	17.69%

Geoffrey Stuart Crow	558,433	0.88%
Archean Pty Ltd as trustee for the Bluett Family Trust	9,490,243	14.98%
Campanula ⁽²⁾	2,194,052	3.46%
Frontier Resources International Inc. ⁽³⁾	6,175,849	9.75%
Golden Oak ⁽⁴⁾	133,333	0.21%
TOTAL	40,959,018	64.66%

(1) Cambrian controlled by Neil Herbert.

(2) Campanula is controlled by Phillip Larson, who is a director of Keewaydin.

(3) Frontier Resources International Inc. is controlled by Michael Keyes. See "Promoters".

(4) Ben Meyer and Dan O'Brien are the principals of Golden Oak, and Doris Meyer is the founder and a director of Golden Oak.

Pursuant to the Agency Agreement, the Company will also agree to cause certificates representing an aggregate of 3,573,974 Shares to be issued to five non-principal securityholders of the Company following the Closing Date to contain a legend restricting the transfer or disposition of such Shares pursuant to the following schedule:

Number of Shares	Resale Restrictions
3,573,974	50% released six months from the Closing Date; 50% released three months thereafter

Pursuant to the Agency Agreement, the Company will also agree to cause certificates representing an aggregate of 85,628 Shares to be issued to one non-principal securityholder of the Company following the Closing Date to contain a legend restricting the transfer or disposition of such Shares pursuant to the following schedule:

Number of Shares	Resale Restrictions
85,628	50% released two months from the Closing Date; 50% released two months thereafter

Pursuant to the Agency Agreement, the Company will also agree to cause certificates representing an aggregate of 13,258,802 Shares to be issued to 64 non-principal securityholders of the Company following the Closing Date to contain a legend restricting the transfer or disposition of such Shares pursuant to the following schedule:

Number of Shares	Resale Restrictions
13,258,802	500 Shares per securityholder released upon the Closing Date, 50% released two months after the Closing Date, and the balance released two months thereafter

Accordingly, the following aggregate number of Shares will be subject to escrow or a contractual restriction on transfer:

Designation of Class	Number of Securities Subject to Restriction	Percentage of Class
Shares	63,344,430	100%

In addition, the Company's directors and officers will agree, prior to Closing, not to sell, or agree to sell (or announce any intention not to do so), any Shares or securities exchangeable or convertible into Shares of the Company for a period of 90 days from Closing without the prior written consent of the Agent, such consent not to be unreasonably withheld. See "*Plan of Distribution*".

PRINCIPAL SHAREHOLDERS

To the knowledge of the Company's directors and officers, no persons beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to the issued and outstanding Shares (each, a "**Principal Shareholder**") other than as follows:

Name	Common Shares Beneficially Owned or Controlled	Percentage of Ownership on an Undiluted Basis⁽¹⁾	Percentage Ownership on an Undiluted Basis – Minimum Offering⁽²⁾	Percentage Ownership on an Undiluted Basis – Maximum Offering⁽³⁾	Percentage of Ownership on a Fully- diluted Basis – Minimum Offering⁽⁴⁾	Percentage of Ownership on a Fully- diluted Basis – Maximum Offering⁽⁵⁾⁽⁶⁾
Thomas Abraham-James	11,203,554	17.69%	15.98% ⁽⁹⁾	14.08% ⁽⁹⁾	14.58% ⁽⁹⁾	11.08% ⁽⁹⁾
Cambrian ⁽⁷⁾	11,203,554	17.69%	17.36% ⁽¹⁰⁾	15.29% ⁽¹⁰⁾	16.98% ⁽¹⁰⁾	12.90% ⁽¹⁰⁾
Archean Pty Ltd. as trustee for the Bluett Family Trust	9,490,243	14.98%	12.85%	11.32%	11.16%	8.48%
Frontier Resources International Inc. ⁽⁸⁾	6,175,849	9.75%	8.36%	7.37%	7.26%	5.52%

Notes:

- (1) Based on 63,344,430 issued and outstanding Shares. See "*Consolidated Capitalization*".
- (2) Based on 73,844,430 issued and outstanding Shares, assuming completion of the Minimum Offering and the issuance of the Corporate Finance Shares, the Warrants issued pursuant to the Minimum Offering, the Compensation Warrants or the Corporate Finance Warrants. See "*Consolidated Capitalization*".
- (3) Based on 83,844,430 issued and outstanding Shares, assuming completion of the Maximum Offering and the issuance of the Corporate Finance Shares and no exercise of the Agent's Option, the Warrants issued pursuant to the Maximum Offering, the Compensation Warrants or the Corporate Finance Warrants. See "*Consolidated Capitalization*".
- (4) Based on 85,044,430 issued and outstanding Shares, assuming completion of the Minimum Offering, the issuance of the Corporate Finance Shares, the Warrants issued pursuant to the Minimum Offering, the Compensation Warrants (assuming no President's List Warrants) and the Corporate Finance Warrants. See "*Consolidated Capitalization*".

- (5) Based on 111,954,430 issued and outstanding Shares, assuming completion of the Maximum Offering, the issuance of the Corporate Finance Shares and the full exercise of the Agent's Option, the Warrants issued pursuant to the Maximum Offering, the Compensation Warrants (assuming no President's List Warrants) and the Corporate Finance Warrants. See "*Consolidated Capitalization*".
- (6) All Shares are owned both of record and beneficially.
- (7) Cambrian is controlled by Neil Herbert.
- (8) Frontier Resources International Inc. is controlled by Michael Keyes. See "*Promoters*".
- (9) 600,000 Shares and 600,000 Warrants are issuable pursuant to Mr. Abraham-James' intended participation in the Offering. Prior to giving effect to the Offering, Mr. Abraham-James owns 11,203,554 Shares and no Warrants.
- (10) 1,616,667 Shares and 1,616,667 Warrants are issuable pursuant to Cambrian's intended participation in the Offering. Prior to giving effect to the Offering, Cambrian owns 11,203,554 Shares and no Warrants.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation, and Security Holdings

The directors and executive officers of the Company are listed below.

The number of Shares that are beneficially owned, directly or indirectly, or over which control or direction is exercised, by all directors and executive officers listed in the table below as a group as of the date of this Prospectus is 25,292,926 Shares representing 39.93% of the issued Shares of the Company.

It is intended that (i) Thomas Abraham-James will participate in the Offering to acquire 600,000 Units; (ii) Cambrian (which is controlled by Neil Herbert) will participate in the Offering to acquire 1,616,667 Units; (iii) Golden Oak will participate in the Offering to acquire 40,000 Units, and (iv) GO2 Corporate Services Ltd. (which is controlled by Doris Meyer) will participate in the Offering to acquire 100,000 Units.

It is anticipated that, as of the completion of the Offering, the number of Shares that will be beneficially owned, directly or indirectly, or over which control or direction will be exercised, by all directors and executive officers listed in the table below as a group will be: (i) in the case of the Minimum Offering, 27,649,593 Shares representing 37.70% of the issued Shares of the Company; and (ii) in the case of the Maximum Offering, 27,649,593 Shares representing 33.18% of the issued Shares of the Company.

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the executive officers expires at the discretion of the Board.

Name, Province or State, Country of Residence, Position(s) with the Company	Principal Occupation for Last Five Years	Period as a Director of the Company
Thomas Abraham-James Lisbon, Portugal <i>President, CEO and Director of the Company</i>	Managing director and founder of Helium One Global Ltd., a Tanzanian focused helium explorer, from September 2015 to April 2019. Non-executive director of Conico Ltd., a Greenland focused mineral explorer, from June 2022 to January 2023, and director of its subsidiary, Longland Resources Ltd., from November 2016 to January 2023. Founder and director of the Company and its subsidiaries (Invenir, Keewaydin and Skyfire).	Since June 30, 2022

Name, Province or State, Country of Residence, Position(s) with the Company	Principal Occupation for Last Five Years	Period as a Director of the Company
Neil Herbert⁽¹⁾ Lisbon, Portugal <i>Executive Chair of the Company</i>	An entrepreneur and investor working in critical minerals sector. Chairman of ASX and London listed Atlantic Lithium limited, a Ghanian focused lithium developer, since March 2015, and formerly Chairman of Helium One Global Limited, a Tanzanian focused helium explorer since October 2015 until July 2020.	Since November 17, 2022
Dan O'Brien British Columbia, Canada <i>CFO of the Company</i>	CFO of the Company since July 7, 2022 and CFO for a number of publicly listed exploration companies trading on the TSXV. Mr. O'Brien is the President of Golden Oak Corporate Services Ltd. (" Golden Oak ") and was previously a senior manager at a leading Canadian accounting firm where he specialized in the audit of public companies.	N/A
Doris Meyer British Columbia, Canada <i>Chief Compliance Officer of the Company</i>	Chief Compliance Officer of the Company since October 19, 2022. Founder and director of Golden Oak. Director for a number of publicly listed exploration companies trading on the TSXV.	N/A
Jón Ferrier⁽¹⁾ Hampshire, United Kingdom <i>Director of the Company</i>	CEO of Gulf Keystone Petroleum Limited from May 2015 to January 2021. Chairman at Thor's S kyr since April 2023.	Since November 17, 2022
Geoffrey Crow⁽¹⁾ New South Wales, Australia <i>Director of the Company</i>	Chairman of Lake Resources N.L. since November 2016, non-executive director of Todd River Resources Ltd. since January 2017, non-executive director of Atlantic Lithium Ltd. since January 2013, and chairman of Ricca Resources Ltd since April 2021.	Since November 17, 2022
Ben Meyer British Columbia, Canada <i>Corporate Secretary of the Company</i>	Corporate Secretary to the Company since July 7, 2022 and Corporate Secretary for a number of publicly listed exploration companies trading on the TSXV. Mr. Meyer is a principal of Golden Oak.	N/A

Name, Province or State, Country of Residence, Position(s) with the Company	Principal Occupation for Last Five Years	Period as a Director of the Company
Phillip Larson Minnesota, USA <i>Director of Keewaydin</i>	Principal at Vesterheim Geoscience since January 2015, lead geologist at Cleveland-Cliffs since December 2020.	Director of Keewaydin since August 30, 2020

Notes:

- (1) Member of the Audit and Risk Committee.

Management – Directors and Officers of the Company

Below is a brief description of each of the directors, officers, employees and contractors whose expertise is critical to the Company and its subsidiaries in providing the Company with a reasonable opportunity to achieve its stated business objectives.

Thomas Abraham-James – President, CEO and Director of the Company (Age 41)

Thomas Abraham-James is a co-founder of the Company and geologist by training and has over 17 years of experience in the mineral resource industry. He started his career with Rio Tinto at the Argyle Diamond Mine and later became the exploration manager for Platina Resources Ltd. Mr. Abraham-James co-founded Helium One Global Ltd., the first dedicated helium exploration company, where he served as CEO before founding Longland Resources Ltd. which focused on base and precious metal exploration in Greenland, where he was also CEO and has since been acquired by Conico Ltd.

His experience in mineral resources and exploration has provided him with a comprehensive understanding of corporate structure, capital raising, government liaison, licensing, exploration modeling, field surveys, and team management. Mr. Abraham-James has been involved in the development of helium exploration methodology, co-authoring numerous publications, including "The principles of helium exploration".

Mr. Abraham-James is a Fellow of the AusIMM and Competent Person for Geology (FAusIMM(CP)), Fellow of the Geological Society of London (FGSL), and Fellow of the Society for Economic Geologists (FSEG). He holds a Bachelor of Science (geology) with honors (1st class) from the Australian National University. Mr. Abraham-James' expertise in mineral resources, specifically the helium industry, makes him an asset to the Company.

As President and CEO of the Company, Mr. Abraham-James will be responsible for management of the affairs of the Company, reporting directly to the Board. Mr. Abraham-James has entered into an employment agreement with the Company, which includes certain non-disclosure and non-competition provisions. Mr. Abraham-James intends to work full time on the affairs of the Company. See "*Executive Compensation – Employment, consulting and Management Agreements*".

Neil Herbert – Executive Chair and Director of the Company (Age 57)

Neil Herbert is a businessman with over 30 years of experience in finance. He is a Fellow of the Association of Chartered Certified Accountants and holds a Joint Honours Degree in Economics and Economic History from the University of Leicester. Mr. Herbert has been involved in advancing natural resource companies

to development or acquisition, both as an executive and an investor.

Mr. Herbert's career includes his role as Co-Chairman and Managing Director of AIM quoted Polo Resources Limited until May 2013. During his tenure, he managed numerous acquisitions, disposals, stock market listings, and fundraisings. He was also Finance Director of start-up uranium company UraMin Inc. from 2005, during which he worked to float the company on AIM and the Toronto Stock Exchange, raise c.US\$400 million in equity financing, and negotiate the sale of the group for US\$2.5 billion in 2007.

Mr. Herbert is the former Chairman of both AIM listed Helium One Global Ltd and Premier African Minerals Ltd. He is currently Executive of Atlantic Lithium Ltd and a Director of Pasofino Gold Ltd and Firering Strategic Minerals Plc. In addition, Mr. Herbert has previously held several other board positions, including Galahad Gold Plc, Kalahari Diamonds Resources Plc, International Molybdenum Ltd, as well as executive roles with Antofagasta Plc and Brancote Holdings Plc.

As Chair of the Board, Mr. Herbert will be responsible for the management, the development and the effective performance of the Board, and will provide leadership to the Board for all aspects of the Board's work. Mr. Herbert has entered into a consulting agreement with the Company, which includes certain non-disclosure and non-competition provisions. Mr. Herbert intends to work part time on the affairs of the Company. Mr. Herbert is a member of the Company's Audit and Risk Committee. Mr. Herbert is an independent contractor of the Company. See "*Executive Compensation – Employment, Consulting and Management Agreements*".

Dan O'Brien – CFO of the Company (Age 54)

Mr. O'Brien is a member of the Institute of Chartered Professional Accountants of British Columbia. Mr. O'Brien is the President of Golden Oak and he is also CFO for a number of private and publicly listed exploration companies trading on the TSXV. Mr. O'Brien was previously a senior manager at a leading Canadian accounting firm where he specialized in the audit of public companies in the mining and resource sector.

Mr. O'Brien provides services to the Company typical of that associated with his position as CFO to a publicly traded company engaged in a business similar to the Company's business and intends to devote approximately 25% of his working time to the affairs of the Company or as much as is required to fulfill his responsibilities as CFO. Golden Oak, of which Mr. O'Brien is a principal of, has entered into consulting agreement made as of January 1, 2023 (the "**Golden Oak Agreement**") pursuant to which, among other things, Mr. O'Brien provides the services of CFO to the Company, which agreement contains certain non-disclosure provisions. Mr. O'Brien is an independent contractor of the Company. See "*Executive Compensation – Employment, Consulting and Management Agreements*".

Doris Meyer – Chief Compliance Officer of the Company (Age 71)

Ms. Meyer gained her early experience in the mining industry as Vice President Finance of Queenstake Resources Ltd. from 1985 to 2003. Ms. Meyer launched her private Company, Golden Oak, in October 1996 with Queenstake Resources Ltd. as her first client. Since then, Golden Oak has provided publicly traded mineral exploration companies with administrative, financial reporting and corporate compliance services. She is a director of Golden Oak and is also a director for a number of publicly listed exploration companies trading on the TSXV. Ms. Meyer is a past member of the Institute of Chartered Professional Accountants of British Columbia.

Ms. Meyer provides services to the Company typical of that associated with her position as Chief Compliance Officer to a publicly traded company engaged in a business similar to the Company's business

and intends to devote approximately 25% of her working time to the affairs of the Company or as much as is required to fulfill her responsibilities as Chief Compliance Officer. Golden Oak and the Company have entered into the Golden Oak Agreement pursuant to which, among other things, Ms. Meyer provides the services of Chief Compliance Officer to the Company, which agreement contains certain non-disclosure provisions. Ms. Meyer is an independent contractor of the Company. See "*Executive Compensation – Employment, Consulting and Management Agreements*".

Jón A. Ferrier – Director of the Company (Age 65)

Jón Ferrier is a geologist by training and former CEO of Gulf Keystone Petroleum Limited, where he served until his retirement in January 2021. With over three decades of experience in the oil and gas and mining industries, Mr. Ferrier has worked in a variety of cultural settings across Europe, Africa, Russia, U.S.A., Australia, and South America.

Mr. Ferrier received a BSc in Geology from the University of Wales Aberystwyth in 1979, followed by an MSc in Mineral Exploration from the Royal School of Mines, Imperial College, London in 1983. Before joining Gulf Keystone Petroleum Limited, Mr. Ferrier was Senior Vice President of Business Development, Strategy & Commercial at Maersk Oil in Copenhagen, where he successfully led the delivery of complex projects on time and within budget in the Middle East. Mr. Ferrier has international experience across technical, commercial, and a variety of managerial and leadership positions.

Mr. Ferrier's industry experience was gained with Anglo American plc, ConocoPhillips, Paladin Resources plc, and Petro-Canada/Suncor, in a number of regions. Mr. Ferrier has undertaken executive programmes at IMD, Ivey, Thunderbird and Harvard.

Mr. Ferrier is the Chair of the Company's Audit and Risk Committee. Mr. Ferrier has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Ferrier will devote the time necessary to perform the work required in connection with acting as a director of the Company. Mr. Ferrier is an independent contractor of the Company.

Geoffrey Crow – Director of the Company (Age 63)

Geoffrey Crow is a financial services professional with a passion for helping emerging listed companies attract investors and capital with over 35 years of experience in the natural resources sector. His involvement in the natural resource sector has spanned investment, fundraising, and board responsibilities, giving him a comprehensive understanding of the industry.

Currently, Mr. Crow serves as a director of three listed companies with projects across Australia, Africa, and South America. He is committed to following the growth in renewable energy storage EV's and the technology and minerals involved in these rapidly emerging and disruptive markets. As batteries and grid-scale storage change the way we live, Geoffrey is closely following these trends and interested in connecting with anyone else with similar interests and opportunities in this space. Mr. Crow's expertise and experience have led him to serve as a non-executive director of the Company, chairman of Lake Resources N.L., non-executive director of Todd River Resources Ltd., non-executive director of Atlantic Lithium Ltd., and chairman of Ricca Resources Ltd.

Mr. Crow is a member of the Company's Audit and Risk Committee. Mr. Crow has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Crow will devote the time necessary to perform the work required in connection with acting as a director of the Company. Mr. Crow is an independent contractor of the Company.

Ben Meyer – Corporate Secretary of the Company (Age 37)

Mr. Meyer is a member of the British Columbia Paralegal Association. Mr. Meyer is the Vice-President of Golden Oak. Mr. Meyer has over 12 years of experience in the industry and acts as Corporate Secretary for a number of private and publicly listed mineral exploration companies trading on the TSXV. He has completed the Legal Administrative Assistant and Paralegal programs at the University of the Fraser Valley with distinction.

Mr. Meyer will provide services to the Company typical of that associated with his position as Corporate Secretary to a publicly traded company engaged in a business similar to the Company's business and intends to devote approximately 25% of his working time to the affairs of the Company or as much as is required to fulfill his responsibilities as Corporate Secretary. Golden Oak, or which Mr. Meyer is a principal of, and the Company have entered into the Golden Oak Agreement pursuant to which, among other things, Mr. Meyer provides the services of Corporate Secretary to the Company, which agreement contains certain non-disclosure provisions. Mr. Meyer is an independent contractor of the Company. See "*Executive Compensation – Employment, Consulting and Management Agreements*".

Joshua Bluett – Technical Manager of the Company (Age 36)

Mr. Bluett is a geologist and has led technical teams in the development of new primary helium plays globally. He is a co-founder and Technical Manager of the Company. In 2013, he recognized the helium potential in Tanzania, and was a co-founder of Helium One Global Ltd. He has extensive technical experience in resource exploration in Australia and sub-Saharan Africa, combining geology, geophysics, and geochemistry.

In 2016, Mr. Bluett played a key role in establishing the first helium resources at the Rukwa Basin Project in Tanzania. Prior to his work with the Company and Helium One Global Ltd., he held senior geologist roles in petroleum and base metal exploration in Australia, the U.S.A., and Uganda, including at Armour Energy, where he was involved in the early definition of some of the largest unconventional hydrocarbon plays in Australia.

Mr. Bluett holds a Bachelor of Applied Science (Geoscience) from the Queensland University of Technology, Australia, and has co-authored numerous academic publications on helium geochemistry and exploration.

As Technical Manager of the Company, Mr. Bluett will be responsible for technical management of the affairs of the Company, reporting directly to the CEO. Mr. Bluett has entered into a consulting agreement with the Company, which includes certain non-disclosure and non-competition provisions. Mr. Bluett intends to work part time on the affairs of the Company. Mr. Bluett is an independent contractor of the Company.

Phillip Larson – Director of Keewaydin (Age 51)

Phillip Larson is a senior geologist who has worked in the natural resources industry throughout North America, for more than 25 years, with a strong focus on Minnesota. Mr. Larson is a co-founder of the Company, having been present at the drill rig at the time of the original helium discovery in 2011.

Mr. Larson has a Bachelor of Science degree from the University of Minnesota Duluth. He went on to earn a Master of Science in Earth Sciences from Dartmouth College, and a Doctor of Philosophy from the University of Minnesota, where he specialized in mineral exploration. He is an active member of several professional organizations in the geology and mining industries, including being a Licensed Professional

Geologist with the State of Minnesota, and Professional Geoscientist with both the Association of Professional Geoscientists of Ontario and the Northwest Territories Association of Professional Engineers and Geoscientists.

In his role as director of Keewaydin, Phillip is a northern Minnesota native and responsible for leading local engagement for the Topaz Project and ensuring compliance with local regulatory requirements.

Mr. Larson will devote the time necessary to perform the work required in connection with acting as a director of Keewaydin. Mr. Larson has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Larson is an independent contractor of the Company.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises, any director in a conflict will disclose his interest and abstain from voting on such matter at a meeting of the Board.

To the best of the Company's knowledge, and other than as disclosed in this Prospectus, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and, therefore, it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

See "*Interests of Management and Others in Material Transaction*".

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the Company's knowledge, no existing or proposed director or executive officer of the Company or promoter of the Company is, as at the date of this Prospectus, or was within 10 years before the date hereof, a director, CEO or CFO of any company, including the Company, that:

- (i) was subject to an order that was issued while the director or executive officer was acting in the capacity of a director, the CEO or the CFO thereof; or
- (ii) was subject to an order that was issued after the director or executive officer ceased to be a director, the CEO or the CFO thereof and which resulted from an event that occurred while that person was acting in such capacity.

For the purposes of the above, "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Bankruptcies

To the Company's knowledge, no existing or proposed director or executive officer of the Company or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (i) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (ii) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the Company's knowledge, no existing or proposed director or executive officer of the Company or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement with securities regulatory authority; or
- (ii) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In this section, "Named Executive Officer" means each of the following individuals:

- (a) the Company's CEO, including an individual performing functions similar to a chief executive officer;
- (b) the Company's CFO, including an individual performing functions similar to a chief financial officer;
- (c) the most highly compensated executive officer of the Company and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V - *Statement of Executive Compensation – Venture Issuers*, for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company and was not acting in a similar capacity, at the end of that financial year.

The Company's Named Executive Officers for the purposes of this section are Thomas Abraham-James (President, CEO and a director) and Dan O'Brien (CFO).

The Company was not a reporting issuer at any time during the most recently completed financial period.

Future compensation to be awarded or paid to the Company's directors and/or executive officers, including Named Executive Officers, once the Company becomes a reporting issuer is expected to consist primarily of base salary and/or consulting fees, Options, Awards and bonuses. Payments may be made from time to time to executive officers, including Named Executive Officers, or companies they control for the provision of consulting or management services.

Following the Listing Date, the Company expects to pay fees for management services pursuant to the terms of the agreements and arrangements as set forth under "*External Management Companies*" and "*Employment, Consulting and Management Agreements*" below and, subject to the discretion of the Board, to grant incentive Options and/or Awards to the Company's directors and management, including Named Executive Officers, pursuant to the Stock Option Plan and the Equity Incentive Plan, respectively. The Board will from time to time determine the Option grants to be made pursuant to the Stock Option Plan and the Award grants to be made pursuant to the Equity Incentive Plan after consultation with the Company's Audit and Risk Committee. See "*Options to Purchase Securities*". In addition, it is anticipated that the Board may award bonuses, in its sole discretion, to executive officers, including Named Executive Officers, from time to time after consultation with the Company's Audit and Risk Committee. See "*Corporate Governance Disclosure – Compensation*".

In assessing the compensation of its directors and executive officers, including the Named Executive Officers, the Company does not have in place any formal objectives, criteria or analysis. Compensation payable to executive officers and directors is currently reviewed and recommended by the Company's Audit and Risk Committee, and ultimately approved by the Board, on an annual basis. See "*Corporate Governance Disclosure – Compensation*". The Company has not established any specific performance criteria or goals to which total compensation or any significant element of total compensation to be paid to any Named Executive Officer is dependent. Named Executive Officers' performance is reviewed in light of the Company's objectives from time to time. Though the Company does not have pre-existing performance criteria, objectives or goals, it is anticipated that, once the Company becomes a reporting issuer, the Company's Audit and Risk Committee will review all compensation arrangements and policies in place and consider recommending to the Board the adoption of formal compensation guidelines.

External Management Companies

Dan O'Brien, a Named Executive Officer, is not an employee of the Company. Thomas Abraham-James, a Named Executive Officer, is an employee of the Company. See "*Employment, Consulting and Management Agreements*" below for details regarding the Golden Oak Agreement.

Stock Option Plan and Equity Incentive Plan

The Stock Option Plan and the Equity Incentive Plan are expected to be used to grant Options and Awards to Option Plan Participants and to Equity Incentive Plan Participants (including Named Executive Officers), respectively, as additional compensation and as an opportunity to participate in the success of the Company. The granting of such Options and Awards is intended to align the interests of such persons with that of the Company's shareholders.

In determining the number of Options and Awards to be granted to directors or executive officers, including the Named Executive Officers, the Board will take into account, among other things:

- the number of Options and Awards, if any, previously granted to each director or executive officer; and
- the exercise price of any outstanding Options to ensure that such grants are in accordance with

the policies of the TSXV and closely align the interests of the directors and executive officers with the interests of shareholders.

Neither the Stock Option Plan nor the Equity Incentive Plan has been approved by the shareholders of the Company. In accordance with the policies of the TSXV, after the Listing Date, the Company must obtain shareholder approval of the Stock Option Plan and, when necessary, of the Equity Incentive Plan. The Stock Option Plan must obtain shareholder approval on an annual basis at each annual general meeting of shareholders pursuant to the policies of the TSXV, as the Stock Option Plan is a "rolling up to 10%" stock option plan.

See "*Options to Purchase Securities*" for the material terms of the Stock Option Plan and of the Equity Incentive Plan.

Employment, Consulting and Management Agreements

The Company is not party to any agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or Named Executive Officer or performed by any other party but are services typically provided by a director or Named Executive Officer, other than: (i) the Golden Oak Agreement; (ii) the employment agreement dated for reference January 6, 2023 (the "**CEO Agreement**") between the Company and Thomas Abraham-James, the Company's President and CEO; (iii) and the consulting agreement dated for reference April 19, 2023 (the "**Executive Chair Agreement**") among the Company, Cambrian and Neil Herbert.

Golden Oak Agreement

Golden Oak is controlled by Dan O'Brien, the CFO of the Company, and Ben Meyer, the Corporate Secretary of the Company. The Company and Golden Oak entered into the Golden Oak Agreement made as of January 1, 2023 pursuant to which Golden Oak agreed to provide the services of Dan O'Brien, as CFO, Doris Meyer, as Chief Compliance Officer, and Ben Meyer, as Corporate Secretary, of the Company, as well as accounting and administrative staff to the Company for an annual fee of \$165,000 (the "**Annual Fee**") plus applicable taxes payable in monthly installments. Golden Oak's engagement under the Golden Oak Agreement continues for an indefinite term, with annual renewal by the Board, unless terminated in accordance with the Golden Oak Agreement. Golden Oak or its designated personnel are eligible for grants of Options under the Stock Option Plan or grants of Awards under the Equity Incentive Plan. The Company may terminate Golden Oak's engagement under the Golden Oak Agreement at any time with no notice for cause (which has the meaning commonly ascribed to it under the common law of British Columbia). The Company may terminate Golden Oak's engagement under the Golden Oak Agreement without cause by providing Golden Oak with 90 days' written notice of termination or Golden Oak shall be paid in lieu of notice, that portion of the Annual Fee in effect at the time of notice of termination for the remainder of the Company notice period. Golden Oak may terminate its engagement under the Golden Oak Agreement by providing the Company with 60 days' written notice of termination. If Golden Oak is terminated within one year of a Change of Control Event, Golden Oak shall be paid, in addition to amounts due under the Golden Oak Agreement, an amount equal to the Annual Fee. For the purposes of the Golden Oak Agreement, a Change of Control Event is deemed to have occurred when: (a) a person becomes a "control person" (as such term is defined in the *Securities Act* (British Columbia)) of the Company; or (b) a majority of the directors elected at any annual or special general meeting of the shareholders of the Company who are not individuals nominated by the Company's then incumbent board of directors; or (c) all or substantially all of the assets of the Company are transferred to a bona fide third party purchaser, which results in a significant adverse change in the conditions and status of Golden Oak's engagement under the Golden Oak Agreement, in which event Golden Oak shall have the right to terminate the Golden Oak

Agreement within 90 days of such sale and transfer; or (d) any person or group of persons acquires the ability, directly or indirectly, through one or more intermediaries, to direct or cause the direction of the management and policies of the Company through, among other things, the legal or beneficial ownership of voting securities; the right to appointment management, directors or corporate management; or contract. Dan O'Brien and Ben Meyer are employees of Golden Oak and are not paid directly by the Company. Doris Meyer is a consultant to Golden Oak and is not paid directly by the Company.

CEO Agreement

The CEO Agreement governs the terms of the employment of Thomas Abraham-James as President and CEO of the Company beginning on January 1, 2023. Pursuant to the CEO Agreement, Thomas Abraham-James is employed as the President and CEO of the Company for a base annual salary of US\$180,000 payable in semi-monthly installments for an indefinite term until terminated in accordance with the terms of CEO Agreement. Mr. Abraham-James may be entitled to earn an annual discretionary bonus at the Company's discretion and will be eligible to participate in the Company's Stock Option Plan and the Equity Incentive Plan at the sole discretion of the Board. Mr. Abraham-James must provide at least three months' advance written notice of resignation. The CEO Agreement shall be terminated, and the Company shall not be obligated to provide any advance notice of termination, pay in lieu of notice, or combination thereof, if Mr. Abraham-James is unable, for any reason, to perform his duties for a period of three consecutive months or for a cumulative period of six months during any 24 month period. The CEO Agreement may be terminated by the Company for cause (meaning just cause for dismissal as would be or is determined by a court of competent jurisdiction to amount to just cause for termination of employment at common law) at any time without notice or pay in lieu of notice. The Company may terminate the employment of Mr. Abraham without cause by providing Mr. Abraham-James an amount equal to one-half of this then current annual base salary. The Company may terminate the employment of Mr. Abraham-James upon his death by the payment of an amount equal to one-half of his then current annual base salary and an amount equal to three months of employee benefits. In the event of disability, the salary payable to Mr. Abraham-James will continue for a period of three months, at which time, if he is not able to resume his duties, the employment of Mr. Abraham-James will be terminated and no further salary will be provided. In the event that Mr. Abraham-James is terminated within one year of a Change of Control of the Company, or he resigns for any reason within 90 days of a change of control, he shall receive a minimum of his then current annual base salary as a lump sum payment within 30 days of the date of termination or resignation. For the purposes of the CEO Agreement, a Change of Control means the occurrence of one or more of the following events: (a) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Company or any of its affiliates and another corporation or entity, as a result of which the holders of common shares prior to the completion of the transaction hold less than 50% of the outstanding shares of the successor corporation after completion of the transaction; or (b) the sale, lease, exchange or other disposition, in a single transaction or a series of related transactions, of assets, rights or properties of the Company and/or any of its affiliates of substantially all of the assets, rights and properties of the Company and its affiliates on a consolidated basis to any other person or entity, other than a disposition to a wholly-owned affiliate in the course of a reorganization of the assets of the Company and its affiliates; or (c) a resolution is adopted to wind-up, dissolve or liquidate the Company; or (d) any person, entity or group of persons or entities acting jointly or in concert (an **"Acquiror"**) acquires control of voting securities of the Company which, when added to the voting securities of the Company owned by the Acquiror, would entitle the Acquiror and/or associates or affiliates of the Acquiror to cast 40% or more of the votes attached to all of the Company's outstanding voting securities which may be cast to elect directors of the Company; or (e) as a result of or in connection with: (i) a contested election of directors, or (ii) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving the Company or any of its affiliates and another corporation or other entity, the nominees named in the most recent information circular of the Company for election to the Board shall not constitute a majority of the Board; or (f) the Board adopts a resolution to the effect that a Change of Control has occurred or is imminent.

Executive Chair Agreement

The Executive Chair Agreement governs the terms of the engagement of Neil Herbert as Executive Chair of the Company beginning on January 1, 2023. Pursuant to the terms of the Executive Chair Agreement, Cambrian has agreed to cause Neil Herbert to be appointed to the office of Executive Chair of the Company or to an office of the Company's subsidiaries for an indefinite term until the Executive Chair Agreement is terminated in accordance with its terms. Pursuant to the Executive Chair Agreement, Cambrian shall receive an annual fee of CAD\$60,000 payable in monthly installments, which shall be paid in Shares. The number of Shares to be issued in payment for the fee will be calculated by dividing the fee expressed in Canadian dollars by the volume weighted average price of the Shares on the TSXV for the five trading days immediately preceding the date of issuance. The deemed value of the Shares to be issued is to be determined after the date the services are provided to the Company and must not be less, per Share, than the Discounted Market Price (as defined in the policies of the TSXV) on the date of such determination. No Shares or cash fees in lieu of Shares have been paid to Cambrian pursuant to the Executive Chair Agreement as at the date hereof. Cambrian can terminate its engagement under the Executive Chair Agreement by providing the Company with at least three months' advance written notice. The Company can terminate the Executive Chair Agreement at any time for cause (meaning just cause for dismissal as would be or is determined by a court of competent jurisdiction to amount to just cause for termination of engagement of Cambrian at common law) without notice or pay in lieu of notice. The Executive Chair Agreement shall be terminated, and the Company shall not be obligated to provide any advance notice of termination, pay in lieu of notice, or combination thereof, if Cambrian is unable, for any reason, to perform its duties for a period of three consecutive months or for a cumulative period of six months during any 24 month period. The Company may terminate the engagement of Cambrian without cause by providing Cambrian an amount equal to one-half of the then current annual base fee. The Company may terminate the engagement of Cambrian upon Neil Herbert's death by the payment of an amount equal to one-half of the then current annual base fee. In the event of disability, the fee payable to Cambrian will continue for a period of three months, at which time, if Neil Herbert is not able to resume his duties, the engagement of Cambrian will be terminated and no further fee will be provided. In the event that Cambrian is terminated within one year of a Change of Control of the Company, or Cambrian resigns for any reason within 90 days of a change of control, Cambrian shall receive a minimum of the then current annual base fee as a lump sum payment within 30 days of the date of termination or resignation. For the purposes of the Executive Chair Agreement, a Change of Control means the occurrence of one or more of the following events: (a) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Company or any of its affiliates and another corporation or entity, as a result of which the holders of common shares prior to the completion of the transaction hold less than 50% of the outstanding shares of the successor corporation after completion of the transaction; or (b) the sale, lease, exchange or other disposition, in a single transaction or a series of related transactions, of assets, rights or properties of the Company and/or any of its affiliates of substantially all of the assets, rights and properties of the Company and its affiliates on a consolidated basis to any other person or entity, other than a disposition to a wholly-owned affiliate in the course of a reorganization of the assets of the Company and its affiliates; or (c) a resolution is adopted to wind-up, dissolve or liquidate the Company; or (d) any person, entity or group of persons or entities acting jointly or in concert (an "Acquiror") acquires control of voting securities of the Company which, when added to the voting securities of the Company owned by the Acquiror, would entitle the Acquiror and/or associates or affiliates of the Acquiror to cast 40% or more of the votes attached to all of the Company's outstanding voting securities which may be cast to elect directors of the Company; or (e) as a result of or in connection with: (i) a contested election of directors, or (ii) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving the Company or any of its affiliates and another corporation or other entity, the nominees named in the most recent information circular of the Company for election to the Board shall not constitute a majority of the Board; or (f) the Board adopts a resolution to the effect that a Change of Control has occurred or is imminent.

Effective January 1, 2023, the Company has agreed to pay the two independent directors of the Company (Jón Ferrier and Geoffrey Crow) an annual fee of US\$25,000. In addition, Mr. Ferrier is to be paid an additional US\$5,000 as Chair of the Audit Committee.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company, or any associate or affiliate of such person is or has ever been indebted to the Company; nor has any such person's indebtedness to any other entity been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

AUDIT AND RISK COMMITTEE INFORMATION

Audit and Risk Committee Charter

The text of the Company's Audit and Risk Committee charter is attached as Schedule "I" hereto.

Composition of Audit and Risk Committee and Independence

The following are the members of the Audit and Risk Committee:

Jón Ferrier (Chair)	Independent ⁽¹⁾	Financially literate ⁽²⁾
Neil Herbert	Non-Independent ⁽¹⁾	Financially literate ⁽²⁾
Geoffrey Crow	Independent ⁽¹⁾	Financially literate ⁽²⁾

Note:

- (1) A member of an audit committee is independent if the member meets the meaning of that term as defined in sections 1.4 and 1.5 of National Instrument 52-110 - *Audit Committees* ("**NI 52-110**").
- (2) As defined under NI 52-110.

Relevant Education and Experience

In accordance with section 6.1.1(3) of NI 52-110 relating to the composition of the Audit and Risk Committee for venture issuers, a majority of the members of the Audit and Risk Committee are not executive officers, employees or control persons of the Company.

All members of the Audit and Risk Committee are financially literate as required by section 1.6 of NI 52-110.

Each of the members of the Audit and Risk Committee has a general understanding of the accounting principles used by the Company to prepare its financing statements and will seek clarification from the Company's auditors, where required. Each of the members of the Audit and Risk Committee also has direct experience in understanding accounting principles for private and reporting companies and experience in preparing, auditing analyzing or evaluating financial statements similar to those of the Company.

See also "*Directors and Executive Officers*" and "*Management of the Company*" concerning the education and experience of each member of the Audit and Risk Committee.

Audit and Risk Committee Oversight

At no time has a recommendation of the Audit and Risk Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or
- (b) the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110; or
- (c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) of NI 52-110; or
- (d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110; or
- (e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

The Audit and Risk Committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading "*Duties and Powers*" in the Company's Audit and Risk Committee Charter attached as Schedule "I" hereto.

External Auditor Service Fees

The fees billed to the Company by its auditor for the financial period ended September 30, 2022, are as follows:

Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
\$70,000	\$Nil	\$22,900	\$Nil

- (1) Fees are inclusive of all external audit service fees billed by the Company's external auditor for all financial statements, including the financial statements of Skyfire.
- (2) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
- (3) Fees charged for tax compliance, tax advice and tax planning services.
- (4) Fees for services other than disclosed in any other column.

Exemption

The Company is relying on the exemption in section 6.1 of NI 52-110 from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

The Company's Board consists of four directors, two of whom are independent based upon the test for independence set forth section 1.4 of NI 52-110. Messrs. Ferrier and Crow are independent. Mr. Thomas Abraham-James is not independent as he is the President and CEO of the Company. Mr. Herbert is not independent as he is the Executive Chair of the Company.

Directorships

The following directors of the Company also currently serve as directors of other reporting issuers (or the equivalent) in a Canadian jurisdiction or a foreign jurisdiction:

Director	Other Reporting Issuers
Neil Herbert	Atlantic Lithium Ltd (ASX: A11, LSE: ALL), Pasofino Gold Ltd (TSXV: VEIN), Firing Strategic Minerals plc (LSE: FRG)
Geoffrey Crow	Lake Resources N.L (ASX: LKE), Todd River Resources Ltd (ASX: TRT), Atlantic Lithium Ltd (ASX: A11, LSE: ALL)

Orientation and Continuing Education

The Board is responsible for, among other things, providing suitable programs, with the assistance of management, for the orientation of new directors and the continuing education of incumbent directors. Each new director is given an outline of the nature of the Company's business, its corporate strategy, and current issues within the Company. New directors are encouraged to review the Company's public disclosure records and are also required to meet with management of the Company to discuss and better understand the Company's business and are given the opportunity to meet with counsel to the Company to discuss their legal obligations as directors of the Company.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board has adopted a Code of Business Conduct and has instructed its directors, management, employees and consultants to abide by the Code of Business Conduct.

Nomination of Directors

The Company does not have a stand-alone nomination or corporate governance committee. The Board is responsible for, among other things, identifying and qualified candidates for appointment, election and re-election to the Board and its committees. In identifying candidates for appointment to the Board, the Board considers, among other factors and in the context of the needs of the Board, potential conflicts of interest, professional experience, personal character, diversity, outside commitments and particular areas of expertise. The Company's management is continually in contact with individuals involved with public sector issuers. From these sources management has made numerous contacts and if the Company requires any new directors, such individuals will be brought to the attention of the Board. The Company conducts due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, integrity of character and a willingness to serve.

Compensation

The Company does not have a stand-alone compensation committee. The Company's Audit and Risk Committee will oversee the compensation of the Company's executive officers and senior management. Therefore, the Company's Audit and Risk Committee is responsible for, among other things, reviewing and recommending to the Board all compensation arrangements for the executive officers and directors of the Company, including Option grants pursuant to the Stock Option Agreement and grants of Awards under the Equity Incentive Plan. As previously stated, the Company's Audit and Risk Committee consists of Jón Ferrier (Chair), Neil Herbert and Geoffrey Crow.

To determine the recommended compensation payable, the Audit and Risk Committee will review compensation paid for directors and executive officers of companies of similar size and stage of development in the mineral exploration industry and will determine appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and executive officers while taking into account the financial and other resources of the Company.

In setting the compensation, the Audit and Risk Committee will annually review the performance of the executive officers in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives. For further information regarding how the Company determines compensation for its directors and executive officers, see "*Executive Compensation*".

Other Board Committee

At present, the Company does not have any other Board committees other than the Audit and Risk Committee.

Assessments

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board intends to conduct informal annual assessments of the Board's effectiveness as well as the effectiveness of the individual directors. The contributions of an individual director is informally monitored by the other Board members, having in mind the business and other strengths of the individual and the purpose of originally nominating the individual to the Board.

THE OFFERING

The Offering consists of a minimum of 10,000,000 Units and a maximum of 20,000,000 Units, each Unit consisting of one Share and one Warrant. Each Warrant will entitle its holder to purchase one Share at a price of \$0.45 at any time prior to 4:30 p.m. (Vancouver Time) on the date that is 24 months following the Closing Date, subject to the Acceleration Right. The Agent may exercise the Agent's Option, in whole or in part, at any time up to thirty (30) days following the Closing Date to sell up to an additional 15% of the Units sold under the Offering, being up to 3,000,000 Additional Units. The Additional Units have the same terms as the Units.

Common Shares

For a description of the attributes of the Shares, see "*Description of Securities Distributed – Common Shares*".

Warrants

The following statements are subject to the detailed provisions of the Warrant Indenture referred to below. The Warrants (will be issued in registered form and will be governed by an indenture to be dated as of the Closing Date (the "**Warrant Indenture**") between the Company and the Warrant Agent, as warrant agent thereunder. The Company has appointed the offices of the Warrant Agent at its offices in Vancouver, British Columbia as the location at which Warrants may be surrendered for exercise or transfer. The following summary of certain provisions of the Warrant Indenture does not purport to be complete and is qualified in its entirety by reference to the provisions of the Warrant Indenture.

Each Warrant will entitle its holder to purchase one Share at a price of \$0.45, subject to adjustment as summarized below. Warrants will be exercisable at any time prior to 4:30 p.m. (Vancouver time) on the date that is 24 months following the Closing Date, after which the Warrants will expire and become null and void, subject to the Acceleration Right, whereby, if the VWAP of the Shares on the TSXV is equal to or greater than \$0.60 per Share for a period of twenty-five (25) consecutive trading days, the Company may elect to accelerate the expiry date of the Warrants to a date that is 30 calendar days from the date when written notice of such new expiry date is sent by the Company to the holders of the Warrants.

The Warrant Indenture will provide for adjustment in the number of Shares issuable upon the exercise of the Warrants and/or the exercise price per Share in the event of: (i) the subdivision or consolidation of the Shares or issuance of a stock dividend on the Shares or other distribution of Shares or securities convertible into Shares; (ii) the issuance of rights, options or warrants to purchase Shares or securities convertible into Shares at less than 95% of the "current market price" (as defined in the Warrant Indenture) of the Shares; and (iii) the distribution to all or substantially all the holders of Shares of shares of any other class or of rights, options or warrants (other than those referred to in (ii), above) to acquire Shares or securities convertible into Shares or property or other assets of the Company or of evidences of indebtedness or cash, securities or any property or other assets. The Warrant Indenture will also provide for adjustment in the class and/or number of securities issuable upon the exercise of the Warrants and/or exercise price per security in the event of: (i) any reclassification, subdivision, redivision, reduction, combination, consolidation or change of the Shares; (ii) an amalgamation, merger, plan of arrangement or consolidation of the Company with another entity; or (iii) the transfer of all or substantially all of the assets of the Company.

No adjustment of the exercise price shall be made if the amount of such adjustment shall be less than 1% of the exercise price in effect immediately prior to the event giving rise to the adjustment, provided, however, that in such case any adjustment that would otherwise be required then to be made shall be carried forward and shall be made at the time of and together with the next subsequent adjustment which, together with any adjustment so carried forward, shall amount to at least 1% of the exercise price.

No fractional Shares will be issuable upon the exercise of any Warrants. Holders of Warrants will not have any voting or pre-emptive rights or any other rights which a holder of Shares would have.

The Warrants and the Warrant Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and the Warrants will not be exercisable by or on behalf of a person in the United States or a U.S. Person, nor will certificates representing the Warrant Shares be registered or delivered to an address in the United States, unless an exemption from registration under the U.S. Securities Act and the securities laws of the applicable state of the United States is available and the Company has received an opinion of legal counsel of recognized standing or other evidence to such effect in form and substance reasonably satisfactory to the Company. Notwithstanding the foregoing, a holder who is a Qualified Institutional Buyer at the time of exercise of the Warrants who purchased Units in the Offering for their own account or for the account or benefit of persons in the United States or U.S.

Persons will not be required to deliver an opinion of legal counsel or such other evidence in connection with the exercise of Warrants that are a part of those Units, provided that the holder is able to confirm that the representations and warranties made by the holder at the time of purchase of the Units continue to be true at the time of exercise of the Warrants.

The rights of the holders of Warrants will be subject to modification by "extraordinary resolution", which will be defined in the Warrant Indenture as a resolution either passed at a meeting of the holders of Warrants by holders of not less than 66 2/3% of the Warrants represented at the meeting or adopted by instruments in writing signed by the holders of not less than 66 2/3% of all Warrants then outstanding.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, the Agent has agreed to offer on a "best efforts" basis on behalf of the Company, a minimum of 10,000,000 Units and a maximum of 20,000,000 Units offered hereby subject to the terms and conditions contained therein, at a price of \$0.30 per Unit.

The Company has granted the Agent the Agent's Option, exercisable in whole or in part, at any time up to the 30th day following the Closing Date, to sell up to an additional 15% of the Units sold under the Offering, being 3,000,000 Additional Units pursuant to the Maximum Offering to cover over-allotments, if any, and for market stabilization purposes, as the case may be. The Additional Units have the same terms as the Units. This Prospectus also qualifies the grant of the Agent's Option and qualifies the distribution of the Additional Units and the securities underlying the Additional Units.

In consideration for their services in connection with the Offering, the Company has agreed to pay to the Agent the Agent's Commission of 7% of the gross proceeds raised from the sale of the Units (including any Additional Units) offered hereby, other than in respect of gross proceeds from the sale of Units or Additional Units to purchasers on the President's List for which the Agent will receive the President's List Commission of 2%. In addition to the Agent's Commission, the Agent will receive Compensation Warrants entitling it to purchase that number of Compensation Warrant Shares as is equal to 7% of the aggregate number of Units sold pursuant to the Offering (including any Additional Units), other than in respect of Units or Additional Units sold to purchasers on the President's List for which the Agent will receive President's List Warrants entitling the Agent to subscribe for that number of Compensation Warrant Shares equal to 2% of the number of Units sold to purchasers on the President's List. Each Compensation Warrant is exercisable into one Compensation Warrant Share at a price of \$0.30 per Compensation Warrant Share for a period of 24 months following the Closing. This Prospectus also qualifies the distribution of the Compensation Warrants and the Compensation Warrant Shares. Pursuant to the Auctus Advisors Agreement, the Company has engaged Auctus to act as United Kingdom placing agent to the Company in respect of the President's List and has agreed to pay to Auctus a placing commission equal to 5% of the value of Shares issued to purchasers on the President's list introduced by Auctus and to issue to Auctus Warrants entitling Auctus to subscriber for that number of Warrant Shares as is equal to 5% of the number of Shares issued to purchasers on the President's List introduced by Auctus.

The Company has also agreed to pay the Agent the Corporate Finance Fee of \$200,000 by paying \$50,000 in cash and issuing 500,000 Corporate Finance Units at the Offering Price. Each Corporate Finance Unit is comprised of one Corporate Finance Share and one Corporate Finance Warrant. The Company will also pay the Agent's expenses, including legal fees and disbursements, provided that the legal fees and out-of-pocket expenses shall not exceed \$150,000 in the aggregate (exclusive of taxes). The Offering Price of the Units has been determined by negotiation between the Company and the Agent.

The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of their assessment of the state of the financial markets and may also be terminated upon the occurrence of

certain stated events. While the Agent has agreed to use its best efforts to sell the Units offered hereby, the Agent will not be obligated to purchase any Units not sold. Subscriptions will be received for the Units offered hereby subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Upon rejection of a subscription, the subscription price and the subscription will be returned to the subscriber forthwith without interest thereon or deduction therefrom.

The Company has agreed that it will not issue, announce any issue or agree to issue any securities of the Company, other than issuances (i) the exercise of the Agent's Option; (ii) under existing director or employee stock options, bonus or purchase plans or similar share compensation arrangements and other similar issuances pursuant to any stock option plan or similar share compensation arrangements in place prior to March 22, 2023 and disclosed to the Agent; (iii) the issuance of Shares upon the exercise of convertible securities, warrants or options outstanding prior to the Closing Date; or (iv) property and/or other corporate acquisitions, during the period beginning on the date hereof and ending 90 days after the Closing Date without the written consent of the Agent, such consent not to be unreasonably withheld.

The Company's directors, officers, senior management and any shareholder of the Company beneficially owning or exercising control, either directly or indirectly, of more than 10% of the Shares outstanding as of the date of this Prospectus will agree, prior to Closing, not to sell, or agree to sell (or announce any intention not to do so), any Shares or securities exchangeable or convertible into Shares of the Company for a period of 90 days from Closing without the prior written consent of the Agent, such consent not to be unreasonably withheld.

The Offering will not continue for a period of more than 90 days after the date of the receipt for the final prospectus if subscriptions for the Minimum Offering for gross proceeds of \$3,000,000 are not obtained, within that period, unless an amendment to the final prospectus is filed and a receipt for the amendment is issued, in which case the latest date that the Offering is to remain open is 90 days after the date of issuance of a receipt for the amendment, and in any event no later than 180 days from the date of the receipt for the final prospectus. There will be no closing unless subscriptions for the Minimum Offering are sold. All subscription funds received by the Agent will be held by the Agent in trust pursuant to the provisions of the Agency Agreement. If subscriptions for the Minimum Offering for gross proceeds of \$3,000,000 are not obtained within the aforementioned period, the Agent will return any funds received from subscribers without interest thereon or deduction therefrom.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

As at the date of this Prospectus, the Company has applied to list the Shares on the TSXV. Listing will be subject to the Company fulfilling all the listing requirements of TSXV. Confirmation of Listing is a condition of Closing. No listing will be applied for in respect of the Warrants.

Except for Units (including any Additional Units) issued on a private placement basis to, or for the account or benefit of, U.S. Persons or persons in the United States that are not "qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act ("**Qualified Institutional Buyers**"), which shall be issued in certificate form, or as otherwise required by law or in accordance with certain regulatory requirements, it is anticipated that the Units will be issued under the book-based system. At the Closing, certificates representing all the Units issued to persons outside of the United States and issued to Qualified Institutional Buyers on a private placement basis will be issued in registered form to the applicable

participants (the "**CDS Participants**") in The Canadian Depository for Securities Limited ("**CDS**") depository service, which includes securities brokers and dealers, banks and trust companies. It is anticipated that such CDS Participants will deposit such certificates with CDS in connection with the book-based system and global certificates representing Units will be issued in the name of CDS or its nominee for the Shares and Warrants held through the book-based system. Subscribers outside of the United States and Subscribers that are Qualified Institutional Buyers will therefore not be entitled to a certificate or other instrument from the Company or the Company's transfer agent evidencing that person's interest in or ownership of Shares or Warrants, nor, to the extent applicable, will such holder be shown on the records maintained by CDS, except through an agent who is a CDS Participant. However, subscribers participating in the book-based system may, through the applicable CDS Participant, request that such Shares and Warrants be issued to such holder as soon as reasonably practicable. Units, if any, acquired by Qualified Institutional Buyers may not be deposited into the facilities of the Depository Trust Company, or any successor depository within the United States, or be registered or arranged to be registered, with Cede & Co. or any successor thereto. No definitive certificates will be issued unless specifically requested or required.

Offering in the United States

The Unit Shares and Warrants comprising the Units offered hereby and the Warrant Shares issuable upon exercise of the Warrants have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered, sold or delivered, directly or indirectly, to, or for the account or benefit of, a person in the United States or a U.S. Person, unless registered under the U.S. Securities Act and any applicable state securities laws or an exemption from such registration requirements is available.

The Agent has agreed that, except as permitted by the Agency Agreement and as expressly permitted by applicable U.S. federal securities laws and the securities laws of any applicable state of the United States, it will not offer or sell the Units at any time to, or for the account or benefit of, any person in the United States or any U.S. Person as part of its distribution. The Agency Agreement permits the Agent acting through its United States broker-dealer affiliate to offer and sell the Units pursuant to the Agency Agreement in the United States and to, or for the account or benefit of U.S. Persons, that are Qualified Institutional Buyers or "accredited investors" ("**U.S. Accredited Investors**") within the meaning of Rule 501(a) of Regulation D under the U.S. Securities Act in compliance with Rule 506(b) of Regulation D and similar exemptions under applicable U.S. state securities laws. Moreover, the Agency Agreement provides that the Agent will offer and sell the Units outside the United States to non-U.S. Persons only in accordance with Rule 903 of Regulation S. The Units, and the Unit Shares and Warrants comprising the Units, that are offered or sold to, or for the account or benefit of, a person in the United States or a U.S. Person, and any Warrant Shares issued upon the exercise of such Warrants, will be "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and will be subject to restrictions to the effect that such securities have not been registered under the U.S. Securities Act or the securities laws of any state of the United States and may only be offered, sold, pledged or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act and the securities laws of applicable states of the United States.

The Warrants and Warrant Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and the Warrants will not be exercisable by or on behalf of a person in the United States or a U.S. Person, nor will certificates representing the Warrant Shares be registered or delivered to an address in the United States, unless an exemption from registration under the U.S. Securities Act and the securities laws of any applicable state of the United States is available and the Company has received an opinion of legal counsel of recognized standing or other evidence to such effect in form and substance reasonably satisfactory to the Company. Notwithstanding the foregoing,

a holder that is a Qualified Institutional Buyer or a U.S. Accredited Investor at the time of exercise of the Warrants who purchased Units in the Offering for their own account or for the account or benefit of persons in the United States or U.S. Persons will not be required to deliver an opinion of legal counsel or such other evidence in connection with the exercise of Warrants that are a part of those Units, provided that the holder is able to confirm that the representations and warranties made by the holder at the time of purchase of the Units continue to be true at the time of exercise of the Warrants.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Units offered under the Offering in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Units within the United States by any dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the U.S. Securities Act and similar exemptions under applicable state securities law.

PROMOTERS

Each of Thomas Abraham-James, Joshua Bluett, Phillip Larson, Neil Herbert and Michael Keyes is, or has been within the two years before the date of this Prospectus, a promoter within the meaning of applicable securities legislation in British Columbia of the Company or a subsidiary of the Company.

Mr. Thomas Abraham-James beneficially owns or controls, directly or indirectly, an aggregate of 11,203,554 Shares. See "*Principal Shareholders*".

Mr. Joshua Bluett beneficially owns or controls, directly or indirectly, an aggregate of 9,490,243 Shares which are registered in the name of Archean Pty Ltd. as trustee for the Bluett Family Trust. See "*Principal Shareholders*".

Mr. Phillip Larson beneficially owns or controls, directly or indirectly, an aggregate of 2,194,052 Shares which are registered in the name of Campanula.

Mr. Neil Herbert beneficially owns or control, directly or indirectly, an aggregate of 11,203,554 Shares which are registered in the name of Cambrian. See "*Principal Shareholders*".

Mr. Michael Keyes beneficially owns or control, directly or indirectly, an aggregate of 6,175,849 Shares which are registered in the name of Frontier Resources International Inc. See "*Principal Shareholders*".

See "*Directors and Executive Officers*"; "*Executive Compensation*" and "*Interests of Management and Others in Material Transactions*" for disclosure regarding the Company's promoters.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against the Company or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Company are any such legal proceedings contemplated which could become material to a purchaser of the Company's securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Company by a court relating to

provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below and elsewhere in this Prospectus, no director, executive officer or Principal Shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect the Company.

Campanula, which is controlled by Phillip Larson who is a director of Keewaydin, was granted the Campanula Royalty under the Campanula Royalty Agreement pursuant to the Contribution Agreement.

The following Former Invenir Shareholders received the following number of Shares (issued at a deemed price of \$0.0001 per Share) in exchange for the following number of ordinary shares of Invenir pursuant to the Share Exchange Agreement:

Former Invenir Shareholder	Number of Shares Acquired pursuant to the Share Exchange Agreement	Number of Invenir Shares Disposed of pursuant to the Share Exchange Agreement
Thomas Abraham-James ⁽¹⁾	7,476,028	11,500,000
Cambrian ⁽²⁾	7,476,028	11,500,000
Frontier Resources International Inc. ⁽³⁾	6,175,849	9,500,000
Archean Pty Ltd. As trustee for the Bluett family trust ⁽⁴⁾	6,175,849	9,500,000
Campanula ⁽⁵⁾	2,194,052	3,375,000
Geoffrey Crow ⁽⁶⁾	430,464	662,162

Notes:

- (1) Thomas Abraham-James is the President, CEO and a director of the Company.
- (2) Cambrian is a Principal Shareholder. See "*Principal Shareholders*".
- (3) Frontier Resources International Inc. is a Principal Shareholder. See "*Principal Shareholders*".
- (4) Archean Pty Ltd. As trustee for the Bluett family trust is a Principal Shareholder. See "*Principal Shareholders*".
- (5) Campanula is controlled by Phillip Larson, who is a director of Keewaydin.
- (6) Geoffrey Crow is a director of the Company.

The following Former Skyfire Shareholders received the following number of Shares (issued at a deemed price of \$0.0001 per Share) in exchange for the following number of ordinary shares of Skyfire pursuant to the Share Exchange Agreement:

Former Skyfire Shareholder	Number of Shares Acquired pursuant to the Share Exchange Agreement	Number of Skyfire Shares disposed of pursuant to the Share Exchange Agreement
Thomas Abraham-James ⁽¹⁾	4,071,970	10,750,000
Cambrian ⁽²⁾	4,071,970	10,750,000
Archean Pty Ltd. As trustee for the Bluett family trust ⁽³⁾	3,314,394	8,750,000
Geoffrey Crow ⁽⁴⁾	127,969	337,838

Notes:

- (1) Thomas Abraham-James is the President, CEO and a director of the Company.
- (2) Cambrian is a Principal Shareholder. See "*Principal Shareholder*".
- (3) Archean Pty Ltd. As trustee for the Bluett family trust is a Principal Shareholder. See "*Principal Shareholders*".
- (4) Geoffrey Crow is a Principal Shareholder.

See "*Description of the Business*", "*Principal Shareholders*", "*Directors and Executive Officers*", "*Executive Compensation*" and "*Material Contracts*".

AUDITORS, TRANSFER AGENT AND REGISTRARS

The auditor of the Company is Davidson & Company LLP, Chartered Professional Accountants, of 1200 - 609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

The transfer agent and registrar for the Shares is Computershare Investor Services Inc. at its principal office in Vancouver, British Columbia.

MATERIAL CONTRACTS

Other than contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company since its incorporation:

1. the Agency Agreement;
2. the Option to Lease Agreement;
3. the Non-Hydrocarbon Gas Lease;
4. the Contribution Agreement;
5. the Letter of Confirmation;
6. the Campanula Royalty Agreement;
7. the Auctus Advisors Agreement;
8. the Escrow Agreement; and
9. the Warrant Indenture.

Copies of the material contracts will be available under the Company's profile at www.sedar.com upon the issuance of the final receipt for this Prospectus. Particulars regarding the material contracts are disclosed elsewhere in this Prospectus (see "*Plan of Distribution*"; "*General Development of the Business - Two Year History*", "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*"; "*The Offering – Warrants*" and "*Schedule "A" – Disclosure Regarding the Topaz Project*").

EXPERTS

The following persons are named as having prepared or certified a report, valuation, statement or opinion in this Prospectus:

1. Jeffrey Aldrich, L.P.G., P. Geo.; Barrett R. (Barry) Hanson, P. Eng., SPEC; Steven J. Golko, P. Eng.; and Alexey Romanov, Ph.D., P.Geo. prepared the Sproule Report. To the knowledge of the Company, none of Jeffrey Aldrich, L.P.G., P. Geo.; Barrett R. (Barry) Hanson, P. Eng., SPEC; Steven J. Golko, P. Eng.; and Alexey Romanov, Ph.D., P.Geo. held securities representing more than 1% of all issued and outstanding Shares as at the date of the Sproule Report.
2. Jon Russill, Principal Exploration Geologist of SRK, and William Kellaway, Corporate Consultant, Executive Chairman of SRK, prepared the SRK Report. To the knowledge of the Company, neither Jon Russill, Principal Exploration Geologist, and William Kellaway, Corporate Consultant, Executive Chairman, held securities representing more than 1% of all issued and outstanding Shares as at the date of the SRK Report.
3. The information in this Prospectus under the heading "*Eligibility for Investment*" has been included in reliance upon the opinion of Koffman Kalef LLP. To the knowledge of the Company, as of the date of this Prospectus, the partners and associates of Koffman Kalef LLP as a group, own, directly or indirectly, less than one 1% percent of the outstanding Shares.
4. The audited financial statements of the Company included with this Prospectus have been subject to audit by Davidson & Company LLP, Chartered Professional Accountants, and their audit report is included herein. Davidson & Company LLP, Chartered Professional Accountants is independent of the Company in accordance with the code of professional conduct of the Chartered Professional Accountants of British Columbia.

OTHER MATERIAL FACTS

To the knowledge of the Company's management, there are no further material facts or particulars in respect of the securities being distributed pursuant to this Prospectus that have not already been disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

FINANCIAL STATEMENT DISCLOSURE

The Financial Statements and MD&A are included as Schedules "C" and "E" and Schedules "D" and "F", respectively, to this Prospectus. The Skyfire Financial Statements and Skyfire MD&A are included as Schedules "G" and "H", respectively, to this Prospectus. See also "*Management's Discussion and Analysis*".

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

In an offering of Units, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the Unit is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

SCHEDULE "A"**DISCLOSURE REGARDING THE TOPAZ PROJECT****The Topaz Project – Minnesota, U.S.A.**

The Company's principal asset is its interest in the Topaz Project in Minnesota, U.S.A.

Option to Lease Agreement

Pursuant to the Option to Lease Agreement, Keewaydin was granted a right to evaluate the potential for Non-Hydrocarbon Gases which may exist in, on or under lands covering approximately 3,132.45 acres held by RGGGS comprising the Topaz Project and was granted the RGGGS Option by RGGGS. The term of the Option to Lease Agreement expires on October 4, 2024, and the Option to Lease Agreement does not provide for the removal of any Non-Hydrocarbon Gases from the premises for sale by Keewaydin or others. Neither Keewaydin, its agents, or assigns can produce, or allow to be produced, any quantity of Non-Hydrocarbon Gases, whether minimal or substantial, for the purposes of commercial sale or use, by Keewaydin or others, without the express prior written consent of RGGGS, which approval may be withheld for any reason. Keewaydin paid RGGGS US\$78,311.25 as consideration for the grant of the RGGGS Option upon the execution of the Option to Lease Agreement, and Keewaydin must make annual payments of US\$50,000 on each anniversary of the Option to Lease Agreement to maintain the Option, of which US\$50,000 was paid in September of 2022.

In order to exercise the RGGGS Option, Keewaydin must enter into a lease agreement with RGGGS in respect of the optioned land and pay RGGGS US\$150 per mineral acre of the optioned land. Keewaydin will then have a 100% working interest on helium extraction in these lands. As described below under “*Non-Hydrocarbon Gas Lease and Production Royalty*”, Keewaydin exercised the RGGGS Option, in part, in respect of approximately 1040.0 net mineral acres of lands in Lake County, Minnesota. Therefore, an additional approximately 2,092 net acres of mineral rights parcels for Non-Hydrocarbon Gases are currently under option pursuant to the Option to Lease Agreement.

Non-Hydrocarbon Gas Lease and Production Royalty

In February of 2022, Keewaydin exercised the RGGGS Option in part. In connection therewith, RGGGS and Keewaydin entered into the Non-Hydrocarbon Gas Lease in consideration for the payment by Keewaydin to RGGGS of US\$156,000 (being US\$150 per net mineral acre) pursuant to which RGGGS granted and leased to Keewaydin all of its interest in and approximately 1040.0 net mineral acres of lands in Lake County, Minnesota described in Exhibit "A" of the Non-Hydrocarbon Gas Lease comprising part of the Topaz Project (the "**Premises**") for the sole purpose of exploring by geophysical and other methods, development of and operating for and producing there from gas, which for the purposes of the Non-Hydrocarbon Gas Lease is defined as any raw gas (including, without limitation, helium, nitrogen, oxygen, carbon monoxide, hydrogen sulfide, ethane or carbon dioxide and elemental sulfur, primarily valuable for its salable nonhydrocarbon gas content, together with associated hydrocarbon gases produced therewith, hereinafter sometimes collectively referred to as "**Leased Minerals**"). RGGGS does now own the surface of the Premises. The Non-Hydrocarbon Gas Lease does not include any condensate, distillate, limestone, iron ore, taconite ore, other metallic minerals coal, and all other minerals and non-mineral substances, including the right to explore for and mine the same are reserved by RGGGS and are excluded from the Non-Hydrocarbon Gas Lease.

Subject to the exceptions set out in the Non-Hydrocarbon Gas Lease, the Non-Hydrocarbon Gas Lease shall remain in force for a primary term of five (5) years from the date of the Non-Hydrocarbon Gas Lease

("Primary Term") and shall continue in effect thereafter beyond the Primary Term as to each Developed Tract for so long thereafter as Leased Minerals are produced in Paying Quantities from such Developed Tract or from a unit, or pooled area, which includes a portion of the Premises. Beyond the Primary Term, the Non-Hydrocarbon Gas Lease shall terminate as to any part of the Premises not within a Unitized Area, or Developed Tract unless Keewaydin continues to develop the Premises under the provisions of the Non-Hydrocarbon Gas Lease.

On Leased Minerals produced and sold by Keewaydin from the Premises, a production royalty to be paid to RGGGS by Keewaydin shall be One Fifth (20.00%) of the Gross Sales Price of the product sold f.o.b. the Delivery Point (the "**Production Royalty**"). On Leased Minerals produced from the Premises and used off the Premises or in the manufacture of gasoline or other products there from including the generation of electricity, the Production Royalty to be paid by Keewaydin to RGGGS shall be as set out in the foregoing, except that said percentages shall be of the Market Value of such Leased Minerals, f.o.b. Delivery Point. Upon written request of Keewaydin, RGGGS may authorize the extraction of Leased Minerals from the Premises for experimental purposes without payment of the Production Royalty; and it is further understood that the extraction of samples obtained by drilling, trenching, or test pitting, for the purposes of exploration, is not subject to the payment of the Production Royalty.

Keewaydin shall have the free use of associated hydrocarbon gas and water from the Premises, produced with the Leased Minerals, except water from water wells, for all operations for the production from the Premises pursuant to the Non-Hydrocarbon Gas Lease. All other gas products retained by Keewaydin for its own internal use and consumption shall be deemed sold when they are extracted from the Premises, and Production Royalty shall be calculated using the Market Value.

The Production Royalty to be paid by Keewaydin to RGGGS shall be computed on the volume of Leased Minerals and associated products extracted and sold or used from the Premises as calculated under the sales contract negotiated with third party purchaser (the "**Reference Volume**"). The Production Royalty shall be payable on or before the twentieth (20th) day of the second month following the month of such production for sale or use. Keewaydin must, on or before the twentieth (20th) day of the second month, furnish RGGGS with a report showing the individual well(s) and total Reference Volume and type of Leased Minerals produced under the Non-Hydrocarbon Gas Lease during the preceding month, the quantities of such Leased Minerals sold and used as permitted under the Non-Hydrocarbon Gas Lease, the sales price at the Delivery Point, calculations of Production Royalty to be paid by Keewaydin and the sales price for all Leased Minerals produced from Keewaydin's operations of which the Premises are a part. In the event of failure of Keewaydin to so report, and upon the further failure of Keewaydin to report within thirty (30) working days after receipt from RGGGS of written notice of Keewaydin's failure to make such report, RGGGS shall have the right to terminate the Non-Hydrocarbon Gas Lease upon written notice to RGGGS. In event of failure of Keewaydin to pay any royalty or any other sum due to RGGGS under the Non-Hydrocarbon Gas Lease on or before the due date and upon the further failure of Keewaydin to pay such royalty or other sum due to RGGGS under the Non-Hydrocarbon Gas Lease within thirty (30) working days after receipt from RGGGS of written notice of non-payment, RGGGS shall have the right without further notice to, among other things, terminate the Non-Hydrocarbon Gas Lease at the end of the thirty (3) day period without further notice or demand.

Keewaydin has the right and power to pool or combine the acreage covered by the Non-Hydrocarbon Gas Lease, or any portion thereof, as to Leased Minerals, with other land, lease, or leases in the immediate vicinity thereof subject to the following terms. Pooling shall be limited to well unit or units that are not to exceed the acres permitted under the Non-Hydrocarbon Gas Lease for Developed Tracts, except that larger units may be created which conform to any lawful maximum spacing rules created by any governmental authorities having jurisdiction, and Keewaydin is only permitted to pool if the well is located outside lands owned by RGGGS. If Keewaydin drills a well within one thousand three hundred and twenty (1,320) feet of

RGGGS's Leased Minerals, Keewaydin agrees to exercise its pooling authority in order to include at least 40 acres of RGGGS's interests in the unit for the well.

The entire acreage so pooled into a Unitized Area shall be treated, for all purposes, except the payment of royalties on production from the pooled unit, as if it were included in the Non-Hydrocarbon Gas Lease. RGGGS shall receive on production from a unit so pooled only such portion of the Production Royalty as the amount of its acreage bears to the total acreage so pooled in the particular unit involved. Upon the pooling of less than all the Premises, the Non-Hydrocarbon Gas Lease shall be severed and considered as separate and distinct leases as to the acreage so pooled. Therefore, the term and all rights and obligation of Keewaydin under the Non-Hydrocarbon Gas Lease shall apply separately to the pooled and unpooled acreage.

Keewaydin may at any time or times execute and deliver to RGGGS a release or releases of the Non-Hydrocarbon Gas Lease as to all or any part of the Premises, or of any horizon underlying all or a portion of the Premises, and thereby be relieved of all obligations with respect to such released lands or interest provided that such release shall not relieve Keewaydin of any obligation accrued prior to the date of the release.

If, at or after the expiration of the Primary Term, Leased Minerals are not produced in Paying Quantities from a Developed Tract, or from lands pooled therewith, but Keewaydin is then engaged in Operations thereon or shall have completed a dry hole thereon within ninety (90) days prior to the end of the Primary Term, then the Non-Hydrocarbon Gas Lease shall remain in force, subject to provisions of the Non-Hydrocarbon Gas Lease, so long as Operations are prosecuted with no cessation of more than one hundred and twenty (120) consecutive days, and if such Operations result in the production of Leased Minerals, so long thereafter as Leased Minerals are produced in Paying Quantities by Lessee from the Developed Tract or acreage pooled therewith subject to the provisions of the Non-Hydrocarbon Gas Lease.

No shut-in payments are due under the Non-Hydrocarbon Gas Lease during the Primary Term. If, at or after the expiration of the Primary Term, the Non-Hydrocarbon Gas Lease is not continued in effect by production of Leased Minerals in Paying Quantities or by the conduct of Operations, but Keewaydin has completed on the Premises or on a unit which includes a portion of the Premises, a well capable of producing Leased Minerals, which well has been shut-in for lack of an economically feasible market or lack of transportation facilities, the Non-Hydrocarbon Gas Lease may be kept in effect past the end of the Primary Term, but only as to the part of the Premises forming a part of the Unitized Area or Developed Tract upon which the well is located, by payment of the sum of US\$2,000.00 per well per year Shut-In Royalty payable quarterly and proportionately reducible. The Non-Hydrocarbon Gas Lease may be extended for each Developed Tract or Unitized Area from year to year by payment of the annual Shut-In Royalty for a maximum of two (2) annual periods after the expiration date of the Primary Term of the Lease.

Upon the expiration of the Primary Term and if Keewaydin has commenced actual drilling operations during the Primary Term, then Keewaydin shall have the right to continuously develop the Premises with a cessation of no more than one hundred and eighty (180) days between the completion of an Operation on a well and the commencement of a new Operation until the maximum well density on the Premises at the rate of one well for each 160 acres is reached, unless lesser spacing is required by the state of Minnesota. If Keewaydin fails to conduct continuous drilling operations as required, the Non-Hydrocarbon Gas Lease shall thereupon terminate without notice or demand as to all the Premises, except that Keewaydin shall have the right to retain a tract of land in conformity with the prescribed spacing unit as set forth in the Non-Hydrocarbon Gas Lease surrounding each and every well capable of producing in Paying Quantities, shut-in and capable of producing in Paying Quantities and each and every well then being reworked. Keewaydin shall complete or cause to be completed all wells drilled on the Premises or lands pooled therewith ninety (90) days from the commencement of actual drilling operations (unless a longer period is approved by

RGGGS in writing) or plug and abandon the same pursuant to the state of Minnesota regulations and the Non-Hydrocarbon Gas Lease. Should Keewaydin fail to meet the continuous drilling commitment for any continuous development period described herein, then Keewaydin shall forfeit the right to drill any additional wells on the Premises and the Non-Hydrocarbon Gas Lease shall terminate without notice or demand as to all of the Premises except for that portion of the Premises located within any Developed Tract or Unitized Area from which Leased Minerals are being produced in Paying Quantities. Continuous drilling operations shall continue until Keewaydin has fully developed the Premises as a diligent, reasonable, and prudent operator to a density no less than of one producing well to every Three Hundred and Twenty (320) acres plus a ten percent (10%) tolerance. Upon expiration of the Primary Term hereof or on the cessation of the continuous drilling described herein, the Non-Hydrocarbon Gas Lease shall terminate as to all horizons 100 feet below the stratigraphic equivalent of the base of the deepest producing formation within a Developed Tract or Unitized Area and as to all of the Premises except the Developed Tracts or Unitized Area.

Should the discharge, leakage, spillage, or emission of any flammable, explosive, caustic, corrosive, or radioactive substance or hazardous material occur upon or from the Premises which is due or in any manner attributable to Keewaydin's actions or inactions during the Lease Term, Keewaydin, at its sole cost and expense, shall be obligated to clean up and remediate the Premises and any other property affected thereby, to the satisfaction of RGGGS and all governmental authorities having jurisdiction there over.

Campanula Royalty Agreement

Pursuant to the terms of the Campanula Royalty Agreement, Invenir granted to Campanula the Campanula Royalty, which is a production royalty on the helium produced and sold by Keewaydin from the area shown in Attachment 1 of the Campanula Royalty Agreement (the "**Campanula Royalty Premises**").

The terms of the Campanula Royalty are as follows:

- Keewaydin will pay Campanula 0.50% for any helium produced and sold when the helium leaves the Campanula Royalty Premises and once Keewaydin receives payment for the helium;
- Keewaydin has the option to repurchase 0.25% of the Campanula Royalty from Campanula, for the purchase price of US\$100,000 until February 7, 2027;
- the Campanula Royalty is a covenant running with the Campanula Royalty Premises; therefore, Keewaydin retains the full right and title to the Campanula Royalty Premises;
- the Campanula Royalty remains prior to any liens, encumbrances, or other interests created by Keewaydin;
- the Campanula Royalty Agreement will mature and be terminated twenty-five (25) years following the date of notice by Keewaydin of its completion of all reclamation activities on the Campanula Premises as required by applicable laws; and
- Campanula has the right to transfer all or any portion of the Campanula Royalty to a third party, and has the right to collaterally assign its right to receive any Campanula Royalty to any lender of Campanula.

Description of the Topaz Project – The Sproule Report

The following information regarding the Topaz Project is based on the Sproule Report prepared by Sproule. Unless otherwise stated, the information in this section is as of the effective date of the Sproule Report, being July 1, 2023, and included with the consent of Sproule.

The Sproule Report presents an evaluation of the helium contingent resources in respect of Invenir's interests under the Non-Hydrocarbon Gas Lease with RGGGS, and the helium prospective resources in respect of Invenir's interests under the Non-Hydrocarbon Gas Lease as well as the portions of the Topaz Project that remain subject to the Option to Lease Agreement with RGGGS.

The Contingent and Prospective Resources data presented in the Sproule Report was prepared in accordance with the COGE Handbook. Invenir is not deemed to be engaged in oil and gas activities; therefore, any reference to Contingent Resources or Prospective Resources in the Sproule Report should not be interpreted in being prepared in accordance with NI 51-101 – *Standards of Disclosure for Oil and Gas Activities*. No economic evaluation was conducted by Sproule to determine the economic status of the Contingent Resources and the Prospective Resources.

Summary of Contingent and Prospective Resources

Table 1 summarizes Sproule's evaluation of the Contingent Resources at the Topaz Project as of July 1, 2023.

Table 2 summarizes Sproule's evaluation of the Prospective Resources at the Topaz Project as of July 1, 2023.

**Table 1: Summary of the Evaluation of the Helium Contingent Resources of Invenir Ltd.
(As of July 1, 2023)**

	Discovered Gas Initially in Place, MMscf ²		Remaining Helium Resources, MMscf	
	Project Gross	Company Gross	Project Gross	Company Gross
Contingent Resources Development Unclarified¹				
1C (Low)	23	23	0.9	0.9
2C (Best)	309	309	15.9	15.9
3C (High)	3,882	3,882	257.0	257.0

Values may not add due to rounding

1 Volumes are technical before any commercial or economic truncation.

2. Discovered Gas Initially in Place is raw gas volumes before applying helium content.

Table 1 presents the low, best and high estimates of volumes of the unrisksed helium Contingent Resources assigned to the Topaz Project, Minnesota, U.S.A., as of July 1, 2023.

**Table 2: Summary of the Evaluation of the Helium Prospective Resources of RGGGS Land & Minerals, Ltd., L.P. for Invenir Ltd.
(As of July 1, 2023)**

	Undiscovered Gas Initially in Place, MMscf ²		Remaining Helium Resources, MMscf	
	Project Gross	Company Gross	Project Gross	Company Gross
Prospective Resources -Prospect ¹				
1U (Low)	3	3	0.1	0.1
2U (Best)	59	59	3.1	3.1
3U (High)	1,179	1,179	76.2	76.2

Values may not add due to rounding

1 Volumes are technical before any commercial or economic truncation.

2. Undiscovered Gas Initially in Place is raw gas volumes before applying helium content.

Table 2 presents the low, best and high estimates of volumes of the unrisksed helium Prospective Resources to the Topaz Project, Minnesota, U.S.A., as of July 1, 2023.

The Contingent Resource and the Prospective Resource are presented in millions of cubic feet, at base conditions of 14.65 psia and 60 degrees Fahrenheit.

The Contingent Resource and the Prospective Resource presented in Table 1 and Table 2, respectively, are technical before any commercial or economic truncation. All volumes in the Sproule Report are unrisksed.

Table 3 provides a summary of the Recovery Technology, Project Maturity Subclass and Economic Status for Contingent Resources and the Prospective Resources presented in the Sproule Report.

**Table 3: Invenir Ltd.
Summary of the Recovery Technology, Project Maturity Subclass and Economic Status
for Each Area
(As of July 1, 2023)**

Area	Project	Recovery Technology	Project Maturity Subclass	Economic Status
Contingent Resources	Topaz Helium Project, Minnesota, USA	Primary Production	Development Unclassified	Undetermined
Prospective Resources	Topaz Helium Project, Minnesota, USA	Primary Production	Lead	Undetermined

Discussion

Lands

The Invenir land holdings that are evaluated in this report consist of a helium discovery located approximately 100 km northeast of Duluth, in Lake County Minnesota, USA. Under the Option to Lease Non-Hydrocarbon Gases Agreement, the Company has the exclusive option to enter into a formal lease agreement on helium extraction covering approximately 3132.45 acres held by RGGGS. The Company will then have a 100 percent working interest on helium extraction in these lands. On February 21, 2023,

Keewaydin exercised the RGGGS Option, in part, in respect of approximately 1040.0 net mineral acres of lands in Lake County, Minnesota. Therefore, an additional approximately 2,092 net acres of mineral rights parcels for Non-Hydrocarbon Gases are currently under option pursuant to the Option to Lease Agreement. The approximate location of Invenir's lands is shown in Figure 1 with a detail in Figure 2. See "*Non-Hydrocarbon Gas Lease and Production Royalty*" above for a description of the Non-Hydrocarbon Gas Lease.

The approximate location of RGGGS's lands is shown in Figure 1.



Figure 1: Location Map-Topaz Helium Project

Geology Evaluation

The Topaz Project is a delineation project set up by the discovery of a helium rich gas accumulation during the mineral exploration of two Precambrian igneous intrusive complexes in northeastern Minnesota. In November 2011, during DMC's LOD mineral exploration well drilling campaign of eight boreholes through the 1.09-billion-year-old (1.09 Ga) BEI into the underlying 1.1 Ga Duluth Complex, the LOD-6 well encountered a gas accumulation at 1,760 feet below ground level. After the well blew the core barrel and drilling fluid out of the hole the gas was sampled, primarily to see if it was explosive, and it was found to contain approximately 10% helium by volume.

The Duluth Complex is a large mafic igneous body that intruded into the Biwabik Formation of the Paleoproterozoic Animikie Group which has long been mined for its iron-rich minerals in the Mesabi Iron Range. It extends north from the city of Duluth, Minnesota to the Canadian border and can attain a thickness of over 15 km. The Duluth Complex is an igneous body associated with the MCRZ, a Precambrian rift in the Canadian Shield. The Duluth Complex overlies Lower Precambrian granitic rocks that are part of the Canadian Shield. It is these Precambrian rocks that are anticipated to be the primary source of the helium by way of radiometric decay of uranium and thorium.

The BEI is a troctolite intrusion on the western flank of the Duluth Complex and forms a series of sill-like emplacements. It contains thin chromite seams and thus is the target of mineral exploration. Locally in the LOD project area the BEI has intruded into the upper Duluth Complex.

Both the BEI and Duluth Complex are mafic igneous bodies with low reported uranium and thorium contents and are thus, not expected to be the primary source of the helium (Miller and Ripley, 1996). Both the BEI and the Duluth Complex, as extremely fine grained, dense, mafic igneous formations have essentially no matrix porosity and can act as excellent seals to prevent helium migration; assuming there is not a network of vertical fractures.

Helium is known to be present regionally as it has been sampled in the groundwater of Canada at over four times normal background (Bottomley, et. al, 1984) as well to the south it was sampled in the Hattenberger well, a vertical gas test well of over 7,500 feet of Precambrian volcanoclastics, indurated shales, pyroclastic flows, basalts, and cemented sandstones. Several samples of gas were taken from the well with helium percentages ranging from 0.5 to 2% by volume. Thus, across the MCRZ there are elevated occurrences of helium which are thought to have been generated in the Lower Precambrian shield granites then liberated and migrated upwards along the fractures of the MCRZ. The Topaz Project, as a helium gas extraction project, presents a unique set of geologic characteristics that are not exactly duplicated, to date, elsewhere. To help quantify the analysis there is a useful analog, the methane and helium Virginia Gas Field of South Africa; which is described below.

Geophysics

Invenir provided a set of gravity and magnetic potential field maps over the LOD Project drilling area. The gravity data map is not acquired, nor processed, in a manner to show high order features that might allow an evaluation of gas accumulations which is to be expected for ore-grade mineral surveys. The airborne reduced to the pole ("rpt") magnetic field data shows some data that does allow for a preliminary geological interpretation. Most of the wells are drilled on, or near magnetic high intensity fields. LOD-6 was drilled in one of the lowest magnetic intensity fields. This may be coincidence, or it may be representative of the magnetic signal at the contact between the Duluth Complex and the BEI where there is an attenuation due to gas volumes. Figure 2 is a close up of the area around the LOD-6 well and the magnetic intensity data and it is a reduced to pole total magnetic intensity (color) draped over the tilt derivative of the rpt. The attenuation could also reflect lithological changes which correspond to the gas reservoir rock. However, this is poorly constrained with the magnetic data. The planned 2022 high- resolution gravity gradient survey over the Topaz Project could improve Invenir's subsurface imaging on this matter. 3D seismic acquisition is later planned to commence following drilling of the LOD-6 appraisal well.

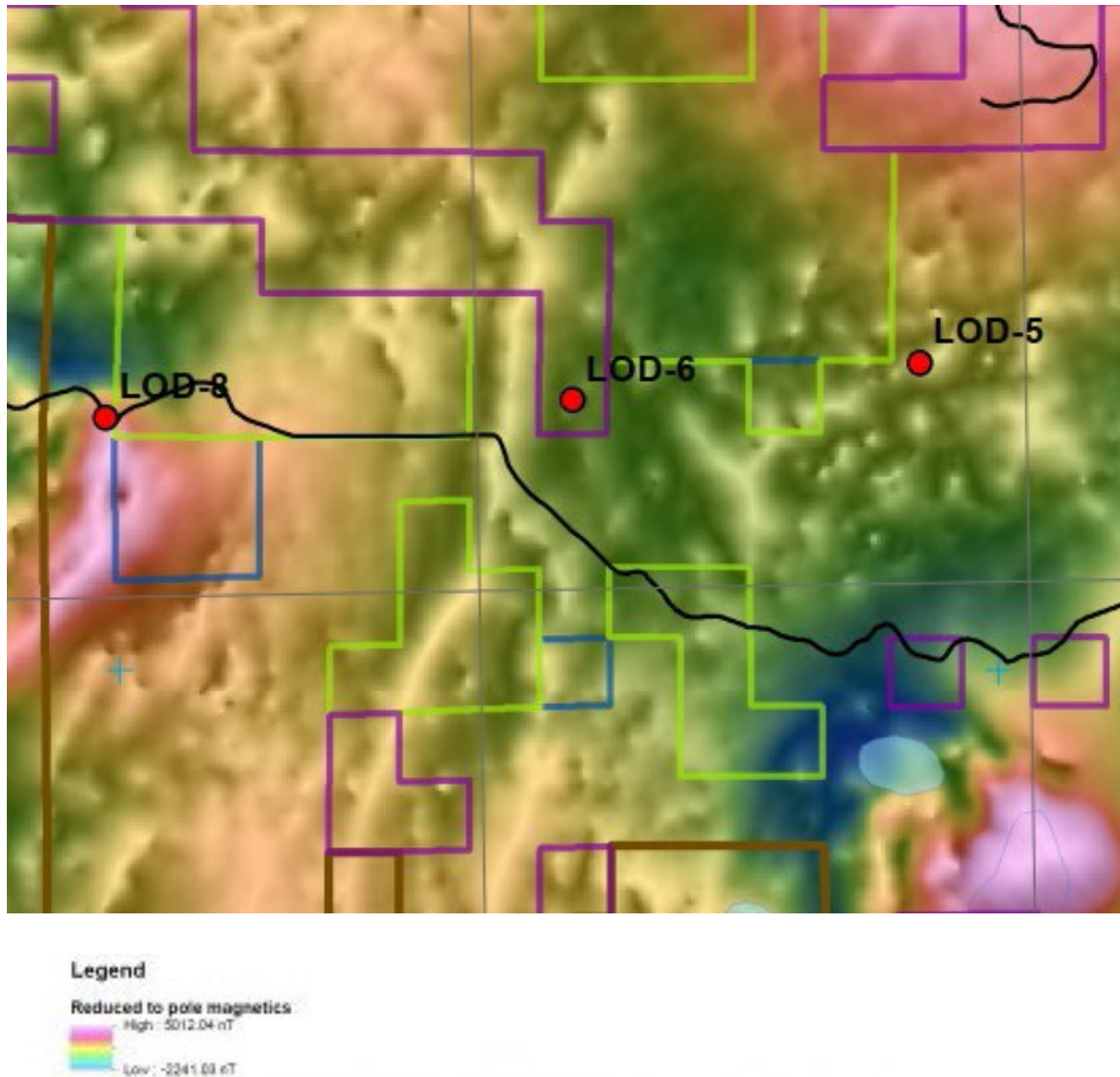


Figure 2: Magnetic Remote Sensing Map – LOD-6 Well Area

Petrophysics

There are no wireline logs available for evaluation. There are drillers cuttings logs available and the curves shown are magnetic susceptibility and density logs, taken from cuttings and core. The LOD-6 well had an explosive escape of gas immediately on penetrating the reservoir with the loss of all drilling pipe therefore there is no data available with which to evaluate the reservoir.

Volumetrics

Volumes were calculated using a stochastic method based on the standard gas volumetric equation

$$OGIP = A * t^{\phi} * (1 - S_w) / B_g$$

OGIP= Original Gas in Place

A = Drainage Area, in this case for the LOD-6 well location

t = Average Thickness of the Reservoir across that Drainage Area,

ϕ = Average Porosity across the Drainage Area and the Thickness

S_w = Water Saturation, or the inverse of S_g (gas saturation).

CF= Conversion Factor from AcFt to BCF and is 43560 cubic ft

B_g = the gas volumetric expansion factor that depends on the composition of the gas, the reservoir initial pressure and the temperature of the reservoir.

The parameters used for helium recoverable volumes estimates are summarized below:

Resources	Parameter	Units	Low (P90)	Best (P50)	High (P10)
Contingent Resources	Area	Acres	80	340	600
	Pay	ft	10	25	200
	Porosity	%	0.01	2.5	12
	Gas Saturation	%	70	90	100
	Gas Formation Volume Factor	rf/scf	0.064	0.016	0.012
	Helium Content	%	3	10.5	15
	Recovery Factor	%	65	75	85
Prospective Resources	Area	Acres	160	887	1,615
	Pay	ft	10	25	200
	Porosity	%	0.01	2.5	12
	Gas Saturation	%	70	90	100
	Gas Formation Volume Factor	rf/scf	0.064	0.016	0.012
	Helium Content	%	3	10.5	15
	Recovery Factor	%	65	75	85

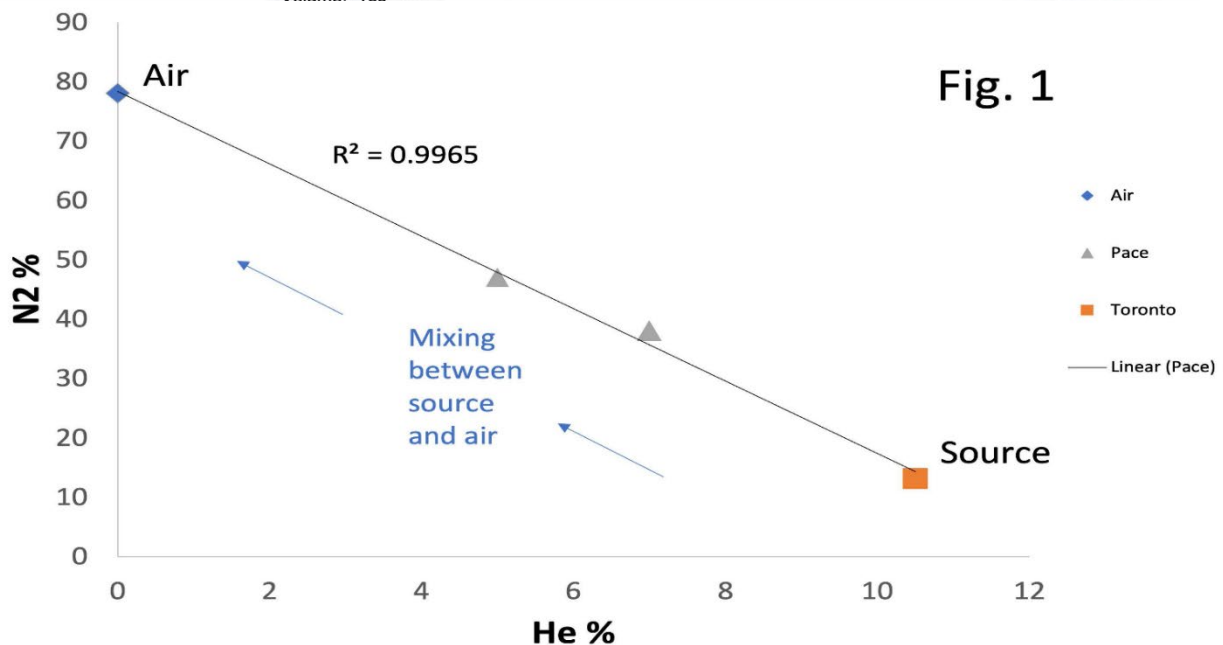
Engineering Evaluation

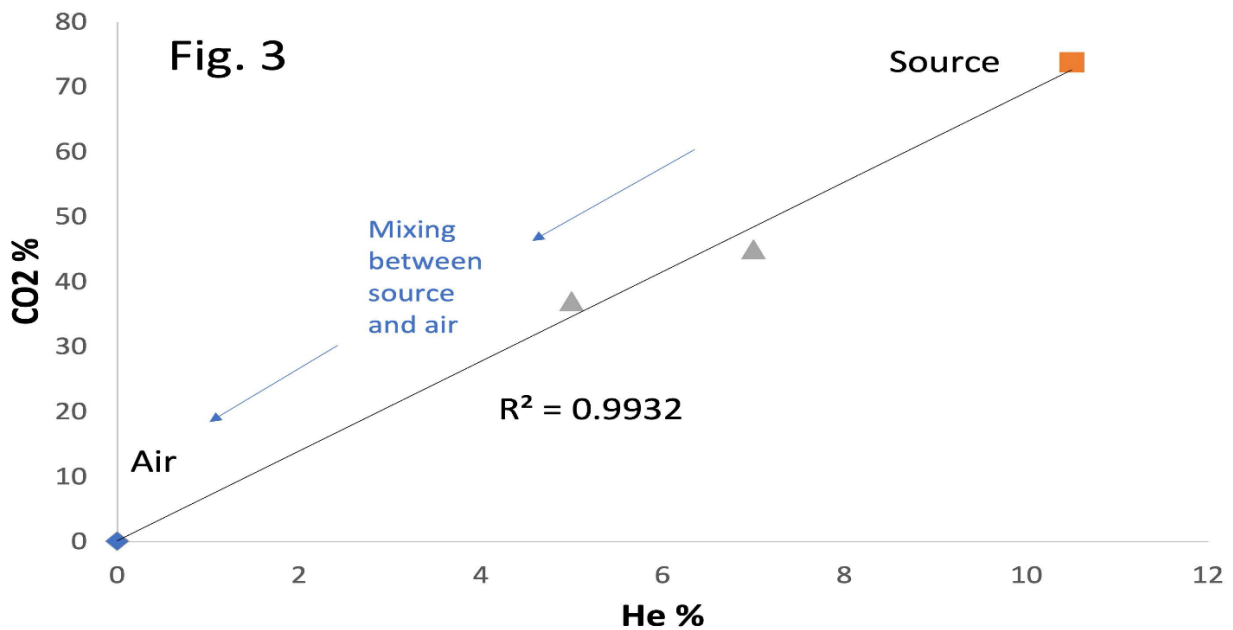
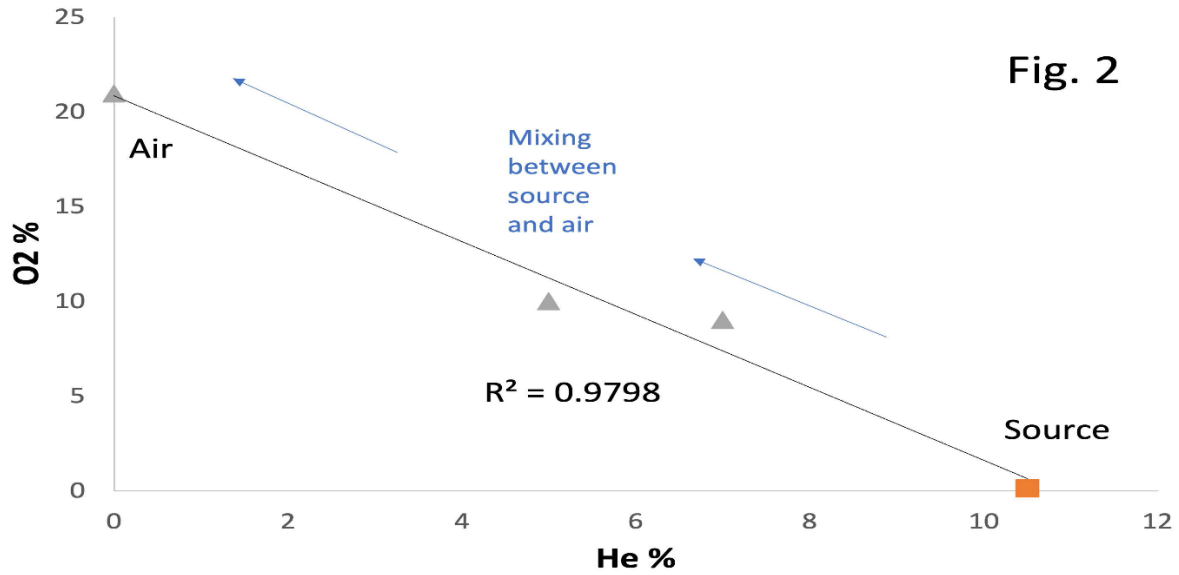
Project Description

While drilling a series of eight boreholes across the subject area in Lake County, Minnesota, in November 2011, DMC unexpectedly encountered a pocket of high-pressure gas in LOD-6 above the target zone. Gas pressure in the pocket was sufficient to blow the core tube and associated drill fluid out of the hole. Following industry standard procedures, the borehole was allowed to flow with the expectation the pocket would be depleted in a matter of hours or, at most, days. Anecdotal reports indicated shut-in surface pressures measured periodically over several days quickly rose to over 13,000 hPa with no pressure decline evident. Rough field measurements reported gas velocities in excess of 150 km/hr. After analyses of the produced gas confirmed the presence of methane, LOD-6 was sealed and permanently abandoned. Samples of the gas were taken at the wellhead and analyzed by Pace Analytical Laboratory and by the University of Toronto.

For the gas sample analyzed at the Stable Isotope Laboratory at the University of Toronto all compositional analyses were run in triplicate and mean values were calculated. Briefly, for hydrocarbon analysis (CH₄, C₂H₆, C₃H₈ and C₄H₁₀) a Varian 3400 Gas Chromatograph (GC) was used in conjunction with a flame ionisation detector. The hydrocarbons were separated by passing each sample through a J&W Scientific GS-Q column (0.32 mm OD × 30 m) using helium as a carrier gas. Initially the column was held at 60 °C for 150 s after which it was increased to 120 °C at a rate of 5 °C/60 s. To determine the remaining inorganic gas components (H₂, He, O₂, CO₂ and N₂) a Varian 3800 GC was used in conjunction with a micro-thermal conductivity conductor (μTCD). Each inorganic compound was separated by passing the sample through a Varian Molecular Sieve 5A PLOT fused silica column (0.53 mm OD × 25 m) using helium for a carrier gas to measure Ar and O₂ and using argon as a carrier gas to measure H₂, He and N₂. For the Ar and O₂ analysis the oven temperature was held at 10 °C to ensure complete separation between Ar and O₂ within the column. For the H₂, He and N₂ analysis the oven temperature was initially set to 10 °C for 600 s after which it was increased to 80 °C at a rate of 25 °C/60 s. For CO₂ an initial temperature of 60 °C with an increase to 250 °C at 20 °C/60 s and a hold time of 360 min was used. Reproducibility was better than ± 5% by volume for both analyses. Also included in the Sproule Report is an analysis of the air contamination of several of the samples, the methodology used to correct the samples for that air contamination, and how, once the contamination has been corrected, all of the samples show a consistent helium percentage of 10.5% by volume., as indicated in the following summary table from the Pace Report (which is included in the Sproule Report), as well as in the following graphs:

	Aqueous	Air	Pressure	Helium	Oxygen	Nitrogen	CO	CO ₂	Methane	Methane ug/L	Ethane ug/L
Bottle 1/2	200ml	800cc	-10	5%	10%	47%	0%	37%	1%	387	19
Bottle 2/2	250ml	750cc	-8	7%	9%	38%	0%	45%	2%	285	14
Average	225ml	775cc	-9	6%	9%	42%	0%	41%	2%	336	17





Recovery Technology

The pool will be produced by primary depletion methods through a twin well to the LOD-6 well. The gas will be sent to a helium recovery plant.

Technically Recoverable Volumes

The technically recoverable helium volumes were estimated stochastically based on the volumetric parameters, recovery factors and helium content summarized under "Volumetrics" above. The helium technically recovery volumes are presented in Table 1 and Table 2.

Calculation of the gas formation volume factor began with estimation of initial reservoir pressure. No water production was reported over the several days the LOD-6 well vented gas. Assuming no fluid was in the wellbore, only a gas column, the reported stabilized shut-in surface pressure of 13,000 hPa (203 psia) was taken to calculate the minimum bottomhole reservoir pressure of 220 psia at the depth of 1,755 feet.

Assuming an admittedly arbitrary but reasonable gradient of 0.55 psi/ft leads to a maximum reservoir pressure of 980 psia. Due to contradiction in the available pressure data, Sproule used reservoir pressure of 760 psia as a best estimate. The initial reservoir pressure of 760 psia was calculated using a hydrostatic gradient of 0.433 psi/ft assuming a normally pressured reservoir. Sproule was asked to evaluate the LOD-6 uncontrolled gas flow as best as possible to determine what, if anything, could be determined of the potential reservoir size. Volumetric OGIP at an initial hydrostatic reservoir pressure of 760 psia was calculated to be at least 135 MMcf. Alternatively, assuming an overpressured reservoir with a gradient of 0.55 psi/ft was sufficient to cause the LOD-6 blowout, the initial reservoir pressure was 975 psia and the same 5 psi pressure decline implies an OGIP of at least, 162 MMcf. Finally, using the questionable gauge reading and assuming a gas filled reservoir with no water, initial reservoir pressure, calculated as stabilized reservoir pressure plus the gas column in the wellbore, was 221 psia. A 5 psi pressure drop in this reservoir gives an OGIP of at least 45 MMcf. Importantly, these original gas in place volumes are very small compared to those obtained from the stochastic analysis. The lack of decline in shut-in pressure over the venting period is therefore not surprising as it is very likely that the LOD-6 borehole pierced a reservoir with a larger OGIP than those calculated here. Thus, these volumes only represent absolute minimum volumes similar to a well test that does not reach stabilized conditions.

No geothermal gradients were reported so this evaluation assumed a gradient of 1.4 degrees Fahrenheit per 100 feet to obtain an estimated reservoir temperature of 75 F.

The gas formation volume factors of 0.064, 0.016 and 0.012 rcf/scf were calculated at 220, 760 and 980 psia as low, best and high estimates, respectively.

Gas samples taken during venting were analyzed by Dr. Barbara Sherwood Lollar at the University of Toronto and Pace Laboratories. All samples showed some air contamination as might be expected given the rough field conditions under which they were collected. Both the Pace report and the analysis from the University of Toronto are included in the Sproule Report as well as their respective analysis methodologies, and of the air contamination. Gas compositions reported by the two labs were in good agreement with an average composition of 73.8% CO₂, 13.2% N₂, 10.5% He, 0.1 % O₂ and 2.4 % methane and other hydrocarbon gases, once corrected for air contamination.

The helium content ranging from 3 to 15% was used for the stochastic analysis based on the laboratory analysis presented above. There is a high chance of the gas sample being contaminated due to the presence of oxygen in the gas sample, as per the gas analysis presented above. Therefore, the higher Helium content is assumed for the high estimate. It is not uncommon, in fractured helium fields, to encounter a range of helium concentrations across the field perhaps due to variations in helium migration and entrapment along fractures. Thus an average of approximately one third of the single sample percentage was used for the low case helium percentage.

Recovery factors used in this evaluation, 65%, 75%, and 85%, represent a reservoir with some permeability barriers and faults, a typical low-pressure gas reservoir, and a high flow capacity reservoir clear of permeability restrictions, respectively.

At selected times during venting, the LOD-6 well was shut-in to measure a static wellhead pressure. Although details such as shut-in date and time were not provided, wellhead pressure reportedly stabilized quickly to roughly 13,000 hPa (203 psia) each time the well was closed. Water production during venting

and shut-in fluid levels were not reported. With no pressure decline evident, scoping mass balance calculations assumed a reservoir pressure drop of 5 psi, down from an initial hydrostatic reservoir pressure of 760 psia.

As the LOD-6 was an exploration borehole, no flow test equipment was onsite. Nevertheless, the resourceful field crew was able to obtain one gas velocity measurement of 150 km/hr. Assuming a flow string ID of 2 inches, yields a flow rate of 273 Mcf/d. As total venting time was not reported, scoping mass balance calculations assumed a four-day flow time, leading to a vented gas volume of 1.1 MMcf.

Analog

In order to better understand the data from the Topaz project including the well blow-out, the helium percentage, the Precambrian geology, and the magnetic field data the use of an analog field was used that has similar characteristics. The Virginia Gas Field, in the Free State of the Republic of South Africa is a commercial methane and helium field that is producing liquified natural gas (LNG) and liquified helium from a Precambrian fractured reservoir. The field was first “discovered” more than fifty years ago by mining boreholes that would blow out, similar to what happened at the LOD-6 location. There is a difference in that in South Africa the gas contained between 85-90% methane gas thus, is explosive.

From a source rock \ reservoir rock pair the Virginia Gas Field and Topaz Project have very similar characteristics. Both have Precambrian granite source rocks for the helium, 3.2 Ga for the Virginia Gas Field and 2.5 Ga for Topaz and both have slightly younger Precambrian host rocks for the reservoir: 2.9-2.7 Ga for the Virginia Gas Field and 1.1-1.2 Ga for Topaz. Both reservoirs are thought to be fractures within the Precambrian formation with little to no matrix porosity. This has been confirmed at the Virginia Gas Field but is yet to be confirmed at Topaz which is why both the thickness of the reservoir and the porosity is modelled with very large ranges of uncertainty. The fracture porosity of the Virginia Gas Field is known from detailed mapping within gold mines from underneath the gas field. This porosity measurement has been reported “2021 Update On the Estimation of Methane and Helium Reserves and Resources and Associated Economics of the Tetra4 Virginia Gas Field in the Free State of the Republic of South Africa, as of September 01, 2021”. The sealing rock for the Virginia Gas Field is both the overlying precambrian Ventersdorp Formation and possibly the Permian Dwyka glacial till formation. At the Topaz Project the seal appears to be the overlying impermeable Bald Eagle Intrusive (BEI) of Precambrian age.

The Topaz Project gas was sampled and all of the gas analysis indicate that the helium concentration is 10.5% by volume. The Virginia Gas Field has reported helium percentages from as high as 12% to as low as 1% with an average helium concentration of 3%. In the stochastic analysis the helium percentage was modeled using a lognormal distribution skewed toward the low side with a mean value of 10.5% and a P50 value of 6.9%. The 1% value from the Virginia Gas Field is represented as a P05 value in the distribution that Sproule has used. The 12% seen in the Virginia Gas Field is modeled as a P75 value with a P90 value of 22%. At the mine face in various mineral mines in Canada (such as the Kidd Creek Mine) and within the gold mines of South Africa gas samples have been reliably sampled and analyzed with up to 40% helium. Thus, using a very large uncertainty for the helium concentration is a reasonable approach given that for the Topaz Project the LOD-6 well is the single location of a helium sample. The analog plus data from the surrounding region was all incorporated into the full distribution of helium uncertainty.

The Virginia Gas Field reservoir is defined by known faults that have been mapped for decades by the existing gold mines in the area. These faults also show up on both regional and local aeromagnetic data as lineaments. There are other features that are known to be younger volcanic dykes that create other, distinct magnetic lineaments. The use of magnetic data to define the reservoir areas is common for mineral exploration and development due to contrast in magnetic susceptibility between different rock types. Both the Virginia Gas Field and the Topaz Project are using magnetic data to define areas of highest potential

for further appraisal and development. Sproule has used the magnetic field data to define limits to the areas of Contingent Resources that are aligned with the volumes predicted by the flow analysis from the LOD-6 well unconstrained blow-out. The Virginia Gas Field has no known gas-water contact and no known overall structural component as the field sits in a general geo-syncline. The minimum gas column height, as demonstrated by well penetrations is over 500m with anecdotal evidence of a possible gas column exceeding 2,000m. Despite this large gas column the field is generally under-pressured with occasional fault blocks being over-pressured; with no discernable fabric understood to date. The lack of direct structural control was taken as an analog for the Topaz project however, the large gas column was not used.

The Virginia Gas Field was flow tested by 18 wells in 2008 and three type curves were generated from the production tests. In 2016 the field went on commercial production with an initial well (HDR-1) producing into a limited CNG facility. Later a second well (MDR-5) was added and in 2022 the LNG plant was commissioned with first commercial helium sales in 2023. The average decline rate for all of the wells is 4.75% per year. This was used as an analog for the Topaz project to assess the estimated ultimate recovery as a best case scenario.

In Summary, the Virginia Gas Field is a reasonable analog for the Topaz field, with similar aged helium sources, reservoir rock, sealing rock, helium concentrations, and means of discovery. Coupled with the flow of the LOD-6 well for four days, Sproule considers the reservoir around the LOD-6 well to be a Known Accumulation, and thus Discovered resource. Differences exist, both positive and negative, between the Virginia Gas Field analog and the Topaz field, and these differences have been accounted for and modelled in the in-place and recoverable estimates. These differences include:

- Reservoir pressure due to differing depths
- Gas formation volume factors due to differing gas compositions and depth
- Average Helium concentrations

Contingencies

The following three contingencies are identified for the LOD-6 well area development:

- 1) *Evaluation Drilling* - There is a requirement for more evaluation drilling to confirm the geological continuity of the reservoir and reduce the distance from proven productivity. It is anticipated that as Invenir continues to pursue primary development of the reservoir, commercial productivity will be established closer to and within the primary production contingent resource areas, at which time this contingency would be removed.
- 2) *Corporate Commitment* - There has been no final investment decision and endorsement from Invenir to move forward with commercial development of the Topaz Project. Gathering of the additional technical data is required to establish the commerciality of the Topaz Project and made the final investment decision. Additionally, a detailed development plan has not been determined and further work needs to be completed to confirm how the resources will be developed. Currently, Invenir is working on securing additional acreage by exercising lease options, pursuing additional lands, engaging vendors for drilling activities and engaging with local government and regulatory bodies. It is anticipated that as the development plan is refined Invenir would be able to make a final investment decision, at which point this contingency would be lifted.
- 3) *Market Access* - There is a viable helium market in Minnesota, U.S.A. Considering the early stage of the project, Invenir requires to build helium extraction facilities as well as execute a helium sales

contract to allow for the product to reach markets. Once determination of market access has been completed, or will be completed in the near term, this contingency may be lifted.

Project Maturity Subclass

The Contingent Resource volumes in the Sproule Report are classified as Development Unclassified. Development Unclassified is the second lowest level of Contingent Resources and is a discovered accumulation where project activities are under evaluation and where justification as a commercial development is unknown based on available information. A plan for future evaluation should exist but further study or appraisal work will be ongoing in order to establish the actions necessary to move the project forward to commercial maturity.

The Prospective Resources in the Sproule Report are not well defined and do not yet represent a standalone viable drilling target. As a result, the Prospective Resource volumes in these areas are classified as project maturity sub-class Lead. Additional work to better define the reservoir and trap extent is warranted prior to drilling. A Lead level of Prospective Resource is greater than a Play level of Prospective Resource (which is the lowest and least defined level of Prospective Resources) but below the Prospect level of Prospective Resource (which is the best defined level of Prospective Resources) and is a project that is poorly defined and requires additional data acquisition and/or evaluation.

Positive and Negative Factors

Key positive factors relevant to the contingent / prospective resource estimate for this project include:

- favourable market demand for produced helium; there is a current global shortage of helium and local demand for industrial helium in Minnesota. The local midstream purchaser of the helium from the project has yet to be identified;
- favourable tested helium percentage from the LOD-6 well;
- favourable estimated gas flow rates from the LOD-6 well; and
- no apparent decline in the gas flow rates from the LOD-6 well during unconfined flow period suggesting a significant size accumulation.

Key negative factors relevant to the Contingent / Prospective Resource estimate for this project include:

- full definition of the project; the areal extent of the resource base and the type of reservoir;
- the reservoir volume cannot currently be estimated, including the connected reservoir volume, the recovery factor and production profile for reasonable estimates of the Contingent Resources and to this end the Company has engaged a project manager to plan and execute the appraisal program;
- it will require the drilling of further exploration wells in the Prospective Resources area to prove commercial productivity of these areas; and
- absence of the helium extraction facilities.

SCHEDULE "B"

DISCLOSURE REGARDING THE TUNU PROJECT

The following information regarding the Tunu Project is based on the SRK Report prepared by SRK ES. Unless otherwise stated, the information in this section is as of the issue date of the SRK Report, being February 2023, and included with the consent of SRK ES.

THE MINERAL ASSETS

Location, Access and Climate

Location

The Tunu Project is located in Liverpool Land, East Greenland, and covers eastern coastal areas as well as inland areas to the north of Kangertitivaq (also known as Scoresbysund), the world's largest fjord system (Figure 1). It is in Sermersooq municipality which has its administrative seat in Nuuk, the capital of Greenland.

Liverpool Land is a mountainous peninsula with glaciers, small icecaps and steep-sided fjords. The western side of Liverpool Land has gentler relief, sloping westwards down from the mountains, and is bounded to the west by Hurry Fjord in the southwest and Carlsberg Fjord in the northwest, with the Klitdal Valley connecting the two.

Throughout the area, vegetation is sparse and, where present, typical of high latitude tundra. The project area does not include any parts of the Northeast Greenland National Park or RAMSAR wetlands.

Accessibility and Infrastructure

The project area can be accessed all year via Nerlerit Inaat (Constable Point; CNP; Figure 1), a small airport on the western side of Hurry Fjord (Figure 1). Access is also possible by boat during summer and autumn. From CNP, the settlement of Ittoqqortoormiit (population 345 in 2020) in the southern part of Liverpool Land can be reached by helicopter, boat in summer or snowmobile/dogsled in winter. This is the only settlement in the area, although houses in abandoned villages nearby are occasionally used by local inhabitants, such as at Kap Tobin.

There is a military airstrip at Mestersvig in the far north of Jameson Land, an area that was historically mined for lead and zinc and is seeing renewed exploration activity.

Access around the project area for exploration work is most efficient using helicopters, although coastal areas can be reached by boat.

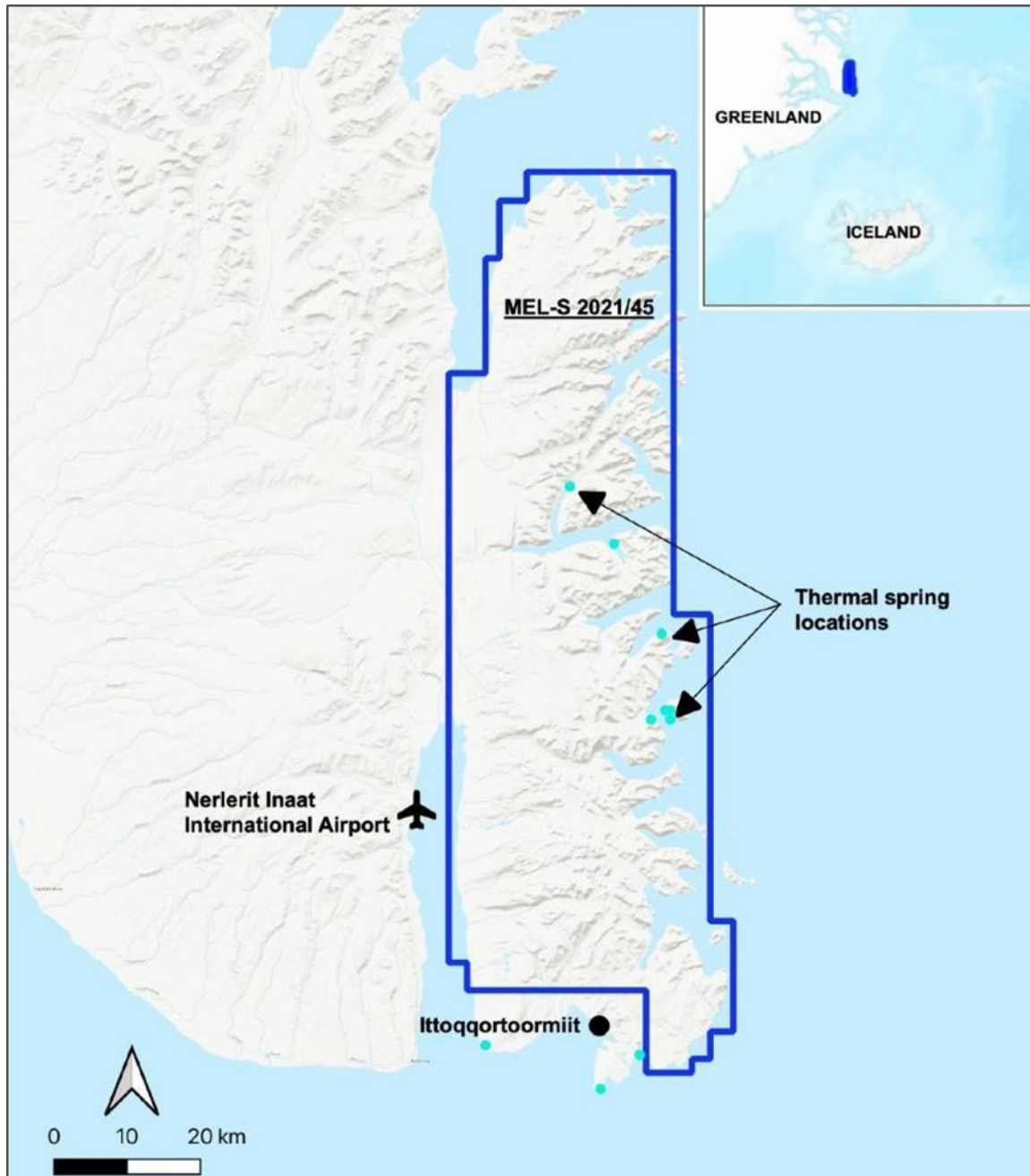


Figure 1 Location of the Company's mineral exploration licence (Pulsar, 2022)

Climate

The area has a High Arctic climate with long, cold winters and short, cool summers. There can be relatively prolonged periods of stable conditions with high pressure although strong winds, low cloud and precipitation are common especially in winter. Fog is frequent on the outer coast during spring and summer. There is 24 hour sunlight in summer, and two months in winter when the sun does not rise above the horizon. Average temperatures in summer are 3 to 5°C and in winter they are -18 to -12°C. Fjords begin to freeze over in November. The entrance to Kangertitvaq is usually ice-free all year (it is a polynya, an area of open water surrounded by sea ice,) and is an important feature for the region's

biodiversity and hunting. Sea ice begins to thaw in June but the mouth of the fjord is not free of ice until July.

Snowfall starts in September, with most falling in January and February. Historical records show that, whilst the number of snow days per month has remained quite steady, the amount of snow has increased over time suggesting that snowfall is becoming heavier.

Mineral Exploration Licences

Skyfire was awarded a Special Mineral Exploration Licence in 2021 (MEL-S 2021-45). This covers Liverpool Land and has an area of 2,772 km². It conveys the exclusive rights to all mineral resources including hydrogen and helium but not including hydrocarbons and radioactive elements.

Special Mineral Exploration Licences are only issued for areas in North and East Greenland and must be larger than 1,000 km². They are valid for three years and have reduced exploration expenditure commitments compared to Exploration Licences but are not renewable.

The Government of Greenland nulled any exploration commitments for licences in 2021 due to the Covid-19 pandemic. Year 1 is therefore 2022. Furthermore, the expenditure commitments have been reduced by 50% for 2022.

During the three-year period of a Special Mineral Exploration Licence, the licensee may convert parts of the licence to a Mineral Exploration Licence. This must have a minimum area of 5 km², is exclusive and has commitments for minimum exploration expenditure that increase over time. It can be renewed for a further five years periods, and then for two-year up to a total of 22 years.

Skyfire's MEL-S 2021-45 licence was the first in Greenland to include approval for the exploration for "industrial gases" under the same terms as other minerals. This shows the Government's acknowledgement that helium and hydrogen have no relation to hydrocarbons, the exploration for which is currently banned. Greenland's Mineral Licensing and Safety Authority ("MLSA") has said that it will enhance its capabilities in order to administer and monitor exploration for industrial gases.

Mineral Prospecting Licence

Skyfire has been awarded a Mineral Prospecting Licence that covers East Greenland and permits reconnaissance work for all minerals including industrial gases. Prospecting licences are non-exclusive, have no exploration expenditure commitments and are valid for five years. They are not renewable.

GEOLOGY

Regional Geology

Liverpool Land is at the south-eastern boundary of East Greenland Rift Basin which comprises a series of Jurassic sub-basins found within an elongate zone that trends north-south for more than 600 km (Figure 2). The Jameson Land Basin is the largest of these sub-basins; it is 80 km wide and contains a 1,100 to 2,400 m thick succession of upper Triassic to lower Cretaceous sediments, the Jameson Land Supergroup, which onlaps onto basement rocks at Klitdal along the western boundary of Skyfire's exploration licence.

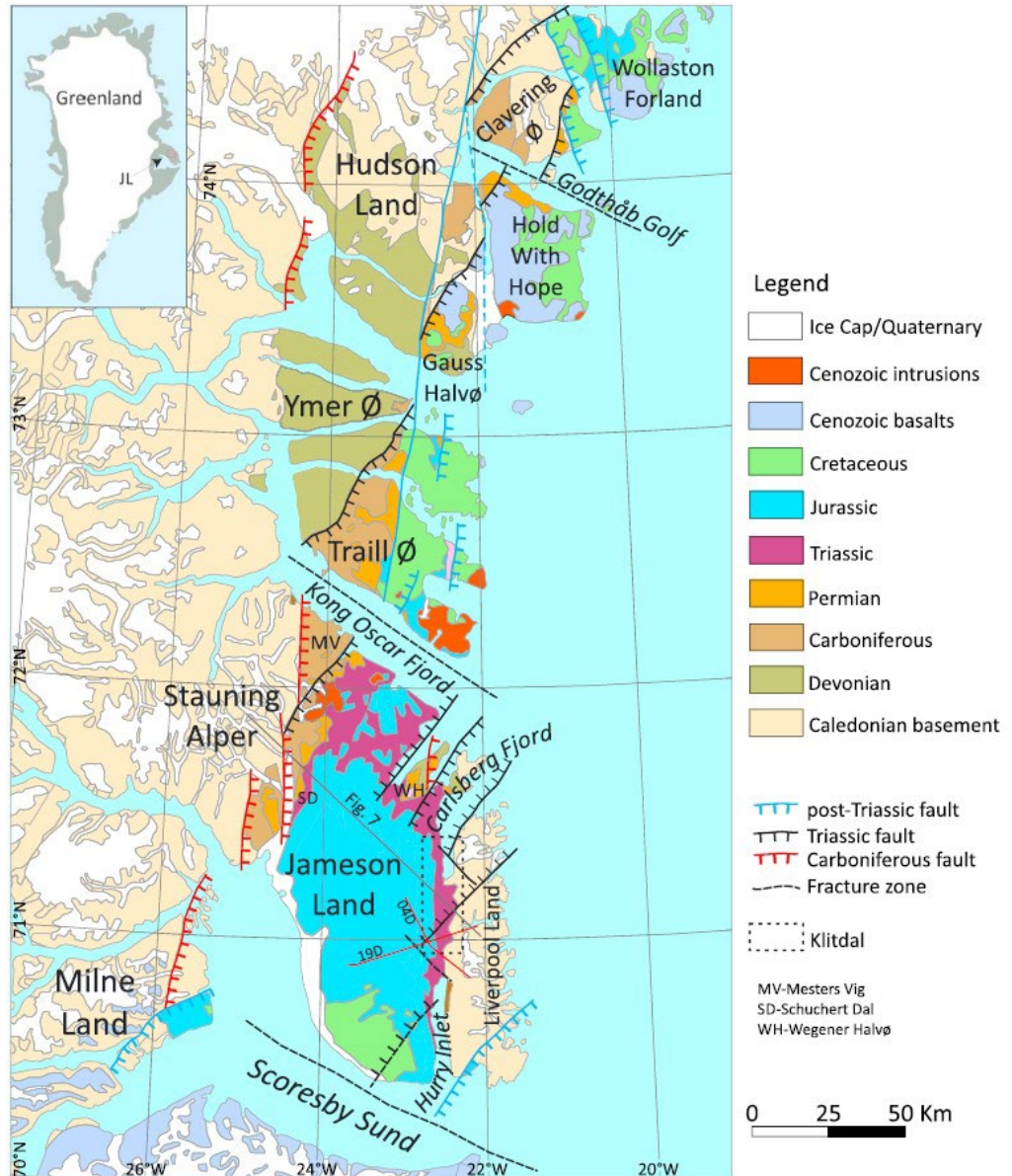


Figure 2 Geological map of the east Greenland margin (modified after Escher and Pulvertaft [1995] and Guarnieri [2015]). Trace of the geological cross-section of Figure 3-2 is labelled as Fig. 7 (Guarnieri et al., 2017)

Liverpool Land

The Liverpool Land Basement High ("LLBH") is dominated by igneous and metamorphic rocks and represents an outcropping basement high between two sedimentary basins; the Jameson Land Basin to the west and the Liverpool Land Basin which lies offshore and to the east. Basement highs are large structural features, commonly buried in sedimentary basins (Busby and Azor, 2012). They are of interest for natural resource exploration because of their ability to influence migration and entrapment of petroleum (Trice, 2014) and water, and the deposition of metals (Hitzman, 2005). Fracture systems within the basement highs and areas where onlaps of younger sediments are key features for migration and potential trapping of gases.

The LLBH is mostly composed of granites, monzodiorites, gneisses and schists and has formed as a result of multiple tectonic, metamorphic, magmatic, burial, sedimentation and erosion events (Corfu and Hartz, 2011; Guarnieri et al., 2017). It is the central-most basement high in the northeast Atlantic Caledonides and contains a variety of rocks derived from the whole section of the Caledonian crust. Research by Corfu and Hartz (2011) included U-Pb geochronology and a division of Liverpool Land into distinct tectonostratigraphic domains which, they interpret, were juxtaposed after magmatism:

1. The Southern Liverpool Land eclogite terrane with garnet-peridotite and eclogite lenses, the product of a multiple tectonic events with a latest-Palaeoproterozoic and Mesoproterozoic origin, eclogitisation at 398 Ma and migmatitisation at 387 Ma;
2. The migmatitic Mariager Fjord Dome in central Liverpool Land with gneisses that formed leucosome at 409 Ma. Both areas are separated by high-strain zones from overlying rocks (see 3);
3. The Hurry Inlet plutonic terrane, which consists of metasedimentary rocks first intruded by granodiorite to granite at c. 440–430 Ma, and, after local deformation, by a major 426–424 Ma granitic to monzonitic suite; and
4. Structurally higher low-grade Neoproterozoic to Cambrian sediments, intruded by 427 Ma leucogranite.

All these units are unconformably overlain by Devonian and younger deposits.

Thermal Springs

Central East Greenland has the greatest abundance of thermal springs in Greenland. This is relevant to the Company's exploration for helium and hydrogen because it demonstrates anomalously high heat flow that is required to liberate and mobilise gases from depth. They also show that there are pathways by which these gases can reach shallow depths. Historical work has shown water flowing from these springs to have temperatures of between about 30 and 60°C (Pedersen, 2016; Halliday, 1974), water discharge rates of between 10 and 100 litres per minute and gas discharge rates of 1 litre per minute (Watt, 1981). At the Ûnartoq thermal spring in South Greenland, gases with similar composition to those discharged from springs in the Tunu Project area have been shown to have a helium content of about 2.3% (Persoz et al., 1972).

The origin of this anomalously high heat flow is the Icelandic and Jan Mayen mantle plumes which have diverged from a position under central Greenland and passed below the east coast.

EXPLORATION MODEL FOR HELIUM AND HYDROGEN IN EAST GREENLAND

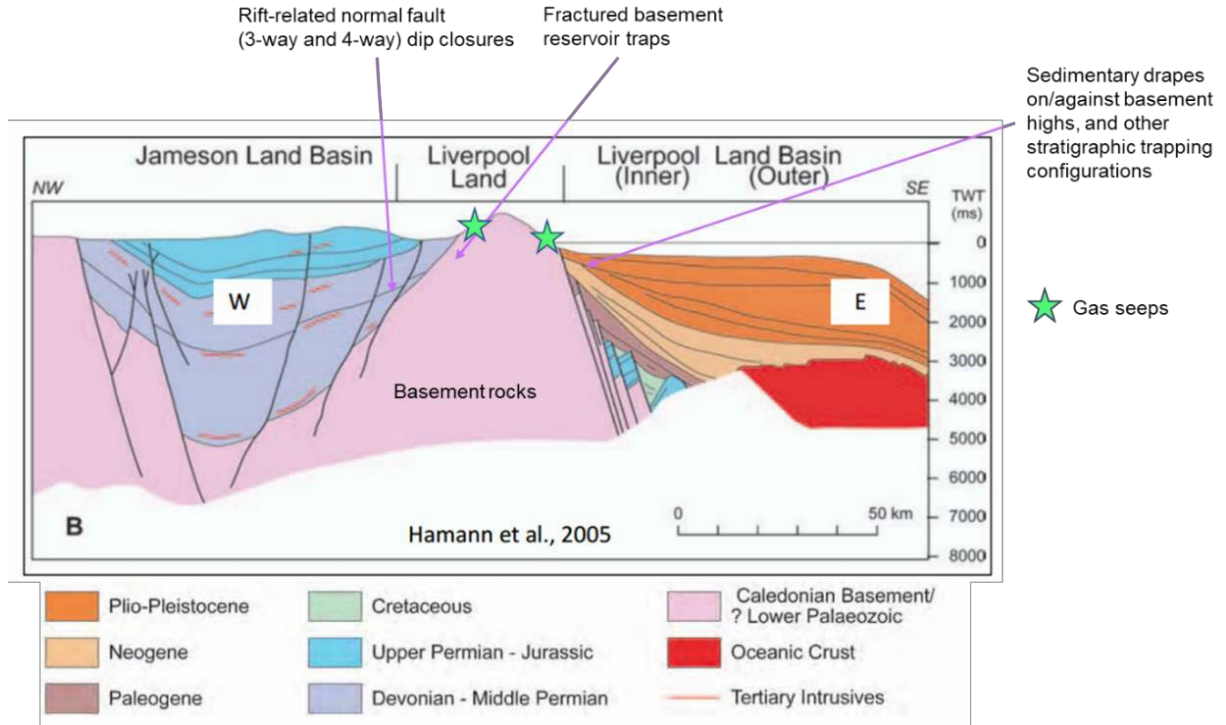
The Company believes that the geological conditions exist within their licence areas for high-helium accumulations, along with the potential for accumulations of natural hydrogen. There is a good geological understanding of this area and the following essential components for these accumulations have been identified:

- **Source rock**
 - Helium (^4He) is created by the radiogenic decay of uranium and thorium in ancient basement (cratonic) rocks which forms helium alpha particles. The presence of cratonic rocks is important because they act as a repository for subducted (and radiogenic) volatiles

that can subsequently be remobilised. The licence area includes a basement of re-worked Archaean, Proterozoic and Palaeozoic rocks, potentially ideal sources of helium due to their old age and therefore elevated concentrations of U and Th;

- Natural hydrogen is created via numerous chemical pathways, including radiolysis of water in the deep continental crust via radiogenic decay of uranium and thorium. This water may be very ancient and has resided in the crust for long periods (millions to billions of years; Holland et al., 2013; Warr et al., 2021) Also, the chemical process of altering mafic/ultramafic rocks to produce eclogite/serpentinite and the oxidation of Fe(II)-bearing minerals (e.g. siderite, biotite or amphibole) results in the production of free hydrogen (Lollar et al., 2014). Mafic and ultramafic rocks are present in the southern part of Liverpool Land, as are eclogites and serpentinite. These are also in the vicinity of thermal springs;
- **Liberation and migration of gases**
 - Rifting along the North Atlantic Ridge and parallel fault structures, including those in the East Greenland Rift Basin, and/or infiltration of plume-derived magmas, create migration pathways for potentially helium- and hydrogen-rich fluids to migrate from the crystalline source rock towards potential reservoirs in overlying sedimentary basins;
- **Heat source**
 - A deep heat source is required to liberate and drive helium and hydrogen from the source rocks towards potential reservoirs. This is provided by the nearby Icelandic Mantle Plume and North Atlantic Ridge, as evidenced by the thermal springs found in this area;
- **Reservoir, trap and seal**
 - Sediments of the Jameson Land Basin in Klitdal at the western boundary of the exploration licence may include suitable conditions for reservoirs where these gases can accumulate, if rocks with suitable porosity are present as a reservoir along with seal rocks. The contact between the sediments and the LLBH could include potential traps;
 - Sedimentary traps may also exist in fjords and below surface ice;
 - Potential traps include synrift structural traps resulting from fault block tilting, horst, and listric faults;
 - It is also possible that helium and hydrogen plays are present in the fractured basement of the LLBH, similar to helium resources in permeable faults and fractures in the Witwatersrand Supergroup in South Africa;
- **Thermal springs**
 - Gases in this area reach the surface in the form of bubbling seeps in thermal springs near the boundaries of basement rocks, rich in radiogenic He and N₂ and with trace amounts of CO₂ and CH₄. This provides evidence of an active system and eludes to the possibility of deeper gas accumulations.

This model and its components are summarized in Figure 3.



- **Figure 3 Examples of potential helium plays in the Tunu Project area (Pulsar, 2022, modified from Hamann et al., 2005)**

EXPLORATION

Introduction

As far as SRK ES is aware, there has been no historical exploration specifically for helium or hydrogen in Greenland. Previous researchers and explorers did however record the occurrences of thermal springs in Greenland, including some in the southern end of the Company's licence area and further south along the coast within the Company's prospecting licence. Later exploration for hydrocarbons and metals has produced data that is relevant to the Company's understanding of the geology and potential gas trap sites.

Historical Exploration

Thermal Spring Sampling

Historical sampling of thermal springs at Kap Tobin and Kap Hope in the southern part of Liverpool Land indicated that gases emanating from them predominately comprised nitrogen and noble gases (Pedersen, 1926). Pedersen analysed gas samples from two sources for their content of CO₂, O₂, CO, combustible gases, N₂ and noble gases (which include helium). He found that the samples contained only trace amounts of CO₂ and about 1% O₂, with the remainder being N₂ and noble gases. No hydrocarbons were recorded. The ratio of noble gases to N₂ was calculated to be 1.1%. Further to this, later work on the Ûnarteq spring at Kap Tobin estimated an N₂ gas discharge rate of 1 litre per minute (Watt, 1971).

It is notable that similar N₂-dominant, low hydrocarbon gases were sampled in 1962 and 1963 at a hot spring on Ûnarteq in South Greenland (Persoz et al., 1972). In this case, the samples were analysed for individual noble gases and found to contain about 2.3% helium. Although far from the project area, it is an

interesting example that shows a system with high-helium discharge, the like of which is being targeted by the Company.

Some of the springs on the south side of Kangertittivaq were visited and sampled by Halliday et al. (1974). They found that springs at Rømer Fjord had a high methane content of up to 30% but no traces of "volcanic gases" CO₂, H₂S or H₂. By contrast, samples from Knighton Fjord, further south again, had a much lower methane content of 0.4%, again with no volcanic gases. It appears that these samples were not analysed for noble gases.

Geophysical Surveys

In the 1980s, extensive offshore and onshore seismic surveys were conducted in the area by ARCO for oil and gas exploration. This included 1,799 line km of onshore surveying that was shot in Jameson Land between 1985 and 1989. This data is in the Company's possession and is of value for understanding the area's stratigraphy and interpreting the locations of potential gas trap sites.

Whilst only a small amount of this data lies within the exploration licence, it is still of value in assessing the contact between the Jameson Land Basin and the LLBH and understanding potential gas migration pathways from the west.

The western part of Liverpool Land have also been subject to several phases of airborne geophysical surveying, including:

- Gradient magnetic survey flown by Fugro in 2013; and
- Magnetic and TDEM surveys flown by SkyTEM in 2013;

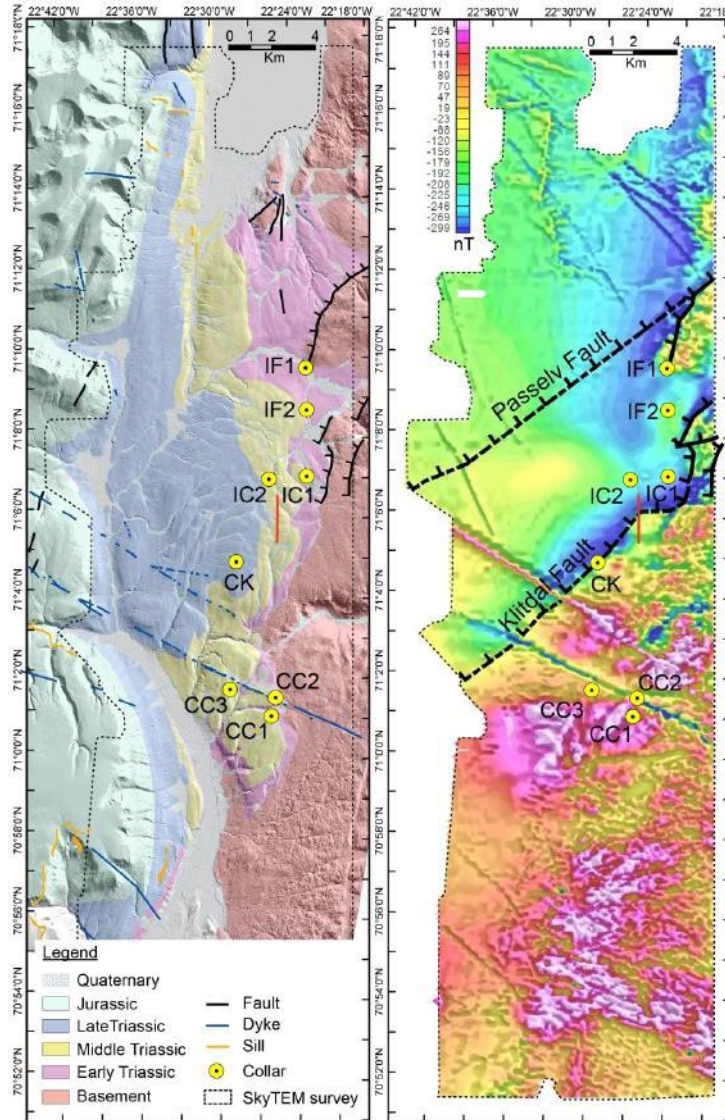
These surveys were performed in relation to exploration for red-bed copper mineralisation in this area by a joint venture between Anglo American Exploration and Avannaa Resources Ltd.

Diamond Drilling and Structural Analysis

In 2014, a diamond drilling programme was conducted in Klitdal, the area between Jameson Land and Liverpool Land. This was done by Jameson Land Resources A/S ("**JLR**"), a joint venture project between Anglo American Exploration and Avannaa Resources Ltd. and followed two years of prospecting work and geophysical surveys. Their objective was to assess the potential for sediment-hosted copper in Permo-Triassic red-beds, and 8 holes were drilled in four target areas for a total of 1,807 m. The drillholes were positioned along the main sediment onlap with the crystalline basement rock of Liverpool Land (Figure 4), this being interpreted as a site where cupriferous fluids could accumulate.

This period also included an analysis of the tectonic evolution of the Jameson Land Basin. This was undertaken by GEUS in collaboration with JLR and included field mapping and interpretation of existing structural, stratigraphic, geophysical and 3D datasets. This resulted in a revised geological map and structural understanding of the area, particularly for the Klitdal area where JLR focussed its exploration (Guarnieri and Brethas, 2014).

None of the work in this programme indicated any presence of sediment-hosted base metal mineralisation, and the project was abandoned. However, the data, including drill cores, may be of value to the Company in furthering their exploration for industrial gases. If the drillholes were left open and capped, then they could prove to be very useful gas sampling sites.



- **Figure 4 Geological map of part of Klitdal showing the locations of JLR diamond drill holes (right) alongside airborne magnetic data and structural interpretations (Guarnieri et al., 2016)**

CRUSMID-3D

The CRUSMID-3D project (Crustal Structure and Mineral Deposit Systems: 3D-modelling of base metal mineralization in Jameson Land, East Greenland) took place from between 2014 and 2016 and involved a consortium that included between GEUS (The Geological Survey of Denmark and Greenland), LTU (Luleå University of Technology), ISOR (Icelandic Geosurvey) and Avannaq Resources. The Project was co-funded by NordMin (A Nordic Network of Expertise for a Sustainable Mining and Mineral Industry) for a period of thirty months.

This multi-disciplinary project aimed, via the use of historical exploration data, structural analysis and geological fieldwork, to produce a 3D model of the Jameson Land Basin in order to define its crustal architecture, petrophysical properties and the controls on potential base metal mineralisation.

Whilst focused on metal exploration, the outcomes of the project are of value to the Company's understanding of favourable settings for gas accumulation at the eastern margin of the Jameson Land Basin.

Recent Exploration

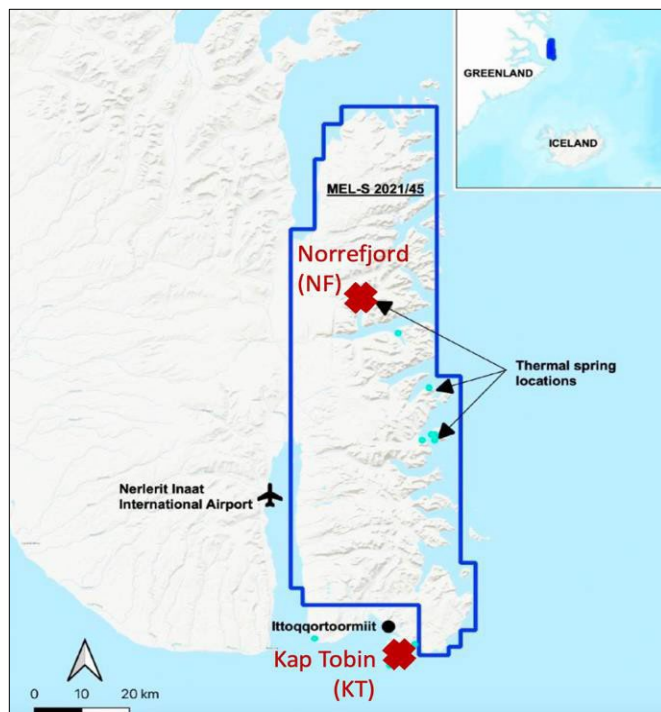
Remote Sensing

In early 2022, the Company commissioned Dr Neil Pendock of Dirt Exploration to conduct a study to detect gas emissions using Sentinel-2 visible/near infrared ("**VNIR**") and shortwave infrared ("**SWIR**") imagery. This was carried out on the premise that natural hydrogen and helium may be detected using Sentinel-2 VNIR/SWIR imagery based on their emission features while methane and ethane may be imaged using features in SWIR (Pendock, 2022). This data allows mapping at high spatial resolution; VNIR data is collected at a 10 m pixel size and SWIR at a 20 m pixel size. The method employed by Pendock involves the unmixing of radiance data which contains the spectral response of all gasses in the column of atmosphere between the ground and the satellite orbiting at 786 km above the surface plus the reflection of materials on the surface. From this unmixed data, the targeted endmembers can be mapped to show anomalous areas.

Pendock produced anomaly maps that appear to show some weak correlation to the locations of thermal springs, but also widespread anomalies that, in SRK ES' opinion, are less likely to be related to gas emissions. It is possible that there is spectral overlap between the targeted elements and other materials; for example, it appears hydrogen anomalies have some spatial relationship to patches of snow and ice. It is important that the Company conducts ground-truthing of these anomalies in the field.

Fieldwork

In August 2022, Thomas Abraham-James of the Company and Peter Barry of the Woods Hole Oceanographic Institution ("**WHOI**") visited the Tunu Project area in order to obtain gas samples from thermal springs. They visited a variety of locations including Nørre Fjord within the Company's exploration licence, and Kap Tobin and Rømer Fjord within their prospecting licence. The temperatures of the springs at these locations ranged between 40 and 60 °C. The locations of the Nørre Fjord and Kap Tobin sampling sites are shown in Figure 5.



- **Figure 5** Locations of the Kap Tobin and Nørre Fjord sample sites (Barry, 2023)

Gas Sampling Method

Gas samples were collected from thermal springs at three sites, using standard inverted funnel sampling techniques (e.g., Barry et al., 2013). Gases and fluids were first flushed through silicone tubing and into 3/8-inch copper tubes (Weiss, 1968). After ample flushing (i.e., approximately 10 times the volume of the tubing), stainless steel clamps were closed on each end of the copper tubes, trapping the sample inside of the copper tubing between the clamps (e.g., Barry et al., 2022). Gas seeps had relatively low flow rates, which required more than one hour of flushing to effectively remove any air from the system. To ensure no back flow of air into the sampling apparatus, the outflow portion of the silicon tubing was submerged in a bottle of water, allowing gas to flow only in one direction through the sampling apparatus. Giggenbach bottles (without sodium hydroxide) were also collected and sent for analysis at the University of New Mexico ("UNM") laboratory by Prof Tobias Fischer.

Sample Analysis

Samples were measured for noble gas concentrations isotope ratios on a Nu Instruments multicollector Noblesse mass spectrometer at WHOI which can determine the isotope ratios of nitrogen and all 23 stable noble gases. In addition, subsets of the samples were sent to two laboratories, UNM and Isotech, for major gas quantification using a quadrupole mass spectrometer and gas chromatography methods. The methods are described in Taran et al. (1998) and the references within.

Gas Chemistry Results

Analytical results for samples from Kap Tobin and Nørre Fjord were reported by Peter Barry of the WHOI in February 2023 (Barry, 2023). Three sets of data have been reported for these two sample sites from WHOI, UNM and Isotech respectively.

- **Table 1 Gas chemistry data for samples acquired in 2022. Values in percentages apart from ratios (Barry, 2023)**

Site	Sample ID	He	³ He/ ⁴ He (R/Ra)	⁴ He/ ²⁰ Ne	CO ₂	H ₂	Ar	O ₂	N ₂	CH ₄	CO	C ₁	C ₂	N ₂ /Ar	He/Ar
Kap Tobin	KT-1 ¹	0.49	0.41	259											
	KT-1 ²	0.82			0.23	n.d.	1.96	0.10	96.58	0.31	n.d.			49.23	0.42
	KT220826 ³	0.36			0.12	n.d.	1.23	5.48	92.56		n.d.	0.25	n.d.	75.25	0.29
Nørre Fjord	NF-1 ¹	0.08	0.10	73											
	NF-2 ¹	0.08	0.10	74											
	NF-2 ²	0.19			0.06	n.d.	1.61	1.15	96.88	0.10				60.02	0.12
	NF220826-2 ³	0.01			0.09	n.d.	0.91	19.92	79.06		n.d.	0.01	n.d.	86.88	0.01

Notes:

¹ Analysed by WHOI; ² Analysed by UNM; ³ Analysed by Isotech All values are percentages, apart from ratios

Of the samples analysed by WHOI, the Kap Tobin ("KT") sample has the highest He content of approximately 0.49%, whereas both replicates of Nørre Fjord ("NF") revealed He contents of approximately 0.08%. Both samples had strongly radiogenic helium isotope signatures (³He/⁴He) and high He/Ne ratios, indicating little to no contamination during sampling.

Analysis by UNM shows slightly higher He contents, up to 0.82% in KT and 0.19% in NF.

Isotech's analysis revealed He contents of approximately 0.36% for KT, whereas the helium content of NF was very low. However, the data for other gases indicate that there was likely a leak in the sample or during extraction, and this data point should be disregarded; it has an atmospheric composition (about 20% O₂ and 79% N₂).

Kap Tobin is therefore thought to be a more pristine sample, with He concentrations determined using three methods between 0.36-0.82%. The remainder of the gas is mostly N₂, which is to be expected in high-He systems (Danabalan et al., 2022).

Hydrogen was not detected in any of the samples on which an appropriate method for this was used.

Context of Results

Helium is a very minor component of the Earth's atmosphere, occurring at a concentration of only 5.22 ppm by volume (0.00052%). In this context, the Company's results are clearly anomalous.

It is also useful to compare these results to those published by industry peers that are engaged in helium exploration. Some examples from active projects include:

- In January 2021, Royal Helium Ltd. commenced drilling on the Climax land block in Saskatchewan, Canada. They drilled three wells to a total depth of approximately 2,600 m. Results were announced in April 2021, with tests returning concentrations ranging from 0.33% to 0.64% helium from the Deadwood, Souris River and Duperow Formations, with initial high-graded

production zones being tested ranging in thickness from 5 m to in excess of 30 m (Royal Helium website);

- In Northern Alberta, Canada, First Helium Inc. plans to produce helium from several wells including the discovery well 15-25, drilled in 1999, which contains 1.3% helium and 26% nitrogen. This well was drilled for natural gas but was shut down due to the high nitrogen content lower heating value. However, today the value of the helium changes the economics of these wells and the company intends to start the fabrication and installation of a helium processing facility at well 15-25 during 2023, as well as reviewing other exploration opportunities in Alberta (First Helium website);
- In Montana, USA, Avanti Helium Corp. has drilled two wells to date in its Greater Knappen property, resulting in a major discovery. The completion results of the Cambrian Flathead Formation yielded over 4 MMcf/d total gas with 1.1% helium and 97.5% nitrogen. Drill stem testing STs in the Souris River Formation also confirmed 1.2 % He and ~92 % Nitrogen (Avanti Helium website);
- Helium One Global Ltd. Rukwa exploration project in Tanzania has yielded some exceptionally high concentrations of up to 10.2% helium from surface seeps. The company states a Best-Estimate Unrisked Prospective Recoverable Helium Resource (2U/P50) of 138 Bcf (reported in 2019), making this the largest known primary helium resource in the world (Helium One website). Drilling was undertaken in 2021 which demonstrated a working helium system and further drilling is planned for 2023.

It can therefore be seen that the Company's initial exploration results are consistent with those considered to be economic from helium projects elsewhere in the world at which significant operational and capital expenditure has been committed.

PROJECT DEVELOPMENT PLAN

Following completion of the Special Warrant Financing, the Company intends to commence technical studies and field exploration. Over the next two years, this may include:

- Further remote sensing analysis to identify surface faults, hydrothermal features and additional seeps, with fieldwork to ground-truth anomalies. For gas detection from remote sensing data, SRK ES suggests that this is done using imagery acquired during winter or spring when frozen conditions may reduce the influence of biogenic gas sources;
- Geochemical sampling and further analysis of surface seeps;
- An airborne gravity gradient and magnetic survey, with the data being interpreted to develop 3D models for target areas;
- Using the outcomes of the above plus historical data, potentially report a maiden Prospective Resource in accordance with the Petroleum Resources Management System;
- Conduct follow-up exploration, potentially including seismic surveys;
- Should there be sufficiently robust targets at this stage, the Company would conduct a first phase of shallow drilling.

SRK ES considers this to be a suitable approach to target generation and resource development.

CONCLUSIONS

This part of Greenland is relatively well-explored and its geology is well-understood; historical data has provided a good platform from which the Company can target its own work. Whilst the project is at an early stage, and this is the first attempt in Greenland to define resources of these gases, the geological model and exploration rationale has been carefully considered and is compelling. There is evidence of all the critical components for helium and hydrogen plays in this area.

The Company's exploration model was confirmed by its first sampling programme in 2022 which identified high concentrations of helium emitting from thermal springs at two sites in Liverpool Land; concentrations of 0.36 to 0.82% He at Kap Tobin and 0.19% He at Nørre Fjord have been reported. The remainder of the gas in helium-enriched samples is mostly N₂, which is to be expected in high- helium systems. These observations, along with low helium isotope (³He/⁴He) ratios (R/Ra <1) are consistent with radiogenic build-up of helium in Proterozoic and Archean rocks followed by release due to rifting and/or interaction with a mantle plume. SRK ES notes that the helium concentrations reported from the Company's initial reconnaissance are consistent with helium exploration projects elsewhere in the world.

No hydrogen was detected in the samples from 2022. However, it is important not to draw conclusions in this regard from data from only two sample sites. For the same reason, it is important that more data is acquired from additional sample sites to build on the exploration case for helium and improve the understanding of deep fluid dynamics.

Recommendations

The Company has presented a development plan for the project for the next two years. SRK ES considers this to be well thought out and suitable for the area. Given the potential importance of plays in fractured basement in Liverpool Land, SRK ES recommends that, alongside those items proposed by the Company, there is an emphasis on assessing the structural geology of the area via remote sensing, geophysical surveys and field mapping.

Thermal spring gas sampling results, whilst limited in number, are encouraging and support the case for more sampling campaigns that should target as many sites as possible. The Company should also investigate the use of remote sensing for identification of potential thermal springs that can then be visited in the field. The Company must also ensure that the Kap Tobin area is covered by an exploration licence. It is currently within the Company's prospecting licence but this does not convey exclusivity for exploration activities.

SCHEDULE "C"

ANNUAL FINANCIAL STATEMENTS

(See attached)



Consolidated Financial Statements

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

(Expressed in US dollars)

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Pulsar Helium Inc.

Opinion

We have audited the accompanying consolidated financial statements of Pulsar Helium Inc. (the "Company"), which comprise the consolidated statements of financial position as at September 30, 2022, December 31, 2021 and 2020 and the consolidated statements of loss and comprehensive loss, changes in shareholders' deficiency, and cash flows for the nine months ended September 30, 2022, the years ended December 31, 2021 and 2020, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2022, December 31, 2021 and 2020, and its financial performance and its cash flows for the nine months ended September 30, 2022, and the years ended December 31, 2021 and 2020, in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that as at September 30, 2022, the Company had a working capital deficiency of \$170,933, and that management estimates that its working capital may not provide the Company with sufficient financial resources to carry out currently planned operations and exploration. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.


As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Stephen Hawkshaw.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

July 31, 2023

Pulsar Helium Inc.

Consolidated Statement of Financial Position
(Expressed in US dollars)

		September 30, 2022	December 31, 2021	December 31, 2020
	<i>Note</i>			
ASSETS				
Current Assets				
Cash		\$ 92,264	\$ 31,354	\$ 1,329
Receivables		416	-	-
Prepaid expenses		13,036	-	-
		105,716	31,354	1,329
Exploration and evaluation assets	6	139,978	78,311	-
		\$ 245,694	\$ 109,665	\$ 1,329
LIABILITIES AND SHAREHOLDERS' DEFICIENCY				
Current Liabilities				
Trade and other payables	8	\$ 156,649	\$ 19,637	\$ 16,750
Related party loan	8	120,000	120,000	-
		276,649	139,637	16,750
Shareholders' Deficiency				
Share capital	7	465,882	1,000	1,000
Deficit		(496,837)	(30,972)	(16,421)
		(30,955)	(29,972)	(15,421)
		\$ 245,694	\$ 109,665	\$ 1,329
Nature of operations and going concern	1			
Acquisition of Invenir and Skyfire	4			
Acquisition of Keewaydin	5			
Subsequent events	13			

These consolidated financial statements are approved for issue by the Board of Directors of the Company on July 31, 2023.

They are signed on the Company's behalf by:

"Thomas Abraham-James", Director

"Neil Herbert", Director

Pulsar Helium Inc.Consolidated Statement of Loss and Comprehensive Loss
(Expressed in US dollars)

		Nine months ended September 30, 2022	Year ended December 31, 2021	Year ended December 31, 2020
	<i>Note</i>			
Expenses				
Administration		\$ 13,196	\$ 3,090	\$ -
Consulting fees	8	9,989	-	-
Exploration and evaluation expenditures	6	247,012	-	-
Foreign exchange		22,766	-	-
Professional fees		121,076	11,461	5,700
Travel		34,450	-	-
		(448,489)	(14,551)	(5,700)
Gain on forgiveness of trade and other payables	8	11,000	-	-
Interest expense	8	(4,995)	-	-
Transaction costs	5	(23,381)	-	-
Loss and comprehensive loss for the period		\$ (465,865)	\$ (14,551)	\$ (5,700)
Basic and diluted loss per common share		\$ (0.07)	\$ (14.55)	\$ (5.70)
Basic and diluted weighted average number of common shares outstanding		6,959,707	1,000	1,000

Pulsar Helium Inc.Consolidated Statement of Cash Flows
(Expressed in US dollars)

	Nine months		
	ended	Year ended	Year ended
	September 30,	December 31,	December 31,
	2022	2021	2020
OPERATING ACTIVITIES			
Loss for the period	\$ (465,865)	\$ (14,551)	\$ (5,700)
Items not involving cash			
Shares issued for consulting fees	9,989	-	-
Shares issued for Interest expense	4,995	-	-
Gain on forgiveness of trade and other payables	(11,000)	-	-
Transaction costs	23,381	-	-
Change in non-cash working capital items:			
Receivables	(374)	-	-
Prepaid expenses	(13,036)	-	-
Trade and other payables	57,907	2,887	5,700
Net cash used in operating activities	(394,003)	(11,664)	-
INVESTING ACTIVITIES			
Cash received on acquisition of Invenir and Skyfire, net	149,010	-	-
Net cash provided by investing activities	149,010	-	-
FINANCING ACTIVITIES			
Proceeds on private placement	305,903	-	-
Related party loan	-	41,689	-
Net cash provided by financing activities	305,903	41,689	-
Increase in cash for the period	60,910	30,025	-
Cash, beginning of the period	31,354	1,329	1,329
Cash, end of the period	\$ 92,264	\$ 31,354	\$ 1,329
Non-cash investing and financing activities			
Shares issued on acquisition of Invenir and Skyfire	\$ 144,955	\$ -	\$ -
Accrued exploration and evaluation assets	50,000	78,311	-
Supplementary information			
Interest paid	\$ -	\$ -	\$ -
Income taxes paid	-	-	-

Pulsar Helium Inc.

Consolidated Statement of Shareholders' Deficiency
(Expressed in US dollars)

	Number of Shares	Share Capital	Deficit	Total Shareholders' Deficiency
Balance, December 31, 2021	1,000	\$ 1,000	\$ (30,972)	\$ (29,972)
Elimination of Keewaydin share capital	(1,000)	(1,000)	-	(1,000)
Shares issued for acquisition of Invenir	34,375,000	-	-	-
Shares issued for consulting fees	8,000,000	9,989	-	9,989
Shares issued for interest expense	4,000,000	4,995	-	4,995
Private placement	4,900,000	305,903	-	305,903
Elimination of Invenir shares	(51,275,000)	-	-	-
Shares issued on acquisition of Invenir and Skyfire	50,000,000	144,995	-	144,995
Comprehensive loss for the period	-	-	(465,865)	(465,865)
Balance, September 30, 2022	50,000,000	\$ 465,882	\$ (496,837)	\$ (30,955)

	Number of Shares	Share Capital	Deficit	Total Shareholders' Deficiency
Balance, December 31, 2020	-	\$ -	\$ (16,421)	\$ (16,421)
Incorporation shares	1,000	1,000	-	1,000
Comprehensive loss for the year	-	-	(14,551)	(14,551)
Balance, December 31, 2021	1,000	\$ 1,000	\$ (30,972)	\$ (29,972)

Pulsar Helium Inc.

Notes to the Consolidated Financial Statements
For the nine months ended September 30, 2022
For the years ended December 31, 2021 and 2020
(Expressed in US dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Pulsar Helium Inc. (the “Company” or “Pulsar”) was incorporated under the laws of British Columbia, Canada on June 30, 2022. The corporate office and registered and records office of the Company is located at Unit 1 – 15782 Marine Drive, White Rock, BC, Canada, V4B 1E6.

The Company is engaged in the identification, acquisition, exploration and, if warranted, development of helium exploration projects in the United States of America (“USA”) and Greenland.

The Company is in the process of completing an Initial Public Offering (“IPO”) and listing on the TSX Venture Exchange (“TSX-V”).

On July 7, 2022, the Company changed its name from 1369886 B.C. Ltd. to Pulsar Holdings Inc. On October 24, 2022, the Company changed its name from Pulsar Holdings Inc. to Pulsar Helium Inc.

On August 23, 2022, the Company completed a reverse take-over transaction whereby the Company acquired 100% of the shares of Invenir Ltd. (“Invenir”) and Skyfire Ltd. (“Skyfire”) (Note 4). Invenir owns 100% of Keewaydin Resources Inc. (“Keewaydin”) which Invenir acquired on February 7, 2022 through a reverse take-over transaction (Note 5).

Invenir was incorporated under the laws of the England and Wales on December 3, 2021. Skyfire was incorporated under the laws of the England and Wales on April 30, 2021. Keewaydin was originally formed as Keewaydin Resources LLC pursuant to the laws of the State of Minnesota on June 8, 2017 and converted to a business corporation on November 2, 2021.

Keewaydin has an option agreement on the Topaz helium project in the USA and Skyfire holds the Tunu helium project in Greenland (Note 6).

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at September 30, 2022, the Company had a working capital deficiency of \$170,933. Subsequent to September 30, 2022, the Company completed a non-brokered private placement through the issuance of 12,924,775 special warrants for gross proceeds of \$2,141,784 (Note 13). However, management estimates that its working capital and the subsequent financing may not provide the Company with sufficient financial resources to carry out currently planned operations and exploration through the next twelve months. Additional financing may be required by the Company to complete its strategic objectives and continue as a going concern. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

These financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate.

Pulsar Helium Inc.

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1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's ability to raise funds.

2. BASIS OF PRESENTATION

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. The policies applied in these consolidated financial statements are based on the IFRS issued and outstanding as at the date the Board of Directors approved these consolidated financial statements for issue.

Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These consolidated financial statements are presented in US dollars, which is the parent company's functional currency, as well as the functional currency of its three wholly owned subsidiaries.

Use of estimates and judgments

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Carrying value and recoverability of exploration and evaluation assets

Management has determined that acquisition costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits.

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2. BASIS OF PRESENTATION (continued)

Use of estimates and judgments (continued)

Determining if an acquisition is a business combination or an asset acquisition

Invenir and Keewaydin completed a reverse take-over transaction, prior to the Pulsar reverse take-over transaction, whereby Invenir acquired 100% of the shares of Keewaydin (Note 5). The Company determined that Keewaydin was the acquirer for accounting purposes, and that the acquisition should be accounted for as an asset acquisition. Management has determined that Invenir did not include all the necessary components of a business. Accordingly, the acquisition of Invenir has been recorded as an acquisition of Invenir's net assets, consisting of Invenir's working capital.

In addition, the Company completed a reverse take-over transaction whereby Pulsar acquired 100% of the shares of Invenir and Skyfire (Note 4). The Company has determined that consolidated Invenir is the acquirer for accounting purposes. As required by IFRS 3 Business Combinations ("IFRS 3"), the Company is required to determine whether the acquisition should be accounted for as a business combination or an asset acquisition. Under IFRS 3, the components of a business must include inputs, processes and outputs. Management has determined that Pulsar and Skyfire did not include all the necessary components of a business. Accordingly, the acquisition of Pulsar and Skyfire has been recorded as an acquisition of Pulsar and Skyfire's net assets pursuant to IFRS 2 Share-based payments ("IFRS 2").

Going concern assumption

In the determination of the Company's ability to meet its ongoing obligations and future contractual commitments management relies on the Company's planning, budgeting and forecasting process to help determine the funds required to support the Company's normal operations for a period of one year. Changes in estimated cash use may alter the Company's ability to meet its ongoing obligations and future contractual commitments and could result in adjustments to the amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Determination of functional currency

The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency of the parent company as well as the functional currency of the Company's three wholly owned subsidiaries is the United States dollar.

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3. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

These consolidated financial statements include the accounts of Pulsar and its subsidiaries, from the date control was acquired. Control exists when the Company possesses power over an investee, has exposure to variable returns from the investee and has the ability to use its power over the investee to affect its returns. All inter-company balances and transactions, and any income and expenses arising from inter-company transactions, are eliminated on consolidation.

For partially owned subsidiaries, the interest attributable to non-controlling shareholders is reflected in non-controlling interest. Adjustments to non-controlling interest are accounted for as transactions with owners and adjustments that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

Foreign currency translation

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of transaction. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are included in profit and loss. The results and financial position of a subsidiary that has a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated using exchange rates prevailing at the end of each reporting period;
- Income and expenses for each line item in the consolidated statement of profit and loss are translated at average exchange rates for the period; and
- All resulting exchange differences are recognized in other comprehensive income as cumulative translation adjustments.

Exploration and evaluation assets and expenditures

Upon acquiring the legal right to explore a property, all direct costs related to the acquisition of mineral property interests are capitalized as exploration and evaluation assets. Exploration and evaluation expenditures incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are charged to operations as incurred.

Development expenditures incurred subsequent to a development decision, and to increase or to extend the life of existing production, are capitalized and will be amortized on the unit-of-production method upon reaching production. When there is little prospect of further work on a property being carried out by the Company, the remaining deferred costs associated with that property are charged to operations during the period such determination is made.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Restoration, rehabilitation and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of exploration and evaluation assets and property, plant and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for an asset retirement obligation is recognized at its fair value in the period in which it is incurred if a reasonable estimate of cost can be made. The Company records the present value of estimated future cash flows associated with reclamation as a liability when the liability is incurred and increases the carrying value of the related assets for that amount.

Subsequently, these capitalized asset retirement costs are amortized over the life of the related assets. At the end of each period, the liability is increased to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying any initial estimates (additional asset retirement costs).

The Company recognizes its environmental liability on a site-by-site basis when it can be reliably estimated. Environmental expenditures related to existing conditions resulting from past or current operations and from which no current or future benefit is discernible are charged to profit or loss. The Company has no restoration, rehabilitation or environmental obligations.

Impairment

The Company reviews and evaluates its exploration and evaluation assets for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable. Under IFRS 6, "Exploration for and evaluation of mineral resources", the Company initially assesses where facts and circumstances indicate that the carrying amount of a mineral property may exceed its fair value. Facts and circumstances which indicate that the Company should test for impairment include expiry of the exploration licence where renewal is not expected, substantive expenditure not planned for the foreseeable future, and poor resource results or data which adequately shows that it is not economically viable. When facts and circumstance indicate that the carrying amount exceeds the recoverable amount, the Company will then estimate the recoverable amount and write down any impairment.

Where estimates of future net cash flows are not available and where other conditions suggest impairment, management assesses whether the carrying value can be recovered. If impairment is identified, assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets (the cash generating unit "CGU"). The recoverable amount of an asset or CGU is the greater of its fair value less costs to disposal and its value in use. Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. The Company evaluates impairment for potential reversals when events or circumstances warrant such consideration.

Pulsar Helium Inc.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVTOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are classified as FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income/loss.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash is classified as amortized cost.

Impairment

An ‘expected credit loss’ impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) FVTPL; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Trade and other payables and related party loan are classified as other financial liabilities and carried on the statement of financial position at amortized cost. For the period presented, the Company does not have any derivative financial liabilities.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share capital

The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Share-based compensation

The Company does not yet have a stock option plan or equity incentive plan. However, once in place, these plans will allow Company directors, employees, and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based compensation expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from share-based reserve to share capital.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions.

Loss per share

The Company presents basic and diluted earnings (loss) per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted EPS is calculated by dividing the profit or loss by the weighted average number of common shares outstanding assuming that the proceeds to be received on the exercise of dilutive share options and warrants, if any, are used to repurchase common shares at the average market price during the period. In the Company's case, diluted loss per share is the same as basic loss per share, as the Company has no outstanding share options or warrants outstanding.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

The Company's income tax is comprised of current and deferred tax. The Company follows the liability method of accounting for income taxes. Under this method, current income taxes are recognised as the estimated income taxes payable for the current period using tax rates enacted, or substantially enacted, at the end of the reporting period. Deferred income tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred income tax assets are recognised to the extent that the realization of the related tax benefit through future taxable profits is probable.

Deferred tax assets and liabilities are recognised in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets are evaluated and where the Company considers that these are unlikely to be realised, the associated deferred tax asset is not recognised.

New standards, interpretations and amendments not yet effective

There are no new standards that will have any significant effect on the Company.

Pulsar Helium Inc.

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4. ACQUISITION OF INVENIR AND SKYFIRE

On August 23, 2022, the Company completed a reverse take-over transaction whereby the Company acquired 100% of the shares of Invenir and Skyfire (companies had certain directors and shareholders in common). In consideration, the Company issued 33,333,333 common shares to the former Invenir shareholders and 16,666,667 common shares to the former Skyfire shareholders (Note 7).

Invenir owns 100% of Keewaydin, which has an option agreement on the Topaz helium project in the USA, and Skyfire holds the Tunu helium project in Greenland (Note 6).

On completion of the transaction, the former shareholders of Invenir own more shares of the Company than the former shareholders of Pulsar and the former shareholders of Skyfire. Accordingly, the transaction has been treated as a reverse take-over transaction with the accounts of Invenir being the continuing accounts of the Company and Pulsar and Skyfire being the companies acquired.

Pulsar and Skyfire did not meet the definition of a business under IFRS 3 and accordingly the Company has accounted for the transaction in accordance with IFRS 2 Share-based payments, and has recorded the purchase of Pulsar and Skyfire as an acquisition of net assets at fair value. It is management's judgment that the most appropriate indication of fair value of the consideration paid is the fair value of the net assets acquired, and accordingly the Company has valued the 50,000,000 common shares issued at \$144,995.

The allocation of the cost of acquisition is summarized as follows:

Consideration	
Shares issued	\$ 144,995
Total	\$ 144,995

Net assets (liabilities) acquired	
Cash	\$ 149,010
Receivables	42
Exploration and evaluation assets (Note 6)	11,667
Trade and other payables	(15,724)
Total	\$ 144,995

Pulsar Helium Inc.

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5. ACQUISITION OF KEEWAYDIN

On February 7, 2022, Invenir and Keewaydin completed a reverse take-over transaction whereby Invenir acquired 100% of the shares of Keewaydin for no consideration. All of the Keewaydin shareholders were also shareholders of Invenir.

Pursuant to the transaction, a director of Keewaydin received a 0.5% royalty on the Topaz project (Note 6).

On completion of the transaction, Keewaydin is considered to have acquired Invenir by virtue of the fact that Keewaydin shareholders obtained control of Invenir. Accordingly, the transaction has been treated as a reverse take-over transaction with the accounts of Keewaydin being the continuing accounts of the Company and Invenir being the company acquired.

Invenir did not meet the definition of a business under IFRS 3 and accordingly the Company has accounted for the transaction in accordance with IFRS 2 Share-based payments and has recorded the purchase of Invenir as an acquisition of net assets at fair value.

On the date of acquisition, Invenir had no assets and trade and other payables of \$23,381 which amount has been recorded as transaction costs on the statement of loss and comprehensive loss for the nine months ended September 30, 2022.

6. EXPLORATION AND EVALUATION ASSETS

	Topaz Project		Tunu Project		Total
	USA		Greenland		
As at December 31, 2020	\$	-	\$	-	\$ -
Additions		78,311		-	78,311
As at December 31, 2021		78,311		-	78,311
Acquisition of Skyfire (Note 4)		-		11,667	11,667
Additions		50,000		-	50,000
As at September 30, 2022	\$	128,311	\$	11,667	\$ 139,978

Topaz Project, USA

In October 2021, Keewaydin entered into an option to lease non-hydrocarbon gases agreement to acquire the Topaz helium project in Minnesota, USA. In consideration, Keewaydin agreed to pay \$78,311 on signing of the option agreement and pay \$50,000 on each anniversary of the option agreement until October 4, 2024.

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6. EXPLORATION AND EVALUATION ASSETS (continued)

Topaz Project, USA (continued)

A company controlled by a director of the Company paid the \$78,311 option payment on the behalf of Keewaydin on signing (Note 8). In September 2022, a director of the Company paid the \$50,000 anniversary payment due on the Topaz project (Note 8).

In February 2022, a director of Keewaydin received a 0.5% royalty on the Topaz project (Note 5). The Company has the right to repurchase half of the royalty (0.25%) upon payment of \$100,000.

In February 2023, the Company exercised the option to acquire the Topaz project and entered into a lease agreement. In consideration, the Company paid \$156,000 cash. In addition, the Company agreed to pay a production royalty of 20% of the gross sales price of the product sold.

Tunu Project, Greenland

In October 2021, Skyfire was granted two exploration licenses in Greenland known as the Tunu helium project. The Tunu project consists of a mineral exploration license, effective from November 22, 2021 until December 31, 2024, and a mineral prospecting license for areas in East Greenland, effective from November 22, 2021 until December 31, 2026.

During the nine months ended September 30, 2022 and the year ended December 31, 2021 and 2020, the Company incurred the following exploration and evaluation expenditures:

	Nine months ended		Year ended	Year ended
	September 30,	2022	December 31, 2021	December 31, 2020
<i>Topaz Project</i>				
Consulting fees	\$	80,830	\$	-
Geology and Geophysics		107,353		-
Regulatory and permitting		20,940		-
		209,123		-
<i>Tunu Project</i>				
Consulting fees		32,000		-
Field expenses		5,889		-
		37,889		-
	\$	247,012	\$	-

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7. SHARE CAPITAL

Authorized

The Company has an unlimited number of common shares without par value authorized for issue.

Issued and outstanding

During the nine months ended September 30, 2022, the Company completed the following:

- On April 29, 2022, the Company issued 8,000,000 shares for consulting fees of \$9,989.
- On April 29, 2022, the Company issued 4,000,000 shares for interest expense of \$4,995 (Note 8).
- On June 6, 2022, the Company issued 4,900,000 shares for proceeds of \$305,903.
- On August 23, 2022, the Company issued 50,000,000 common shares valued at \$144,995 to acquire Invenir and Skyfire (Note 4).

During the year ended December 31, 2021, the Company completed the following:

- On November 2, 2021, the Company issued 1,000 incorporation shares at a price of \$1.00 for proceeds of \$1,000. Keewaydin was originally formed as Keewaydin Resources LLC pursuant to the laws of the State of Minnesota on June 8, 2017 and converted to a business corporation on November 2, 2021.

Share-based compensation

In January 2023, the Company's Board of Directors approved a stock option plan (the "Option Plan"). The Option Plan is a 10% "rolling" stock option plan which governs the granting of stock options to directors, officers, employees and consultants of the Company or a subsidiary of the Company for the purchase of up to 10% of the issued and outstanding common shares of the Company from time to time. The maximum term of stock options is ten years from the grant date. The exercise price and vesting terms are at the discretion of the directors.

In addition, the Company's Board of Directors approved an equity incentive plan (the "Equity Plan") which governs the granting of any restricted share unit (RSU), performance share unit (PSU) or deferred share unit (DSU) granted under the Equity Plan, to directors, officers, employees and consultants of the Company or a subsidiary of the Company. Pursuant to the Equity Plan, the Company may reserve for issuance up to 10% of the issued and outstanding common shares of the Company.

No stock options or equity instruments have been issued under the Option Plan or the Equity Plan.

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8. RELATED PARTY TRANSACTIONS AND BALANCES

Related party transactions

During the nine months ended September 30, 2022, the Company recorded consulting fees of \$9,989 (year ended December 31, 2021 - \$Nil) to individuals and companies related to directors of the Company and its subsidiaries. These consulting fees were settled in shares of the Company (Note 7).

During the nine months ended September 30, 2022, the Company recorded interest expense of \$4,995 (year ended December 31, 2021 - \$Nil) related to a one-time interest payment on the \$120,000 related party loan disclosed below. This interest expense was settled in shares of the Company (Note 7).

During the nine months ended September 30, 2022, a company controlled by two directors of the Company forgave an amount of \$11,000 that was owing by the Company. Accordingly, the Company recorded a gain on forgiveness of trade and other payables of \$11,000.

Related party balances

As at September 30, 2022, the Company owed \$7,005 (December 31, 2021 - \$19,312) for the reimbursement of expenditures, being \$5,860 to the Chief Executive Officer and \$1,145 to a company controlled by the Chief Financial Officer.

In September 2022, a director of the Company paid the \$50,000 anniversary payment due on the Topaz project on behalf of Keewaydin (Note 6). This amount was included in trade and other payables as at September 30, 2022. This amount was repaid in January 2023.

In December 2021, a company controlled by a director of the Company loaned Keewaydin \$41,689 and paid the \$78,311 option payment due on the Topaz project on the behalf of Keewaydin (Note 6). These amounts total \$120,000 and were unsecured and due February 28, 2023. This amount was recorded as related party loan as at September 30, 2022. This loan was repaid in January 2023.

9. SEGMENTED INFORMATION

Operating segments are identified on the basis of internal reports that are regularly reviewed by the chief operating decision-maker to allocate resources to the segments and to assess their performance.

The chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments, has been defined as the Chief Executive Officer.

The Company operates in a single segment, being mineral exploration and evaluation.

All of the Company's mineral exploration and evaluation assets are located in the USA and Greenland.

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10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

Financial instruments are classified into one of the following categories: FVTPL; FVTOCI; or at amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

		September 30, 2022	December 31, 2021	December 31, 2020
Cash	Amortized cost	\$ 92,264	\$ 31,354	\$ 1,329
Trade and other payables	Amortized cost	(156,649)	(19,637)	(16,750)
Related party loan	Amortized cost	(120,000)	(120,000)	-

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

- Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.
- Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.
- Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying values of cash, trade and other payables, and related party loan approximate their fair values due to their short-term nature. These consolidated financial instruments are classified as financial assets and liabilities at amortized cost and are reported at amortized cost.

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10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Risk Management

The Company's risk exposures and the impact on the Company's financial instruments are summarized as follows:

Credit Risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and receivables. The Company limits the exposure to credit risk in its cash by only investing its cash with high credit quality financial institutions in business and savings accounts and guaranteed investment certificates which are available on demand by the Company for its programs.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that there is sufficient capital in order to meet short-term business requirements. The Company's cash is primarily on deposit in Canadian business accounts or guaranteed investment certificates which are available on demand.

Interest Rate Risk

The Company is exposed to interest rate risk to the extent that its cash balances bear variable rates of interest. The interest rate risk on cash is not considered significant.

Foreign Currency Risk

The Company's functional and presentation currency is the US dollar. Foreign currency risk arises from transactions denominated in currencies other than US dollars, as some costs are denominated in Canadian dollars and Great British Pounds. Management believes the foreign exchange risk related to currency conversions are minimal and therefore, does not hedge its foreign exchange risk. The effect of a 10% change in the foreign exchange rate on balances in foreign currencies at September 30, 2022 would be \$2,000.

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11. MANAGEMENT OF CAPITAL

Capital is comprised of the Company's shareholders' deficiency. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition of exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The Company is not subject to externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets, or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares expenditure forecasts that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. In order to maximize ongoing exploration efforts, the Company does not pay out dividends.

12. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	Nine months ended	
	September 30, 2022	Year ended December 31, 2021
Loss for the period	\$ (465,865)	\$ (14,551)
Expected income tax recovery	\$ (126,000)	\$ (4,000)
Impact of different foreign statutory tax rates on earnings of subsidiaries	33,000	-
Change in unrecognized deductible temporary differences	93,000	4,000
Total	\$ -	\$ -

The significant components of the Company's deferred tax assets are as follows:

	September 30, 2022	December 31, 2021
Deferred tax assets		
Exploration and evaluation assets	\$ 51,000	\$ -
Non-capital losses available for future periods	45,000	3,000
Total unrecognized deferred tax assets	\$ 96,000	\$ 3,000

Deferred tax assets have not been recognized in these consolidated financial statements as it is not probable that they will be realized.

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For the nine months ended September 30, 2022
For the years ended December 31, 2021 and 2020
(Expressed in US dollars)

12. INCOME TAXES (continued)

The significant components of the Company's unrecognized temporary differences and tax losses are as follows:

	September 30, 2022	Expiry Date
Temporary differences		
Non-capital losses available for future periods	\$ 211,000	See below
Canada	57,000	2042
USA	39,000	2042
UK	115,000	2042

Tax carry-forward balances which give rise to deferred tax assets are subject to review, and potential adjustment, by tax authorities.

13. SUBSEQUENT EVENTS

Subsequent to September 30, 2022, the Company completed the following:

- In December 2022 and January 2023, the Company completed, in three tranches, a non-brokered private placement through the issuance of 12,373,665 special warrants ("Special Warrants") at a price of C\$0.225 per Special Warrant for gross proceeds of \$2,049,288 (C\$2,784,075). The Company also issued 400,000 Special Warrants to settle prepaid investor relations expenses of \$67,134 (C\$90,000) and 151,110 Special Warrants to settle investor relations expenses and \$25,362 (C\$34,000). The Company paid \$29,713 cash and issued 334,027 Special Warrants valued at \$55,269 in satisfaction of finder's fees on the private placement.
- In January 2023, the Company issued 85,628 common shares to settle trade and other payables of \$14,225.
- In April and May 2023, all of the Special Warrants automatically converted to 13,258,802 common shares of the Company.

SCHEDULE "D"

ANNUAL MD&A

(See attached)



Management Discussion & Analysis

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

(Expressed in US dollars)

Pulsar Helium Inc.

Management Discussion and Analysis

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

The following is management's discussion and analysis ("MD&A") of the results of operations and financial condition of Pulsar Helium Inc. (the "Company" or "Pulsar") for the nine months ended September 30, 2022, and up to the date of this MD&A. This MD&A should be read in conjunction with the accompanying audited consolidated financial statements for the nine months ended September 30, 2022, together with the notes thereto (the "Financial Report").

All financial information in this MD&A is derived from the Company's consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts are expressed in United States dollars unless otherwise indicated.

The effective date of this MD&A is July 31, 2023.

CORPORATE OVERVIEW AND OUTLOOK

Pulsar was incorporated under the laws of British Columbia, Canada on June 30, 2022. The corporate office and registered and records office of the Company is located at Unit 1 – 15782 Marine Drive, White Rock, BC, Canada, V4B 1E6.

The Company is engaged in the identification, acquisition, exploration and, if warranted, development of helium exploration projects in the United States of America ("USA") and Greenland.

The Company is in the process of completing an Initial Public Offering ("IPO") and listing on the TSX Venture Exchange ("TSX-V").

On July 7, 2022, the Company changed its name from 1369886 B.C. Ltd. to Pulsar Holdings Inc. On October 24, 2022, the Company changed its name from Pulsar Holdings Inc. to Pulsar Helium Inc.

On August 23, 2022, the Company completed a reverse take-over transaction whereby the Company acquired 100% of the shares of Invenir Ltd. ("Invenir") and Skyfire Ltd. ("Skyfire"). Invenir owns 100% of Keewaydin Resources Inc. ("Keewaydin") which Invenir acquired on February 7, 2022 through a reverse take-over transaction.

Invenir was incorporated under the laws of the England and Wales on December 3, 2021. Skyfire was incorporated under the laws of the England and Wales on April 30, 2021. Keewaydin was originally formed as Keewaydin Resources LLC pursuant to the laws of the State of Minnesota on June 8, 2017 and converted to a business corporation on November 2, 2021.

Keewaydin has an option agreement on the Topaz helium project in the USA and Skyfire holds the Tunu helium project in Greenland.

Pulsar Helium Inc.

Management Discussion and Analysis

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

HELIUM EXPLORATION PROJECTS

Topaz Project, USA

In October 2021, Keewaydin entered into an option to lease non-hydrocarbon gases agreement to acquire the Topaz helium project in Minnesota, USA. In consideration, Keewaydin agreed to pay \$78,311 on signing of the option agreement and pay \$50,000 on each anniversary of the option agreement until October 4, 2024.

Cambrian Limited (“Cambrian”), a company controlled by Neil Herbert, a director of the Company, paid the \$78,311 option payment on the behalf of Keewaydin on signing. In September 2022, Neil Herbert, a director of the Company, paid the \$50,000 anniversary payment due on the Topaz project.

In February 2022, Phillip Larson, a director of Keewaydin, received a 0.5% royalty on the Topaz project. The Company has the right to repurchase half of the royalty (0.25%) upon payment of \$100,000.

In February 2023, the Company exercised the option to acquire the Topaz project and entered into a lease agreement. In consideration, the Company paid \$156,000 cash. In addition, the Company agreed to pay a production royalty of 20% of the gross sales price of the product sold.

Tunu Project, Greenland

In October 2021, Skyfire was granted two exploration licenses in Greenland known as the Tunu helium project. The Tunu project consists of a mineral exploration license, effective from November 22, 2021 until December 31, 2024, and a mineral prospecting license for areas in East Greenland, effective from November 22, 2021 until December 31, 2026.

ACQUISITION OF INVENIR AND SKYFIRE

On August 23, 2022, the Company completed a reverse take-over transaction whereby the Company acquired 100% of the shares of Invenir and Skyfire (companies had certain directors and shareholders in common). In consideration, the Company issued 33,333,333 common shares to the former Invenir shareholders and 16,666,667 common shares to the former Skyfire shareholders.

Invenir owns 100% of Keewaydin, which has an option agreement on the Topaz helium project in the USA, and Skyfire holds the Tunu helium project in Greenland.

On completion of the transaction, the former shareholders of Invenir own more shares of the Company than the former shareholders of Pulsar and the former shareholders of Skyfire. Accordingly, the transaction has been treated as a reverse take-over transaction with the accounts of Invenir being the continuing accounts of the Company and Pulsar and Skyfire being the companies acquired.

Pulsar Helium Inc.

Management Discussion and Analysis

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

ACQUISITION OF KEEWAYDIN

On February 7, 2022, Invenir and Keewaydin completed a reverse take-over transaction whereby Invenir acquired 100% of the shares of Keewaydin for no consideration. All of the Keewaydin shareholders were also shareholders of Invenir.

Pursuant to the transaction, Phillip Larson, a director of Keewaydin, received a 0.5% royalty on the Topaz project.

On completion of the transaction, Keewaydin is considered to have acquired Invenir by virtue of the fact that Keewaydin shareholders obtained control of Invenir. Accordingly, the transaction has been treated as a reverse take-over transaction with the accounts of Keewaydin being the continuing accounts of the Company and Invenir being the company acquired.

SELECTED ANNUAL INFORMATION

	Nine months ended September 30, 2022	Year ended December 31, 2021	Year ended December 31, 2020
Statement of Loss:			
Net revenues	\$Nil	\$Nil	\$Nil
Net loss	\$(465,865)	\$(14,551)	\$(5,700)
Basic and diluted loss per share	\$(0.07)	\$(14.55)	\$(5.70)
Financial Position:			
Total assets	\$245,694	\$109,665	\$1,329
Total liabilities	\$276,649	\$139,637	\$16,750

RESULTS OF OPERATIONS

The loss for the nine months ended September 30, 2022 was \$465,865 compared to only \$14,551 for the year ended December 31, 2021 and \$5,700 for the year ended December 30, 2020.

During the nine months ended September 30, 2022, the Company paid or accrued consulting fees of \$9,989 (years ended December 31, 2021 and 2020 - \$Nil) to individuals and companies related to directors of the Company and its subsidiaries.

During the nine months ended September 30, 2022, the Company recorded exploration and evaluation expenditures of \$247,012 (years ended December 31, 2021 and 2020 - \$Nil) to advance exploration on its Topaz project located in the USA and its Tunu project located in Greenland.

Professional fees for the nine months ended September 30, 2022 were \$121,076 compared to \$11,461 for the year ended December 31, 2021 and \$5,700 for the year ended December 31, 2020. Professional fees are legal, audit and accounting fees incurred by the Company and its subsidiaries. The increase over the period is related to the Company's restructuring and overall advancement during the period.

Pulsar Helium Inc.

Management Discussion and Analysis

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

During the nine months ended September 30, 2022, a company controlled by a former director of a subsidiary of the Company forgave an amount of \$11,000 that was owing by the Company. Accordingly, the Company recorded a gain on forgiveness of trade and other payables of \$11,000.

SUMMARY OF QUARTERLY RESULTS

The Company is a private company and accordingly has not prepared financial information on a quarterly basis, so a summary of quarterly results has not been presented.

LIQUIDITY AND CAPITAL RESOURCES

During the nine months ended September 30, 2022, the Company spent \$394,003 on operating activities, net of working capital changes, received \$149,010 from investing activities, and received \$305,903 from financing activities, to end at September 30, 2022 with \$92,264 cash.

As at September 30, 2022, the Company had a working capital deficiency of \$170,933.

In December 2022 and January 2023, the Company completed in three tranches of a non-brokered private placement through the issuance of 12,924,775 special warrants (“Special Warrants”) at a price of C\$0.225 per Special Warrant for gross proceeds of \$2,141,784 (C\$2,908,074). The Company paid \$29,713 cash and issued 334,027 Special Warrants in satisfaction of finder’s fees on the private placement. In April and May 2023, all of the Special Warrants automatically converted to 13,258,802 common shares of the Company.

However, management estimates that its working capital and the subsequent financing may not provide the Company with sufficient financial resources to carry out currently planned operations and exploration through the next twelve months. Additional financing may be required by the Company to complete its strategic objectives and continue as a going concern. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

RELATED PARTY TRANSACTIONS

Related party transactions

During the nine months ended September 30, 2022, the Company paid or accrued consulting fees of \$9,989 (years ended December 31, 2021 - \$Nil) as follows: \$4,995 to Thomas Abraham-James, a director of the Company; \$2,497 to Archean Pty. Ltd., Trustee for the Bluett Family Trust, a company controlled by a former director of a subsidiary of the Company; and \$2,497 to Frontier Resources International Inc., a company controlled by a former director of a subsidiary of the Company.

During the nine months ended September 30, 2022, the Company recorded interest expense of \$4,995 (year ended December 31, 2021 - \$Nil) related to a one-time interest payment on the \$120,000 related party loan disclosed below. This interest expense was settled in shares of the Company.

Pulsar Helium Inc.

Management Discussion and Analysis

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

During the nine months ended September 30, 2022, Archean Holdings Inc., a company controlled by Thoms Abraham-James and Neil Herbert, both directors of the Company, forgave an amount of \$11,000 that was owing by the Company. Accordingly, the Company recorded a gain on forgiveness of trade and other payables of \$11,000.

Related party balances

As at September 30, 2022, the Company owed \$7,005 (December 31, 2021 - \$19,312) for the reimbursement of expenditures, being \$5,860 to Thomas Abraham-James, the Chief Executive Officer of the Company, and \$1,145 to Golden Oak Corporate Services Ltd., a company controlled by the Chief Financial Officer of the Company.

In September 2022, Neil Herbert, a director of the Company, paid the \$50,000 anniversary payment due on the Topaz project on behalf of Keewaydin. This amount was included in trade and other payables as at September 30, 2022. This amount was repaid in January 2023.

In December 2021, Cambrian loaned Keewaydin \$41,689 and paid the \$78,311 option payment due on the Topaz project on the behalf of Keewaydin. These amounts total \$120,000 and were unsecured, interest free and due February 28, 2023. This amount was recorded as related party loan as at September 30, 2022. This loan was repaid in January 2023.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The components of exploration and evaluation assets are described in Note 6 to the Financial Report.

OUTSTANDING SHARE DATA AS AT THE DATE OF THIS MD&A

Authorized: an unlimited number of common shares without par value.

	Number of Shares	Special Warrants
Balance, September 30, 2022	50,000,000	-
Issuance of shares for trade and other payables	85,628	-
Special Warrant financing	-	13,258,802
Conversion of Special Warrant to common shares	13,258,802	(13,258,802)
Balance, the date of this MD&A	63,344,430	-

Pulsar Helium Inc.

Management Discussion and Analysis

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments

Financial instruments are classified into one of the following categories: fair value through profit or loss (“FVTPL”); fair value through other comprehensive income (“FVTOCI”); or at amortized cost. The carrying values of the Company’s financial instruments are classified into the following categories:

		September 30, 2022	December 31, 2021	December 31, 2020
Cash	Amortized cost	\$ 92,264	\$ 31,354	\$ 1,329
Trade and other payables	Amortized cost	(156,649)	(19,637)	(16,750)
Related party loan	Amortized cost	(120,000)	(120,000)	-

The Company’s financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying values of cash, trade and other payables, and related party loan approximate their fair values due to their short-term nature. These consolidated financial instruments are classified as financial assets and liabilities at amortized cost and are reported at amortized cost.

Risk management

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized as follows:

Credit Risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company’s credit risk is primarily attributable to its liquid financial assets, including cash and receivables. The Company limits the exposure to credit risk in its cash by only investing its cash with high credit quality financial institutions in business and savings accounts and guaranteed investment certificates which are available on demand by the Company for its programs.

Pulsar Helium Inc.

Management Discussion and Analysis

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that there is sufficient capital in order to meet short-term business requirements. The Company's cash is primarily on deposit in Canadian business accounts or guaranteed investment certificates which are available on demand.

Interest Rate Risk

The Company is exposed to interest rate risk to the extent that its cash balances bear variable rates of interest. The interest rate risk on cash is not considered significant.

Foreign Currency Risk

The Company's functional and presentation currency is the US dollar. Foreign currency risk arises from transactions denominated in currencies other than US dollars, as some costs are denominated in Canadian dollars and Great British Pounds. Management believes the foreign exchange risk related to currency conversions are minimal and therefore, does not hedge its foreign exchange risk. The effect of a 10% change in the foreign exchange rate on balances in foreign currencies at September 30, 2022 would be \$2,000.

MANAGEMENT OF CAPITAL

Capital is comprised of the Company's shareholders' deficiency. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition of exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The Company is not subject to externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets, or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares expenditure forecasts that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. In order to maximize ongoing exploration efforts, the Company does not pay out dividends.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Pulsar Helium Inc.

Management Discussion and Analysis

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

Carrying value and recoverability of exploration and evaluation assets

Management has determined that acquisition costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits.

Determining if an acquisition is a business combination or an asset acquisition

Invenir and Keewaydin completed a reverse take-over transaction, prior to the Pulsar reverse take-over transaction, whereby Invenir acquired 100% of the shares of Keewaydin. The Company determined that Keewaydin was the acquirer for accounting purposes, and that the acquisition should be accounted for as an asset acquisition. Management has determined that Invenir did not include all the necessary components of a business. Accordingly, the acquisition of Invenir has been recorded as an acquisition of Invenir's net assets, consisting of Invenir's working capital.

In addition, the Company completed a reverse take-over transaction whereby Pulsar acquired 100% of the shares of Invenir and Skyfire. The Company has determined that consolidated Invenir is the acquirer for accounting purposes. As required by IFRS 3 Business Combinations ("IFRS 3"), the Company is required to determine whether the acquisition should be accounted for as a business combination or an asset acquisition. Under IFRS 3, the components of a business must include inputs, processes and outputs. Management has determined that Pulsar and Skyfire did not include all the necessary components of a business. Accordingly, the acquisition of Pulsar and Skyfire has been recorded as an acquisition of Pulsar and Skyfire's net assets pursuant to IFRS 2 Share-based payments ("IFRS 2").

Going concern assumption

In the determination of the Company's ability to meet its ongoing obligations and future contractual commitments management relies on the Company's planning, budgeting and forecasting process to help determine the funds required to support the Company's normal operations for a period of one year. Changes in estimated cash use may alter the Company's ability to meet its ongoing obligations and future contractual commitments and could result in adjustments to the amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Determination of functional currency

The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency of the parent company as well as the functional currency of the Company's three wholly owned subsidiaries is the United States dollar.

NEW ACCOUNTING PRONOUNCEMENTS

There are no new standards that will have any significant effect on the Company.

Pulsar Helium Inc.

Management Discussion and Analysis

For the nine months ended September 30, 2022

For the years ended December 31, 2021 and 2020

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward-looking statements include but are not limited to statements concerning:

- The Company's ability to identify, successfully negotiate and/or finance an acquisition of a new business opportunity
- The Company's success at completing future financings
- The Company's strategies and objectives
- General business and economic conditions
- The Company's ability to meet its financial obligations as they become due
- The positive cash flows and financial viability of new business opportunities
- The Company's ability to manage growth with respect to a new business opportunity
- The Company's tax position, anticipated tax refunds and the tax rates applicable to the Company

Readers are cautioned that the preceding list of risks, uncertainties, assumptions and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. Due to the risks, uncertainties, and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.pulsarhelium.com.

SCHEDULE "E"

INTERIM FINANCIAL STATEMENTS

(See attached)



**Condensed Interim
Consolidated Financial Statements**

For the six months ended March 31, 2023

(Unaudited – Expressed in US dollars)

Pulsar Helium Inc.

Condensed Interim Consolidated Statements of Financial Position
(Unaudited – Expressed in US dollars)

		March 31, 2023	September 30, 2022
	<i>Note</i>		
ASSETS			
Current Assets			
Cash		\$ 682,053	\$ 92,264
Receivables		2,605	416
Prepaid expenses		130,024	13,036
		814,682	105,716
Exploration and evaluation assets	4	295,978	139,978
Deferred financing costs		54,540	-
		\$ 1,165,200	\$ 245,694
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)			
Current Liabilities			
Trade and other payables	6	\$ 122,802	\$ 156,649
Related party loan	6	-	120,000
		122,802	276,649
Shareholders' Equity (Deficiency)			
Share capital	5	480,107	465,882
Special Warrants	5	2,112,071	-
Deficit		(1,549,780)	(496,837)
		1,042,398	(30,955)
		\$ 1,165,200	\$ 245,694
Nature of operations and going concern	1		
Subsequent event	9		

These condensed interim consolidated financial statements are approved for issue by the Board of Directors of the Company on July 31, 2023.

They are signed on the Company's behalf by:

"Thomas Abraham-James", Director

"Neil Herbert", Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements

Pulsar Helium Inc.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Unaudited – Expressed in US dollars)

		Three months ended March 31,		Six months ended March 31,	
	Note	2023	2022	2023	2022
Expenses					
Administration		\$ 42,186	\$ -	\$ 53,375	\$ 69
Consulting fees	6	88,239	-	120,747	-
Director fees	6	13,750	-	13,750	-
Exploration and evaluation expenditures	4	196,076	-	275,268	-
Foreign exchange		5,126	(684)	4,959	(684)
Investor relations		364,632	-	399,044	-
Professional fees		58,866	14,730	111,731	26,191
Travel		59,947	-	74,069	-
		(828,822)	(14,046)	(1,052,943)	(25,576)
Transaction costs		-	(23,381)	-	(23,381)
Loss and comprehensive loss for the period		\$ (828,822)	\$ (37,427)	\$ (1,052,943)	\$ (48,957)
Basic and diluted loss per common share		\$ (0.02)	\$ (37.43)	\$ (0.02)	\$ (59.78)
Weighted average number of common shares outstanding		50,079,919	1,000	50,039,521	819

The accompanying notes are an integral part of these condensed interim consolidated financial statements

Pulsar Helium Inc.

Condensed Interim Consolidated Statements of Cash Flows
(Unaudited – Expressed in US dollars)

	Six months ended March 31,	
	2023	2022
OPERATING ACTIVITIES		
Loss for the period	\$ (1,052,943)	\$ (48,957)
Change in non-cash working capital items:		
Investor relations	56,131	-
Transaction costs	-	23,381
Change in non-cash working capital items:		
Receivables	(2,189)	-
Prepaid expenses	(80,624)	-
Trade and other payables	30,378	(484)
Net cash used in operating activities	(1,049,247)	(26,060)
INVESTING ACTIVITIES		
Exploration and evaluation assets	(206,000)	-
Net cash used in investing activities	(206,000)	-
FINANCING ACTIVITIES		
Special Warrants	2,049,289	-
Special Warrants issuance costs	(29,713)	-
Deferred financing costs	(54,540)	-
Related party loan	-	41,689
Repayment of related party loan	(120,000)	-
Net cash provided by financing activities	1,845,036	41,689
Increase in cash for the period	589,789	15,629
Cash, beginning of the period	92,264	919
Cash, end of the period	\$ 682,053	\$ 16,548
Non-cash investing and financing activities		
Issuance of shares for trade and other payables	\$ 14,225	\$ -
Share issue costs settled in Special Warrants	55,269	-
Prepaid expense settled in Special Warrants	67,134	-
Accrued exploration and evaluation assets	-	78,311
Supplementary information		
Interest paid	\$ -	\$ -
Income taxes paid	-	-

The accompanying notes are an integral part of these condensed interim consolidated financial statements

Pulsar Helium Inc.

Condensed Interim Consolidated Statements of Shareholders' Equity (Deficiency)
(Unaudited – Expressed in US dollars)

	Number of Shares	Share Capital	Special Warrants	Deficit	Total Shareholders' Equity (Deficiency)
Balance, September 30, 2022	50,000,000	\$ 465,882	\$ -	\$ (496,837)	\$ (30,955)
Issuance of shares for trade and other payables	85,628	14,225	-	-	14,225
Special Warrants	-	-	2,141,784	-	2,141,784
Special Warrants issuance costs	-	-	(29,713)	-	(29,713)
Obligation to issue shares	-	-	-	-	-
Comprehensive loss for the period	-	-	-	(1,052,943)	(1,052,943)
Balance, March 31, 2023	50,085,628	\$ 480,107	\$ 2,112,071	\$ (1,549,780)	\$ 1,042,398

	Number of Shares	Share Capital	Special Warrants	Deficit	Total Shareholders' Equity (Deficiency)
Balance, September 30, 2021	-	\$ -	\$ -	\$ (19,443)	\$ (19,443)
Incorporation shares	1,000	1,000	-	-	1,000
Comprehensive loss for the period	-	-	-	(48,957)	(48,957)
Balance, March 31, 2022	1,000	\$ 1,000	\$ -	\$ (68,400)	\$ (67,400)

The accompanying notes are an integral part of these condensed interim consolidated financial statements

Pulsar Helium Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended March 31, 2023

(Unaudited – Expressed in US dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Pulsar Helium Inc. (the “Company” or “Pulsar”) was incorporated under the laws of British Columbia, Canada on June 30, 2022. The corporate office and registered and records office of the Company is located at Unit 1 – 15782 Marine Drive, White Rock, BC, Canada, V4B 1E6.

The Company is engaged in the identification, acquisition, exploration and, if warranted, development of helium exploration projects in the United States of America (“USA”) and Greenland.

The Company is in the process of completing an Initial Public Offering (“IPO”) and listing on the TSX Venture Exchange (“TSX-V”).

These condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at March 31, 2023, the Company had working capital of \$691,880. Management estimates that its working capital may not provide the Company with sufficient financial resources to carry out currently planned operations and exploration through the next twelve months. Additional financing may be required by the Company to complete its strategic objectives and continue as a going concern. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s ability to raise funds or complete the Transactions.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and the International Financial Reporting Interpretations Committee.

These condensed interim consolidated financial statements do not include all of the disclosures required for annual financial statements, and therefore should be read in conjunction with the annual consolidated financial statements for the period ended September 30, 2022.

Pulsar Helium Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended March 31, 2023

(Unaudited – Expressed in US dollars)

2. BASIS OF PRESENTATION (continued)

Basis of measurement

These condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These condensed interim consolidated financial statements are presented in US dollars, which is the parent company's functional currency, as well as the functional currency of its three wholly owned subsidiaries.

Use of estimates and judgments

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Carrying value and recoverability of exploration and evaluation assets

Management has determined that acquisition costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits.

Going concern assumption

In the determination of the Company's ability to meet its ongoing obligations and future contractual commitments management relies on the Company's planning, budgeting and forecasting process to help determine the funds required to support the Company's normal operations for a period of one year. Changes in estimated cash use may alter the Company's ability to meet its ongoing obligations and future contractual commitments and could result in adjustments to the amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Determination of functional currency

The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency of the parent company as well as the functional currency of the Company's three wholly owned subsidiaries is the United States dollar.

Pulsar Helium Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended March 31, 2023

(Unaudited – Expressed in US dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Company in these condensed interim consolidated financial statements are the same as those applied by the Company as at and for the period ended September 30, 2022.

New standards, interpretations and amendments not yet effective

There are no new standards that will have any significant effect on the Company.

4. EXPLORATION AND EVALUATION ASSETS

	Topaz Project		Tunu Project		Total
	USA		Greenland		
As at September 30, 2022	\$	128,311	\$	11,667	\$ 139,978
Additions		156,000		-	156,000
As at March 31, 2023	\$	284,311	\$	11,667	\$ 295,978

Topaz Project, USA

In October 2021, Keewaydin Resources Inc. (“Keewaydin”), now a subsidiary of Pulsar, entered into an option to lease non-hydrocarbon gases agreement to acquire the Topaz helium project in Minnesota, USA. In consideration, Keewaydin agreed to pay \$78,311 on signing of the option agreement and pay \$50,000 on each anniversary of the option agreement until October 4, 2024.

A company controlled by a director of the Company paid the \$78,311 option payment on the behalf of Keewaydin on signing (Note 6). In September 2022, a director of the Company paid the \$50,000 anniversary payment due on the Topaz project (Note 6).

In February 2022, a director of Keewaydin received a 0.5% royalty on the Topaz project. The Company has the right to repurchase half of the royalty (0.25%) upon payment of \$100,000.

In February 2023, the Company exercised the option to acquire the Topaz project and entered into a lease agreement. In consideration, the Company paid \$156,000 cash. In addition, the Company agreed to pay a production royalty of 20% of the gross sales price of the product sold.

Tunu Project, Greenland

In October 2021, Skyfire Ltd., now a subsidiary of Pulsar, was granted two exploration licenses in Greenland known as the Tunu helium project. The Tunu project consists of a mineral exploration license, effective from November 22, 2021 until December 31, 2024, and a mineral prospecting license for areas in East Greenland, effective from November 22, 2021 until December 31, 2026.

Pulsar Helium Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended March 31, 2023

(Unaudited – Expressed in US dollars)

4. EXPLORATION AND EVALUATION ASSETS (continued)

During the three and six months ended March 31, 2023 and 2022, the Company incurred the following exploration and evaluation expenditures.

	Three months ended March 31,		Six months ended March 31,	
	2023	2022	2023	2022
<i>Topaz Project</i>				
Consulting fees	\$ 161,940	\$ -	\$ 203,527	\$ -
Drilling and completions	6,724	-	12,967	-
Regulatory and permitting	20,185	-	43,733	-
	188,849	-	260,227	-
<i>Tunu Project</i>				
Consulting fees	7,227	-	15,041	-
	7,227	-	15,041	-
	\$ 196,076	\$ -	\$ 275,268	\$ -

5. SHARE CAPITAL

Authorized

The Company has an unlimited number of common shares without par value authorized for issue.

Issued and outstanding

In December 2022 and January 2023, the Company completed, in three tranches, a non-brokered private placement through the issuance of 12,373,665 special warrants (“Special Warrants”) at a price of C\$0.225 per Special Warrant for gross proceeds of \$2,049,288 (C\$2,784,075). The Company also issued 400,000 Special Warrants to settle prepaid investor relations expenses of \$67,134 (C\$90,000) and 151,110 Special Warrants to settle investor relations expenses and \$25,362 (C\$34,000). The Company paid \$29,713 cash and issued 334,027 Special Warrants valued at \$55,269 in satisfaction of finder’s fees on the private placement.

In January 2023, the Company issued 85,628 common shares valued at \$14,225 to settle trade and other payables of \$14,225.

Subsequent to March 31, 2023, all of the Special Warrants automatically converted to common shares of the Company (Note 9).

Pulsar Helium Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended March 31, 2023

(Unaudited – Expressed in US dollars)

5. SHARE CAPITAL (continued)

Share-based compensation

In January 2023, the Company's Board of Directors approved a stock option plan (the "Option Plan"). The Option Plan is a 10% "rolling" stock option plan which governs the granting of stock options to directors, officers, employees and consultants of the Company or a subsidiary of the Company for the purchase of up to 10% of the issued and outstanding common shares of the Company from time to time. The maximum term of stock options is ten years from the grant date. The exercise price and vesting terms are at the discretion of the directors.

In addition, the Company's Board of Directors approved an equity incentive plan (the "Equity Plan") which governs the granting of any restricted share unit (RSU), performance share unit (PSU) or deferred share unit (DSU) granted under the Equity Plan, to directors, officers, employees and consultants of the Company or a subsidiary of the Company. Pursuant to the Equity Plan, the Company may reserve for issuance up to 10% of the issued and outstanding common shares of the Company.

No stock options or equity instruments have been issued under the Option Plan or the Equity Plan.

6. RELATED PARTY TRANSACTIONS AND BALANCES

	Three months ended March 31,		Six months ended March 31,	
	2023	2022	2023	2022
Consulting fees				
Chief Executive Officer	\$ 45,000	\$ -	\$ 59,446	\$ -
Golden Oak *	30,491	-	48,801	-
Executive Chair	12,500	-	12,500	-
	87,991	-	120,747	-
Director fees	13,750	-	13,750	-
	\$ 101,741	\$ -	\$ 134,497	\$ -

* Golden Oak Corporate Services Ltd. ("Golden Oak") is a consulting company controlled by the Chief Financial Officer and Corporate Secretary of the Company. Golden Oak provides the services of a Chief Financial Officer, Corporate Secretary, and accounting and administrative staff to the Company.

As at March 31, 2023, the Company owed trade and other payables of \$2,526 (September 30, 2022 - \$7,005) to related parties, being \$984 to the Chief Executive Officer and \$1,542 to Golden Oak, both for the reimbursement of expenditures.

In September 2022, a director of the Company paid the \$50,000 anniversary payment due on the Topaz project on behalf of Keewaydin (Note 4). This amount was included in trade and other payables as at September 30, 2022. This amount was repaid in January 2023.

Pulsar Helium Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended March 31, 2023

(Unaudited – Expressed in US dollars)

6. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

In December 2021, a company controlled by a director of the Company loaned Keewaydin \$41,689 and paid the \$78,311 option payment due on the Topaz project on the behalf of Keewaydin (Note 4). These amounts total \$120,000 and were unsecured, interest free and due February 28, 2023. This amount was recorded as related party loan as at September 30, 2022. This loan was repaid in January 2023.

Obligation to issue shares

Effective January 1, 2023, the Company entered into a consulting agreement with the Executive Chair of the Company whereby the Company agreed to pay the Executive Chair an annual fee of \$50,000 payable quarterly through the issuance of common shares of the Company. During the six months ended March 31, 2023, the Company recorded consulting fees of \$12,500 which amount was credited to trade and other payables. No shares have been issued to date.

Effective January 1, 2023, the Company agreed to pay the two independent directors of the Company an annual fee of \$25,000. In addition, one of the directors is to be paid an additional \$5,000 as Chair of the Audit Committee. Like the Executive Chair, these shares will be settled in common shares of the Company on a quarterly basis. During the six months ended March 31, 2023, the Company recorded director fees of \$13,750 which amount was credited to trade and other payables. No shares have been issued to date.

7. SEGMENTED INFORMATION

Operating segments are identified on the basis of internal reports that are regularly reviewed by the chief operating decision-maker to allocate resources to the segments and to assess their performance.

The chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments, has been defined as the Chief Executive Officer.

The Company operates in a single segment, being mineral exploration and evaluation.

All of the Company's mineral exploration and evaluation assets are located in the USA and Greenland.

Pulsar Helium Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended March 31, 2023

(Unaudited – Expressed in US dollars)

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

Financial instruments are classified into one of the following categories: fair value through profit or loss (“FVTPL”); fair value through other comprehensive income (“FVTOCI”); or at amortized cost. The carrying values of the Company’s financial instruments are classified into the following categories:

		March 31, 2023	September 30, 2022
Cash	Amortized cost	\$ 682,053	\$ 92,264
Trade and other payables	Amortized cost	(122,802)	(156,649)
Related party loan	Amortized cost	-	(120,000)

The Company’s financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying values of cash, trade and other payables, and related party loan approximate their fair values due to their short-term nature. These financial instruments are classified as financial assets and liabilities at amortized cost and are reported at amortized cost.

Risk Management

The Company’s risk management objectives and policies are consistent with those disclosed by the Company for the period ended September 30, 2022.

9. SUBSEQUENT EVENT

In April and May 2023, all of the Special Warrants automatically converted to 13,258,802 common shares of the Company.

SCHEDULE "F"

INTERIM MD&A

(See attached)



Management Discussion & Analysis

For the six months ended March 31, 2023

(Expressed in US dollars)

Pulsar Helium Inc.

Management Discussion and Analysis

For the six months ended March 31, 2023

The following is management's discussion and analysis ("MD&A") of the results of operations and financial condition of Pulsar Helium Inc. (the "Company" or "Pulsar") for the six months ended March 31, 2023, and up to the date of this MD&A, and has been prepared to provide material updates to the business operations, financial condition, liquidity and capital resources of the Company since its last management's discussion and analysis for the nine months ended September 30, 2022 (the "Annual MD&A").

This MD&A should be read in conjunction with the Annual MD&A and the audited consolidated financial statements for the nine months ended September 30, 2022, together with the notes thereto, and the accompanying unaudited condensed interim consolidated financial statements and related notes thereto for the six months ended March 31, 2023 (the "Financial Report").

All financial information in this MD&A is derived from the Company's financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts are expressed in United States dollars unless otherwise indicated.

The effective date of this MD&A is July 31, 2023.

CORPORATE OVERVIEW AND OUTLOOK

Pulsar was incorporated under the laws of British Columbia, Canada on June 30, 2022. The corporate office and registered and records office of the Company is located at Unit 1 – 15782 Marine Drive, White Rock, BC, Canada, V4B 1E6.

The Company is engaged in the identification, acquisition, exploration and, if warranted, development of helium exploration projects in the United States of America ("USA") and Greenland.

The Company is in the process of completing an Initial Public Offering ("IPO") and listing on the TSX Venture Exchange ("TSX-V").

The Company has three wholly owned subsidiaries, being Skyfire Ltd. ("Skyfire"), Invenir Ltd. ("Invenir"), and Keewaydin Resources Inc. ("Keewaydin"). Skyfire and Invenir were incorporated under the laws of the England and Wales and Keewaydin is a Minnesota corporation.

Keewaydin has an option agreement on the Topaz helium project in the USA and Skyfire holds the Tunu helium project in Greenland.

Pulsar Helium Inc.

Management Discussion and Analysis

For the six months ended March 31, 2023

HELIUM EXPLORATION PROJECTS

Topaz Project, USA

In October 2021, Keewaydin entered into an option to lease non-hydrocarbon gases agreement to acquire the Topaz helium project in Minnesota, USA. In consideration, Keewaydin agreed to pay \$78,311 on signing of the option agreement and pay \$50,000 on each anniversary of the option agreement until October 4, 2024.

Cambrian Limited (“Cambrian”), a company controlled by Neil Herbert, a director of the Company, paid the \$78,311 option payment on the behalf of Keewaydin on signing. In September 2022, Neil Herbert, a director of the Company, paid the \$50,000 anniversary payment due on the Topaz project.

In February 2022, Phillip Larson, a director of Keewaydin, received a 0.5% royalty on the Topaz project. The Company has the right to repurchase half of the royalty (0.25%) upon payment of \$100,000.

In February 2023, the Company exercised the option to acquire the Topaz project and entered into a lease agreement. In consideration, the Company paid \$156,000 cash. In addition, the Company agreed to pay a production royalty of 20% of the gross sales price of the product sold.

Tunu Project, Greenland

In October 2021, Skyfire was granted two exploration licenses in Greenland known as the Tunu helium project. The Tunu project consists of a mineral exploration license, effective from November 22, 2021 until December 31, 2024, and a mineral prospecting license for areas in East Greenland, effective from November 22, 2021 until December 31, 2026.

RESULTS OF OPERATIONS

The loss for the six months ended March 31, 2023 was \$1,052,943 compared to only \$48,957 for the six months ended March 31, 2022.

During the six months ended March 31, 2023, the Company paid or accrued consulting fees of \$120,747 (2022 – \$Nil) to executive officers of the Company.

During the six months ended March 31, 2023, the Company recorded exploration and evaluation expenditures of \$275,268 (2022 – \$Nil) to advance exploration on its Topaz project located in the USA and its Tunu project located in Greenland.

Investor relations for the six months ended March 31, 2023 were \$399,044 compared to \$Nil for the prior period. The Company intends to go public in 2023 and has significantly increased its investor relations activities.

Professional fees for the six months ended March 31, 2023 were \$111,731 compared to \$26,191 in the prior period. Professional fees are legal, audit and accounting fees incurred by the Company and its subsidiaries. The increase over the prior period is primarily related to increased legal fees related to the Company’s anticipated listing.

Pulsar Helium Inc.

Management Discussion and Analysis

For the six months ended March 31, 2023

LIQUIDITY AND CAPITAL RESOURCES

During the six months ended March 31, 2023, the Company spent \$1,049,247 on operating activities, net of working capital changes, spent \$206,000 on investing activities, and received \$1,845,036 from financing activities, to end at March 31, 2023 with \$682,053 cash.

In December 2022 and January 2023, the Company completed, in three tranches, a non-brokered private placement through the issuance of 12,373,665 special warrants (“Special Warrants”) at a price of C\$0.225 per Special Warrant for gross proceeds of \$2,049,288 (C\$2,784,075). The Company also issued 400,000 Special Warrants to settle prepaid investor relations expenses of \$67,134 (C\$90,000) and 151,110 Special Warrants to settle investor relations expenses and \$25,362 (C\$34,000). The Company paid \$29,713 cash and issued 334,027 Special Warrants valued at \$55,269 in satisfaction of finder’s fees on the private placement.

As at March 31, 2023, the Company had working capital of \$691,880. Management estimates that its working capital may not provide the Company with sufficient financial resources to carry out currently planned operations and exploration through the next twelve months. Additional financing may be required by the Company to complete its strategic objectives and continue as a going concern. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

RELATED PARTY TRANSACTIONS

	Three months ended March 31,		Six months ended March 31,	
	2023	2022	2023	2022
Consulting fees				
Thomas Abraham-James Chief Executive Officer	\$ 45,000	\$ -	\$ 59,446	\$ -
Golden Oak *	30,491	-	48,801	-
Neil Herbert Executive Chair	12,500	-	12,500	-
	87,991	-	120,747	-
Director fees				
Jón Ferrier Independent Director	7,500	-	7,500	-
Geoffrey Crow Independent Director	6,250	-	6,250	-
	13,750	-	13,750	-
	\$ 101,741	\$ -	\$ 134,497	\$ -

* Golden Oak Corporate Services Ltd. (“Golden Oak”) is a consulting company controlled by Dan O’Brien, the Chief Financial Officer of the Company, and Ben Meyer, the Corporate Secretary of the Company. Golden Oak provides the services of a Chief Financial Officer, Corporate Secretary, and accounting and administrative staff to the Company.

As at March 31, 2023, the Company owed trade and other payables of \$2,526 (September 30, 2022 - \$7,005) to related parties, being \$984 (September 30, 2022 - \$5,860) to Thomas Abraham-James, the Chief Executive Officer of the Company, and \$1,542 (September 30, 2022 - \$1,145) to Golden Oak, both for the reimbursement of expenditures.

Pulsar Helium Inc.

Management Discussion and Analysis

For the six months ended March 31, 2023

In September 2022, Neil Herbert, a director of the Company, paid the \$50,000 anniversary payment due on the Topaz project on behalf of Keewaydin. This amount was included in trade and other payables as at September 30, 2022. This amount was repaid in January 2023.

In December 2021, Cambrian loaned Keewaydin \$41,689 and paid the \$78,311 option payment due on the Topaz project on the behalf of Keewaydin. These amounts total \$120,000 and were unsecured, interest free and due February 28, 2023. This amount was recorded as related party loan as at September 30, 2022. This loan was repaid in January 2023.

Obligation to issue shares

Effective January 1, 2023, the Company entered into a consulting agreement with Neil Herbert, the Executive Chair of the Company, whereby the Company agreed to pay the Executive Chair an annual fee of \$50,000 payable quarterly through the issuance of common shares of the Company. During the six months ended March 31, 2023, the Company recorded consulting fees of \$12,500 which amount was credited to trade and other payables. No shares have been issued to date.

Effective January 1, 2023, the Company agreed to pay Jón Ferrier and Geoffrey Crow, the two independent directors of the Company, an annual fee of \$25,000. In addition, Jón Ferrier is to be paid an additional \$5,000 as Chair of the Audit Committee. Like the Executive Chair, these shares will be settled in common shares of the Company on a quarterly basis. During the six months ended March 31, 2023, the Company recorded director fees of \$13,750 which amount was credited to trade and other payables. No shares have been issued to date.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The components of exploration and evaluation assets are described in Note 4 to the Financial Report.

OUTSTANDING SHARE DATA AS AT THE DATE OF THIS MD&A

Authorized: an unlimited number of common shares without par value.

	Number of Shares	Special Warrants
Balance, March 31, 2023	50,085,628	13,258,802
Conversion of Special Warrants to common shares	13,258,802	(13,258,802)
Balance, the date of this MD&A	63,344,430	-

Pulsar Helium Inc.

Management Discussion and Analysis

For the six months ended March 31, 2023

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments

Financial instruments are classified into one of the following categories: fair value through profit or loss (“FVTPL”); fair value through other comprehensive income (“FVTOCI”); or at amortized cost. The carrying values of the Company’s financial instruments are classified into the following categories:

		March 31, 2023	September 30, 2022
Cash	Amortized cost	\$ 682,053	\$ 92,264
Trade and other payables	Amortized cost	(122,802)	(156,649)
Related party loan	Amortized cost	-	(120,000)

The Company’s financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying values of cash, trade and other payables, and related party loan approximate their fair values due to their short-term nature. These financial instruments are classified as financial assets and liabilities at amortized cost and are reported at amortized cost.

Risk management

The Company’s risk management objectives and policies are consistent with those disclosed by the Company for the period ended September 30, 2022.

Pulsar Helium Inc.

Management Discussion and Analysis

For the six months ended March 31, 2023

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Carrying value and recoverability of exploration and evaluation assets

Management has determined that acquisition costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits.

Going concern assumption

In the determination of the Company's ability to meet its ongoing obligations and future contractual commitments management relies on the Company's planning, budgeting and forecasting process to help determine the funds required to support the Company's normal operations for a period of one year. Changes in estimated cash use may alter the Company's ability to meet its ongoing obligations and future contractual commitments and could result in adjustments to the amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Determination of functional currency

The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency of the parent company as well as the functional currency of the Company's three wholly owned subsidiaries.

NEW ACCOUNTING PRONOUNCEMENTS

There are no new standards that will have any significant effect on the Company.

Pulsar Helium Inc.

Management Discussion and Analysis

For the six months ended March 31, 2023

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward-looking statements include but are not limited to statements concerning:

- The Company's ability to identify, successfully negotiate and/or finance an acquisition of a new business opportunity
- The Company's success at completing future financings
- The Company's strategies and objectives
- General business and economic conditions
- The Company's ability to meet its financial obligations as they become due
- The positive cash flows and financial viability of new business opportunities
- The Company's ability to manage growth with respect to a new business opportunity
- The Company's tax position, anticipated tax refunds and the tax rates applicable to the Company

Readers are cautioned that the preceding list of risks, uncertainties, assumptions and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. Due to the risks, uncertainties, and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.pulsarhelium.com.

SCHEDULE "G"

SKYFIRE FINANCIAL STATEMENTS

(See attached)

SKYFIRE LTD.

Financial Statements

**For the period from incorporation on April 30, 2021
to December 31, 2021**

**For the period from January 1, 2022
to August 23, 2022**

(Expressed in US dollars)

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Skyfire Ltd.

Opinion

We have audited the accompanying financial statements of Skyfire Ltd. (the "Company"), which comprise the statements of financial position as at August 23, 2022 and December 31, 2021 and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the period from January 1, 2022 to August 23, 2022 and the period from incorporation on April 30, 2021 to December 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at August 23, 2022 and December 31, 2021, and its financial performance and its cash flows for period from January 1, 2022 to August 23, 2022 and the period from incorporation on April 30, 2021 to December 31, 2021, in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that the financial statements have been prepared on a going concern basis with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.


As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Stephen Hawkshaw.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

July 31, 2023

Skyfire Ltd.Statements of Financial Position
(Expressed in US dollars)

		August 23, 2022	December 31, 2021
	<i>Note</i>		
ASSETS			
Current Assets			
Cash		\$ 149,020	\$ -
Subscriptions receivable	5	-	15,690
		149,020	15,690
Exploration and evaluation assets	4	11,667	11,667
		\$ 160,687	\$ 27,357
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Trade and other payables		\$ 11,305	\$ 25,480
		11,305	25,480
Shareholders' Equity			
Share capital	5	279,153	40,102
Deficit		(129,771)	(38,225)
		149,382	1,877
		\$ 160,687	\$ 27,357
Nature of operations and going concern	1		

These financial statements are approved for issue by the Board of Directors of the Company on July 31, 2023.

They are signed on the Company's behalf by:

"Thomas Abraham-James", Director

"Neil Herbert", Director

The accompanying notes are an integral part of these financial statements

Skyfire Ltd.Statements of Loss and Comprehensive Loss
(Expressed in US dollars)

		Period from January 1, 2022 to August 23, 2022	Period from incorporation on April 30, 2021 to December 31, 2021
	<i>Note</i>		
Expenses			
Administration		\$ 14,703	\$ 1,730
Consulting fees	6	13,016	24,412
Exploration and evaluation expenditures	4	6,376	-
Foreign exchange		9,048	(250)
Professional fees		17,462	12,333
Travel		30,941	-
Loss and comprehensive loss for the period		\$ (91,546)	\$ (38,225)
Basic and diluted loss per common share		(0.00)	(0.00)
Basic and diluted weighted average number of common shares outstanding		36,741,489	28,178,571

The accompanying notes are an integral part of these financial statements

Skyfire Ltd.Statements of Cash Flows
(Expressed in US dollars)

	Period from January 1, 2022 to August 23, 2022		Period from incorporation on April 30, 2021 to December 31, 2021	
Cash flows to operating activities				
Loss for the period	\$	(91,546)	\$	(38,225)
Items not affecting cash:				
Consulting fees		13,016		24,412
Change in non-cash working capital items:				
Trade and other payables		(2,508)		13,813
		(81,038)		-
Cash flows to investing activities				
Exploration and evaluation assets		(11,667)		-
		(11,667)		-
Cash flows from financing activities				
Issuance of shares		241,725		-
		241,725		-
Increase in cash for the period		149,020		-
Cash, beginning of period		-		-
Cash, end of period	\$	149,020	\$	-
Non-cash investing and financing activities				
Issuance of shares for subscriptions receivable	\$	-	\$	15,690
Accrued exploration and evaluation assets		-		11,667
Supplementary information				
Interest paid	\$	-	\$	-
Income taxes paid		-		-

The accompanying notes are an integral part of these financial statements

Skyfire Ltd.Statements of Changes in Shareholders' Equity
(Expressed in US dollars)

	Shares	Share capital	Deficit	Total
Balance, December 31, 2021	28,750,000	\$ 40,102	\$ (38,225)	\$ 1,877
Issuance of shares for consulting fees	2,000,000	13,016	-	13,016
Issuance of shares for cash	13,250,000	226,035	-	226,035
Loss and comprehensive loss for the period	-	-	(91,546)	(91,546)
Balance, August 23, 2022	44,000,000	\$ 279,153	\$ (129,771)	\$ 149,382

	Shares	Share capital	Deficit	Total
Balance, April 30, 2021	-	\$ -	\$ -	\$ -
Issuance of shares for consulting fees	17,500,000	24,412	-	24,412
Issuance of shares for cash	11,250,000	15,690	-	15,690
Loss and comprehensive loss for the period	-	-	(38,225)	(38,225)
Balance, December 31, 2021	28,750,000	\$ 40,102	\$ (38,225)	\$ 1,877

The accompanying notes are an integral part of these financial statements

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Skyfire Ltd. (the “Company” or “Skyfire”) was incorporated under the laws of the England and Wales on April 30, 2021. The registered and records office of the Company is located at 12 Old Mills Industrial Estate, Paulton, Bristol, BS39 7SU.

On August 23, 2022, Skyfire was acquired by and became a wholly owned subsidiary of Pulsar Helium Inc., a Canadian corporation (“Pulsar”). In consideration, Pulsar issued the former shareholders of Skyfire 16,666,667 common shares of Pulsar in exchange for all the common shares of Skyfire.

These financial statements have been prepared on a going concern basis with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has working capital of \$137,715 as at August 23, 2022. As noted above, Skyfire is now a wholly owned subsidiary of Pulsar and will be funded by Pulsar moving forward. However, there is no assurance that Pulsar will be able to obtain adequate financing in the future to fund Skyfire or that such financing will be on terms acceptable to Pulsar and the Company. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on Pulsar’s ability to raise funds to fund the Company.

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. The policies applied in these financial statements are based on the IFRS issued and outstanding as at the date the Board of Directors approved these financial statements for issue.

Basis of measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

2. BASIS OF PRESENTATION (continued)

Functional and presentation currency

These financial statements are presented in US dollars, which is the Company's functional currency.

Use of estimates and judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Carrying value and recoverability of exploration and evaluation assets

Management has determined that acquisition costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits.

Going concern assumption

In the determination of the Company's ability to meet its ongoing obligations and future contractual commitments management relies on the Company's planning, budgeting and forecasting process to help determine the funds required to support the Company's normal operations for a period of one year. Changes in estimated cash use may alter the Company's ability to meet its ongoing obligations and future contractual commitments and could result in adjustments to the amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Determination of functional currency

The functional currency of the Company is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency of the Company is the United States dollar.

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

Foreign currency translation

Transactions in foreign currencies are initially recorded in the functional currency by applying exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are re-translated to the functional currency at the exchange rate on the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are re-translated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on re-translation are recognized in profit or loss.

Exploration and evaluation assets and expenditures

Upon acquiring the legal right to explore a property, all direct costs related to the acquisition of mineral property interests are capitalized as exploration and evaluation assets. Exploration and evaluation expenditures incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are charged to operations as incurred.

Development expenditures incurred subsequent to a development decision, and to increase or to extend the life of existing production, are capitalized and will be amortized on the unit-of-production method upon reaching production. When there is little prospect of further work on a property being carried out by the Company, the remaining deferred costs associated with that property are charged to operations during the period such determination is made.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Restoration, rehabilitation and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of exploration and evaluation assets and property, plant and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for an asset retirement obligation is recognized at its fair value in the period in which it is incurred if a reasonable estimate of cost can be made. The Company records the present value of estimated future cash flows associated with reclamation as a liability when the liability is incurred and increases the carrying value of the related assets for that amount.

Subsequently, these capitalized asset retirement costs are amortized over the life of the related assets. At the end of each period, the liability is increased to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying any initial estimates (additional asset retirement costs).

The Company recognizes its environmental liability on a site-by-site basis when it can be reliably estimated. Environmental expenditures related to existing conditions resulting from past or current operations and from which no current or future benefit is discernible are charged to profit or loss. The Company has no restoration, rehabilitation or environmental obligations.

Impairment

The Company reviews and evaluates its exploration and evaluation assets for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable. Under IFRS 6, "Exploration for and evaluation of mineral resources", the Company initially assesses where facts and circumstances indicate that the carrying amount of a mineral property may exceed its fair value. Facts and circumstances which indicate that the Company should test for impairment include expiry of the exploration licence where renewal is not expected, substantive expenditure not planned for the foreseeable future, and poor resource results or data which adequately shows that it is not economically viable. When facts and circumstance indicate that the carrying amount exceeds the recoverable amount, the Company will then estimate the recoverable amount and write down any impairment.

Where estimates of future net cash flows are not available and where other conditions suggest impairment, management assesses whether the carrying value can be recovered. If impairment is identified, assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets (the cash generating unit "CGU"). The recoverable amount of an asset or CGU is the greater of its fair value less costs to disposal and its value in use. Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. The Company evaluates impairment for potential reversals when events or circumstances warrant such consideration.

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVTOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are classified as FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income/loss.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash and subscriptions receivable are measured at amortized cost.

Impairment

An ‘expected credit loss’ impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to the estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) FVTPL; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Trade and other payables are classified as other financial liabilities and carried on the statement of financial position at amortized cost. For the period presented, the Company does not have any derivative financial liabilities.

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share capital

The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Loss per share

The Company presents basic and diluted earnings (loss) per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted EPS is calculated by dividing the profit or loss by the weighted average number of common shares outstanding assuming that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. In the Company's case, diluted loss per share is the same as basic loss per share, as the effect of outstanding share options and share purchase warrants on loss per share would be anti-dilutive.

Income taxes

The Company's income tax is comprised of current and deferred tax. The Company follows the liability method of accounting for income taxes. Under this method, current income taxes are recognised as the estimated income taxes payable for the current period using tax rates enacted, or substantially enacted, at the end of the reporting period. Deferred income tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred income tax assets are recognised to the extent that the realization of the related tax benefit through future taxable profits is probable.

Deferred tax assets and liabilities are recognised in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets are evaluated and where the Company considers that these are unlikely to be realised, the associated deferred tax asset is not recognised.

New standards, interpretations and amendments not yet effective

There are no new standards that will have any significant effect on the Company.

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

4. EXPLORATION AND EVALUATION ASSETS

	Tunu Project Greenland	
As at April 30, 2021	\$	-
Additions		11,667
As at December 31, 2021		11,667
Additions		-
As at August 23, 2022	\$	11,667

In October 2021, the Company was granted two exploration licenses in Greenland known as the Tunu helium project. The Tunu project consists of mineral exploration license, effective from November 22, 2021 until December 31, 2024, and mineral prospecting license for areas in East Greenland, effective from November 22, 2021 until December 31, 2026.

During the period from January 1, 2022 to August 23, 2022, the Company incurred exploration and evaluation expenditures of \$6,376 (\$Nil for the period from incorporation on April 30, 2021 to December 31, 2021) related to consulting fees on the Tunu project.

5. SHARE CAPITAL

On April 30, 2021, the Company issued 8,750,000 shares at a price of £0.001 for proceeds of \$12,206 (£8,750) which was received subsequent to December 31, 2021 and recorded as subscriptions receivable as at December 31, 2021.

On April 30, 2021, the Company issued 17,500,000 shares to settle consulting fees of \$24,412 (£17,500).

On June 25, 2021, the Company issued 2,500,000 shares at a price of £0.001 for proceeds of \$3,484 (£2,500), which amount was received subsequent to December 31, 2021 and recorded as subscriptions receivable as at December 31, 2021.

On April 13, 2022, the Company issued 10,750,000 shares at a price of £0.005 for proceeds of \$69,962 (£53,750).

On April 13, 2022, the Company issued 2,000,000 shares to settle consulting fees of \$13,016 (£10,000).

On June 6, 2022, the Company issued 2,500,000 shares at a price of £0.05 for proceeds of \$156,073 (£125,000).

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

6. RELATED PARTY TRANSACTIONS

During the period from January 1, 2022 to August 23, 2022, the Company recorded consulting fees of \$13,016 (period from incorporation on April 30, 2021 to December 31, 2021 - \$24,412) for individuals and companies related to directors and former directors of the Company. All fees were paid in shares of the Company (Note 5).

As at August 23, 2022, the Company owed \$Nil (December 31, 2021 - \$25,480) to a director and a former director of the Company for the reimbursement of expenditures.

7. SEGMENTED INFORMATION

The Company operates in one business segment, being mineral exploration and evaluation. All of the Company's exploration and evaluation assets are located in Greenland.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

Financial instruments are classified into one of the following categories: FVTPL; FVTOCI; or at amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

		August 23, 2022	December 31, 2021
Cash	Amortized cost	\$ 149,020	\$ -
Subscriptions receivable	Amortized cost	-	15,690
Trade and other payables	Amortized cost	(11,305)	(25,480)

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Financial Instruments (continued)

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying values of cash, subscriptions receivable, and trade and other payables approximate their fair values due to their short-term nature. These financial instruments are classified as financial assets and liabilities at amortized cost and are reported at amortized cost.

Risk Management

The Company's risk exposures and the impact on the Company's financial instruments are summarized as follows:

Credit Risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and receivables. The Company limits the exposure to credit risk in its cash by only investing its cash with high credit quality financial institutions in business and savings accounts and guaranteed investment certificates which are available on demand by the Company for its programs.

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Risk Management (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that there is sufficient capital in order to meet short-term business requirements. The Company's cash is on deposit in Greenland business accounts.

Interest Rate Risk

The Company is exposed to interest rate risk to the extent that its cash balances bear variable rates of interest. The interest rate risk on cash is not considered significant.

Foreign Currency Risk

The Company's functional and presentation currency is the US dollar. Foreign currency risk arises from transactions denominated in currencies other than the US dollar, as some costs are denominated in the Great British Pound and the Danish Krone. Management believes the foreign exchange risk related to currency conversions are minimal and therefore, does not hedge its foreign exchange risk. The effect of a 10% change in the foreign exchange rate on cash held in Great British Pounds and Danish Kroner at August 23, 2022 would be \$15,000.

9. MANAGEMENT OF CAPITAL

Capital is comprised of the Company's shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition of exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The Company is not subject to externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets, or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares expenditure forecasts that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. In order to maximize ongoing exploration efforts, the Company does not pay out dividends.

Skyfire Ltd.

Notes to the Financial Statements

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

(Expressed in US dollars)

10. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	Period from January 1, 2022 to August 23, 2022	Period from incorporation on April 30, 2021 to December 31, 2021
Loss for the period	\$ (91,546)	\$ (38,225)
Expected income tax recovery	\$ (17,000)	\$ (7,000)
Change in statutory, foreign tax, foreign exchange rates and other	1,000	-
Change in unrecognized deductible temporary differences	16,000	7,000
Total	\$ -	\$ -

The significant components of the Company's deferred tax assets are as follows:

	August 23, 2022	December 31, 2021
Deferred tax assets		
Exploration and evaluation assets	\$ 1,000	\$ -
Non-capital losses available for future periods	22,000	7,000
Total unrecognized deferred tax assets	\$ 23,000	\$ 7,000

Deferred tax assets have not been recognized in these financial statements as it is not probable that they will be realized.

The significant components of the Company's unrecognized temporary differences and tax losses are as follows:

	August 23, 2022	Expiry Date
Temporary differences		
Exploration and evaluation assets	\$ 6,000	-
Non-capital losses available for future periods	114,000	2042

Tax carry-forward balances which give rise to deferred tax assets are subject to review, and potential adjustment, by tax authorities.

H-1

SCHEDULE "H"

SKYFIRE MD&A

(See attached)

SKYFIRE LTD.

Management Discussion & Analysis

**For the period from incorporation on April 30, 2021
to December 31, 2021**

**For the period from January 1, 2022
to August 23, 2022**

(Expressed in US dollars)

Skyfire Ltd.

Management Discussion and Analysis

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

The following is management's discussion and analysis ("MD&A") of the results of operations and financial condition of Skyfire Ltd. (the "Company" or "Skyfire") for the period from January 1, 2022 to August 23, 2022, and up to the date of this MD&A. This MD&A should be read in conjunction with the accompanying audited financial statements for the period from January 1, 2022 to August 23, 2022, together with the notes thereto (the "Financial Report").

All financial information in this MD&A is derived from the Company's financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts are expressed in United States dollars unless otherwise indicated.

The effective date of this MD&A is July 31, 2023.

CORPORATE OVERVIEW AND OUTLOOK

Skyfire was incorporated under the laws of the England and Wales on April 30, 2021. The registered and records office of the Company is located at 12 Old Mills Industrial Estate, Paulton, Bristol, BS39 7SU.

On August 23, 2022, Skyfire was acquired by and became a wholly owned subsidiary of Pulsar Helium Inc., a Canadian corporation ("Pulsar"). In consideration, Pulsar issued the former shareholders of Skyfire 16,666,667 common shares of Pulsar in exchange for all the common shares of Skyfire.

HELIUM EXPLORATION PROJECT

In October 2021, the Company was granted two exploration licenses in Greenland known as the Tunu helium project. The Tunu project consists of mineral exploration license, effective from November 22, 2021 until December 31, 2024, and mineral prospecting license for areas in East Greenland, effective from November 22, 2021 until December 31, 2026.

SELECTED ANNUAL INFORMATION

	Period from January 1, 2022 to August 23, 2022	Period from April 30, 2021 to December 31, 2021
Statement of Loss:		
Net revenues	\$Nil	\$Nil
Net loss	\$(91,546)	\$(38,225)
Basic and diluted loss per share	\$(0.00)	\$(0.00)
Financial Position:		
Total assets	\$160,687	\$27,357
Total liabilities	\$11,305	\$25,480

Skyfire Ltd.

Management Discussion and Analysis

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

RESULTS OF OPERATIONS

The loss for the period from January 1, 2022 to August 23, 2022 was \$91,546 compared to \$38,225 for the period from April 30, 2021 to December 31, 2021.

During the period from January 1, 2022 to August 23, 2022, the Company paid or accrued consulting fees of \$13,016 (period from incorporation on April 30, 2021 to December 31, 2021 - \$24,412) to a director and a company controlled by a former director of the Company.

During the period from January 1, 2022 to August 23, 2022, the Company incurred exploration and evaluation expenditures of \$6,376 (\$Nil for the period from incorporation on April 30, 2021 to December 31, 2021) related to consulting fees on the Tunu project.

Professional fees for the period from January 1, 2022 to August 23, 2022 were \$17,462 compared to \$12,333 for the period from incorporation on April 30, 2021 to December 31, 2021. Professional fees are legal and accounting fees incurred by the Company.

SUMMARY OF QUARTERLY RESULTS

The Company is a private company and accordingly has not prepared financial information on a quarterly basis, so a summary of quarterly results has not been presented.

LIQUIDITY AND CAPITAL RESOURCES

During the period from January 1, 2022 to August 23, 2022, the Company spent \$81,038 on operating activities, net of working capital changes, spent \$11,667 on investing activities, and received \$241,725 from financing activities, to end at August 23, 2022 with \$149,020 cash.

The Company has working capital of \$137,715 as at August 23, 2022. As noted above, Skyfire is now a wholly owned subsidiary of Pulsar and will be funded by Pulsar moving forward. However, there is no assurance that Pulsar will be able to obtain adequate financing in the future to fund Skyfire or that such financing will be on terms acceptable to Pulsar and the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

RELATED PARTY TRANSACTIONS

During the period from January 1, 2022 to August 23, 2022, the Company recorded consulting fees of \$13,016 for Thomas Abraham-James, a director of the Company. During the period from incorporation on April 30, 2021 to December 31, 2021, the Company recorded consulting fees of \$24,412, being \$12,206 for Thomas Abraham-James, a director of the Company, and \$12,206 for Archean Pty. Ltd., as Trustee for the Bluett Family Trust, a company controlled by Josh Bluett, a former director of the Company. All fees were paid in shares of the Company.

As at August 23, 2022, the Company owed \$Nil to related parties. As at December 31, 2021, the Company owed \$25,480 to related parties, being \$23,860 to Thomas Abraham-James, a director of the Company, and \$1,620 to Josh Bluett, a former director of the Company, all for the reimbursement of expenditures.

Skyfire Ltd.

Management Discussion and Analysis

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The Company has no disclosure.

OUTSTANDING SHARE DATA AS AT THE DATE OF THIS MD&A

Authorized: an unlimited number of common shares without par value.

	Number of Shares
Balance, August 23, 2022	44,000,000
Balance, the date of this MD&A	44,000,000

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments

Financial instruments are classified into one of the following categories: fair value through profit or loss (“FVTPL”); fair value through other comprehensive income (“FVTOCI”); or at amortized cost. The carrying values of the Company’s financial instruments are classified into the following categories:

		August 23, 2022	December 31, 2021
Cash	Amortized cost	\$ 149,020	\$ -
Subscriptions receivable	Amortized cost	-	15,690
Trade and other payables	Amortized cost	(11,305)	(25,480)

The Company’s financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

- Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.
- Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.
- Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Skyfire Ltd.

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The carrying values of cash, subscriptions receivable, and trade and other payables approximate their fair values due to their short-term nature. These financial instruments are classified as financial assets and liabilities at amortized cost and are reported at amortized cost.

Risk management

The Company's risk exposures and the impact on the Company's financial instruments are summarized as follows:

Credit Risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and receivables. The Company limits the exposure to credit risk in its cash by only investing its cash with high credit quality financial institutions in business and savings accounts and guaranteed investment certificates which are available on demand by the Company for its programs.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that there is sufficient capital in order to meet short-term business requirements. The Company's cash is primarily on deposit in Canadian business accounts or guaranteed investment certificates which are available on demand.

Interest Rate Risk

The Company is exposed to interest rate risk to the extent that its cash balances bear variable rates of interest. The interest rate risk on cash is not considered significant.

Foreign Currency Risk

The Company's functional and presentation currency is the US dollar. Foreign currency risk arises from transactions denominated in currencies other than the US dollar, as some costs are denominated in the Great British Pound and the Danish Krone. Management believes the foreign exchange risk related to currency conversions are minimal and therefore, does not hedge its foreign exchange risk. The effect of a 10% change in the foreign exchange rate on cash held in Great British Pounds and Danish Kroner at August 23, 2022 would be \$15,000.

Skyfire Ltd.

Management Discussion and Analysis

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

MANAGEMENT OF CAPITAL

Capital is comprised of the Company's shareholders' deficiency. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition of exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The Company is not subject to externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets, or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares expenditure forecasts that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. In order to maximize ongoing exploration efforts, the Company does not pay out dividends.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Carrying value and recoverability of exploration and evaluation assets

Management has determined that acquisition costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits.

Going concern assumption

In the determination of the Company's ability to meet its ongoing obligations and future contractual commitments management relies on the Company's planning, budgeting and forecasting process to help determine the funds required to support the Company's normal operations for a period of one year. Changes in estimated cash use may alter the Company's ability to meet its ongoing obligations and future contractual commitments and could result in adjustments to the amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Determination of functional currency

The functional currency of the Company is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency of the Company is the United States dollar.

Skyfire Ltd.

Management Discussion and Analysis

For the period from incorporation on April 30, 2021 to December 31, 2021

For the period from January 1, 2022 to August 23, 2022

NEW ACCOUNTING PRONOUNCEMENTS

There are no new standards that will have any significant effect on the Company.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward-looking statements include but are not limited to statements concerning:

- The Company's ability to identify, successfully negotiate and/or finance an acquisition of a new business opportunity
- The Company's success at completing future financings
- The Company's strategies and objectives
- General business and economic conditions
- The Company's ability to meet its financial obligations as they become due
- The positive cash flows and financial viability of new business opportunities
- The Company's ability to manage growth with respect to a new business opportunity
- The Company's tax position, anticipated tax refunds and the tax rates applicable to the Company

Readers are cautioned that the preceding list of risks, uncertainties, assumptions and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. Due to the risks, uncertainties, and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

SCHEDULE "I"

AUDIT AND RISK COMMITTEE CHARTER

MANDATE

The purposes of the Audit and Risk Committee (the "Committee") are to assist the Board of Directors:

1. in its oversight of the Company's accounting and financial reporting principles and policies and internal audit controls and procedures;
2. in its oversight of the integrity, transparency and quality of the Company's financial statements and the independent audit thereof;
3. in selecting, evaluating and, where deemed appropriate, replacing the external auditors;
4. in evaluating the qualification, independence and performance of the external auditors;
5. in its oversight of the Company's risk identification, assessment and management program; and
6. in the Company's compliance with legal and regulatory requirements in respect of the above.

The function of the Committee is to provide independent and objective oversight. The Company's management team is responsible for the preparation, presentation and integrity of the Company's financial statements. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations.

The external auditors are responsible for planning and carrying out a proper audit of the Company's annual financial statements and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, accountants or auditors by profession or experts in the fields of accounting or auditing including in respect of auditor independence. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and external to the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board of Directors) and (iii) representations made by management as to non-audit services provided by the auditors to the Company.

The external auditors are ultimately accountable to the Board of Directors and the Committee as representatives of shareholders. The Committee is directly responsible (subject to the Board of Directors' approval) for the appointment, compensation, retention (including termination), scope and oversight of the work of the external auditors engaged by the Company (including for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services or other work of the Company), and is also directly responsible for the resolution of any disagreements between management and any such firm regarding financial reporting.

The external auditors shall submit, at least annually, to the Company and the Committee:

1. as representatives of the shareholders of the Company, a formal written statement delineating all relationships between the external auditors and the Company ("Statement as to Independence");
2. a formal written statement of the fees billed in compliance with the disclosure requirements of Form 52-110F1 of National Instrument 52-110; and
3. a report describing: the Company's internal quality-control procedures; any material issues raised by the most recent internal quality control review, or peer review, of the Company, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Company, and any steps taken to deal with any such issues.

COMPOSITION

The Committee shall be comprised of three directors, the majority of whom are independent directors as defined under applicable legislation and stock exchange rules and guidelines and are appointed by the Board of Directors. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, will appoint a Chair and the other members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy on the Committee. Determination as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board of Directors.

All members of the Committee shall be financially literate within the meaning of National Instrument 52-110 – *Audit Committees* ("NI 52-110") and any other securities legislation and stock exchange rules applicable to the Company, and as confirmed by the Board of Directors using its business judgement (including but not limited to be able to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements), and at least one member of the Committee shall have accounting or related financial expertise or sophistication as such qualifications are interpreted by the Board of Directors in light of applicable laws and stock exchange rules, including the requirement to have at least one "audit committee financial expert" as defined. The latter criteria may be satisfied by past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer of an entity with financial oversight responsibilities, as well as other requirements under applicable laws and stock exchange rules.

MEMBERSHIP, MEETINGS AND QUORUM

The Committee shall meet at least four times annually or more frequently if circumstances dictate, to discuss with management the annual audited financial statements and quarterly financial statements, and all other related matters. The Committee may request any officer or employee of the Company or the Company's external counsel or external auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Proceedings and meetings of the Committee are governed by the provisions of By-laws relating to the regulation of the meetings and proceedings of the Board of Directors as they are applicable and not inconsistent with this Charter and the other provisions adopted by the Board of Directors in regard to committee composition and organization.

The quorum at any meeting of the Committee is a majority of members in office. All members of the Committee should strive to be at all meetings.

DUTIES AND POWERS

To carry out its purposes, the Committee shall have unrestricted access to information and shall have the following duties and powers:

1. With respect to the external auditor,
 - a. to review and assess, at least annually, the performance of the external auditors, and recommend to the Board of Directors the nomination of the external auditors for appointment by the shareholders, or if required, the revocation of appointment of the external auditors;
 - b. to review and approve the fees charged by the external auditors for audit services;
 - c. to review and pre-approve all services, including non-audit services, to be provided by the Company's external auditors to the Company or to its subsidiaries, and associated fees and to ensure that such services will not have an impact on the auditor's independence, in accordance with procedures established by the Committee. The Committee may delegate such authority to one or more of its members, which member(s) shall report thereon to the Committee;
 - d. to ensure that the external auditors prepare and deliver annually a Statement as to Independence (it being understood that the external auditors are responsible for the accuracy and completeness of such statement), to discuss with the external auditors any relationships or services disclosed in the Statement as to Independence that may impact the objectivity and independence of the Company's external auditors and to recommend that the Board of Directors take appropriate action in response to the Statement as to Independence to satisfy itself of the external auditors' independence; and
 - e. to instruct the external auditors that the external auditors are ultimately accountable to the Committee and the Board of Directors, as representatives of the shareholders.
2. With respect to financial reporting principles and policies and internal controls,
 - a. to advise management that they are expected to provide to the Committee a timely analysis of significant financial reporting issues and practices;
 - b. to ensure that the external auditors prepare and deliver as applicable a detailed report covering 1) critical accounting policies and practices to be used; 2) material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors; 3) other material written communications between the external auditors and management such as any management letter or schedule of unadjusted differences; and 4) such other aspects as may be required by the Committee or legal or regulatory requirements;
 - c. to understand the scope of the annual audit of the design and operation of the Company's internal control over financial reporting and the related auditor's report;

- d. to consider, review and discuss any reports or communications (and management's responses thereto) submitted to the Committee by the external auditors, including reports and communications related to:
- significant finding, deficiencies and recommendations noted following the annual audit of the design and operation of internal controls over financial reporting;
 - consideration of fraud in the audit of the financial statements;
 - detection of illegal acts;
 - the external auditors' responsibilities under generally accepted auditing standards;
 - significant accounting policies;
 - management judgements and accounting estimates;
 - adjustments arising from the audit;
 - the responsibility of the external auditors for other information in documents containing audited financial statements;
 - disagreements with management;
 - consultation by management with other accountants;
 - major issues discussed with management prior to retention of the external auditors;
 - difficulties encountered with management in performing the audit;
 - the external auditors judgements about the quality of the entity's accounting principles; and
 - reviews of interim financial information conducted by the external auditors.
- e. to meet with management and external auditors:
- to discuss the scope, planning and staffing of the annual audit and to review and approve the audit plan;
 - to discuss the audited financial statements, including the accompanying management's discussion and analysis;
 - to discuss the unaudited interim quarterly financial statements, including the accompanying management's discussion and analysis;
 - to discuss the appropriateness and quality of the Company's accounting principles as applied in its financial reporting;
 - to discuss any significant matters arising from any audit or report or communication referred to in item 2 (iii) above, whether raised by management or

the external auditors, relating to the Company's financial statements;

- to resolve disagreements between management and the external auditors regarding financial reporting;
- to review the form of opinion the external auditors propose to render to the Board of Directors and shareholders;
- to discuss significant changes to the Company's auditing and accounting principles, policies, controls, procedures and practices proposed or contemplated by the external auditors or management, and the financial impact thereof;
- to review any non-routine correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies;
- to review, evaluate and monitor the Company's risk management program including the revenue protection program. This function should include:
 - risk assessment;
 - quantification of exposure;
 - risk mitigation measures; and
 - risk reporting;
- to review the adequacy of the resources of the finance and accounting group, along with its development and succession plans;
- to monitor and review communications received in accordance with the Company's Internal Whistle Blowing Policy;
- following completion of the annual audit and quarterly reviews, review separately with each of management and the independent auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and reviews, including any restrictions on the scope of the work or access to required information and the cooperation that the independent auditor received during the course of the audit and review;
- to discuss with the Chief Financial Officer any matters related to the financial affairs of the Company;
- to discuss with the Company's management any significant legal matters that may have a material effect on the financial statements, the Company's compliance policies, including material notices to or inquiries received from governmental agencies;
- to periodically review with management the need for an internal audit function; and

- to review and discuss with the Company's Chief Executive Officer and Chief Financial Officer the procedure with respect to the certification of the Company's financial statements pursuant to National Instrument 52-109 *Certification of Disclosure in Issuer's Annual and Interim Filings* and any other applicable law or stock exchange rule.
3. With respect to reporting and recommendations,
 - a. to prepare/review any report or other financial disclosures to be included in the Company's annual information form and management information circular;
 - b. to review and recommend to the Board of Directors for approval, the interim and audited annual financial statements of the Company, management's discussion and analysis of the financial conditions and results of operations (MD&A) and the press releases related to those financial statements;
 - c. to review and recommend to the Board of Directors for approval, the annual report, management's assessment on internal controls and any other like annual disclosure filings to be made by the Company under the requirements of securities laws or stock exchange rules applicable to the Company;
 - d. to review and reassess the adequacy of the procedures in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in paragraph 3(ii) above;
 - e. to prepare Committee report(s) as required by applicable regulators; and
 - f. to report its activities to the Board of Directors on a regular basis and to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate.
 4. to review, discuss with management, and approve all related party transactions;
 5. to establish and reassess the adequacy of the procedures for the receipt, retention and treatment of any complaint received by the Company regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential anonymous submissions by employees of concerns regarding questionable accounting or auditing matters in accordance with applicable laws and regulations; and
 6. to set clear hiring policies regarding partners, employees and former partners and employees of the present and, as the case may be, former external auditor of the Company.

RESOURCES AND AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its responsibilities, as it shall determine, including the authority to engage external auditors for special audits, reviews and other procedures and to retain special counsel and other experts or consultants. The Committee shall have the sole authority (subject to the Board of Directors' approval) to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of (a) compensation to the Company's external auditors engaged for the purpose of preparing or issuing an audit report or performing

other audit, review or attest services for the Company, (b) any compensation to any advisors retained to advise the Committee and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

ANNUAL EVALUATION

At least annually, the Committee shall, in a manner it determines to be appropriate review and assess the adequacy of its Charter and recommend to the Board of Directors any improvements to this Charter that the Committee determines to be appropriate.

Approved by the Board of Directors on January 6, 2023.

CERTIFICATE OF THE COMPANY

Dated: July 31, 2023

This prospectus (which includes the marketing materials included or incorporated by reference) constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the Provinces of Canada (other than Quebec).

"Thomas Abraham-James" (signed)
THOMAS ABRAHAM-JAMES
Chief Executive Officer

"Dan O'Brien" (signed)
DAN O'BRIEN
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Neil Herbert" (signed)
NEIL HERBERT
Director

"Jón Ferrier" (signed)
JÓN FERRIER
Director

CERTIFICATE OF THE PROMOTERS

Dated: July 31, 2023

This prospectus (which includes the marketing materials included or incorporated by reference) constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the Provinces of Canada (other than Quebec).

"Thomas Abraham-James" (signed)
THOMAS ABRAHAM-JAMES

"Joshua Bluett" (signed)
JOSHUA BLUETT

"Phillip Larson" (signed)
PHILLIP LARSON

"Neil Herbert" (signed)
NEIL HERBERT

"Michael Keyes" (signed)
MICHAEL KEYES

CERTIFICATE OF THE AGENT

Dated: July 31, 2023

To the best of our knowledge, information and belief, this prospectus (which includes the marketing materials included or incorporated by reference) constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the Provinces of Canada (other than Quebec).

HAYWOOD SECURITIES INC.

"Sean MacGillis" (signed)

Sean MacGillis

Managing Director, Investment Banking