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If you have sold or otherwise transferred all of your shares in Helium One Global Ltd (the “**Company**”), please send this document, and the accompanying Form of Proxy or Form of Instruction, to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.



HELIUM ONE GLOBAL LIMITED

(Incorporated and registered in the British Virgin Islands under the BVI Business Companies Act with registered number 1888591)

NOTICE OF GENERAL MEETING

Notice of General Meeting of the Company to be held on 5 August 2025 at 11.00 a.m. at the offices of Hill Dickinson LLP at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW is set out at the end of this Document. A Form of Proxy for use at the General Meeting accompanies this Document and, to be valid, must be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but in any event to be received not later than 11.00 a.m. on 1 August 2025 or 48 hours before any adjourned meeting (ignoring any part of a day that is not a working day). Completion of the Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting in person.



LETTER FROM THE CHAIRMAN

Directors:

James Smith (Non-Executive Chairman)
Lorna Blaisse (Chief Executive Officer)
Graham Jacobs (Commercial and Finance Director)
Sarah Cope (Non-Executive Director)
Nigel Friend (Non-Executive Director)

Registered Office:

Vistra Corporate Services Centre
Wickhams Cay II
Road Town, Tortola
British Virgin Islands VG1110

18 July 2025

Dear Shareholder,

Notice of General Meeting

Please find enclosed a notice of general meeting ("**Notice of General Meeting**") of Helium One Global Ltd (the "**Company**") to be held at 11.00 a.m. BST on 5 August 2025 at the offices of Hill Dickinson LLP at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW ("**General Meeting**"). The Notice of General Meeting details the resolution being proposed by the Company's Board of Directors and enclosed will be an accompanying Form of Proxy or Form of Instruction for you to complete.

Fundraise

On 18 July 2025, the Company announced that it had entered into an investment agreement (the "**Investment Agreement**") with three institutional investors (the "**Investors**") who have conditionally agreed to invest £10 million in aggregate (the "**Advance**"), which the Company will utilise to fund operations in Tanzania and the USA.

The capital raised through this fundraise enables the Company to further advance towards development of the Itumbula West discovery in Southern Rukwa. With the Mining Licence now formally awarded, the Company is focused on further testing using a downhole Electric Submersible Pump. This will enable the Company to better understand the concentrations of helium in this unique helium play and further establish multi-rate flow tests in order to better define the development plan and subsequent processing plant. Additional funds will be allocated to Company's USA helium-CO₂ project, operated by Blue Star Helium, which the Company expects to use towards potential advancement to first gas and cash flow in Q4 this year.

Terms of the Investment Agreement

The Investors may elect to convert the Advance into ordinary shares ("**Ordinary Shares**") in the Company at any time and in any such proportion as they so choose upon delivery to the Company of a notice of conversion ("**Conversion Notice**"). The conversion price will be the amount equal to 80 per cent. of the higher of: (i) the lowest single daily volume weighted average price ("**VWAP**") in respect of the Company's Ordinary Shares during the 10 trading days immediately preceding the date of the Conversion Notice; or (ii) a floor of 92.5 per cent of the VWAP for the 10 trading days immediately preceding the date of the Conversion Notice.

Any outstanding amount of the Advance is repayable by the Company on the date falling 12 months after the drawdown of the Advance (the "**Maturity Date**"), either in: (a) cash; (b) Ordinary Shares (at a price equal to 80 per cent. of the higher of (i) the lowest single daily VWAP in respect of the Company's Ordinary

Shares during the 10 trading days immediately preceding the Maturity Date; or (ii) a floor of 92.5 per cent of the VWAP for the ten (10) trading days immediately preceding the Maturity Date; or (c) a combination of both, at the Company's discretion. If an event of default occurs, the Advance will be immediately repayable on demand and default interest at a rate of 12% per annum will accrue on the outstanding amount of the Advance, payable at the same time as repayment of such amount. In the event of a termination, the Noteholders are able to initiate a final Conversion up to 25% of the outstanding balance.

The Advance will be used to fund ongoing operations on the Company's projects in Southern Rukwa, Tanzania and the Galactica Pegasus project in Colorado, USA, as well as providing general working capita as follows:

Tanzania

ESP work programme	£4.0 million
Annual ML Fees/G&A	£1.0 million

USA

Galactica development	£4.5 million
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Total **£9.5 million**

The Investment Agreement is conditional, amongst other things, on approval by the Company's shareholders of the authorities necessary to enable the Directors to allot and issue Ordinary Shares free of pre-emption as may be required to fulfil the Company's obligations in respect of the conversion of the Advance, with such authority being for the value of the Advance. In the event that the resolution at the General Meeting is not passed, the Investment Agreement will be implemented by way of a cash box structure.

Retail Offer

The Company intends to make available to existing shareholders the ability to participate in a retail offer of up to £1,000,000 as soon as reasonably practicable following the conclusion of this General Meeting (the "**Retail Offer**"). It is intended that the Retail Offer will be made available using the same pricing structure as available to the Investors under the Investment Agreement. The Company expects that further details in respect of the Retail Offer will follow shortly after conclusion of the General Meeting.

The Retail Offer is conditional, amongst other things, on approval by Shareholders of the authorities necessary to enable the full and unconditional issue of Ordinary Shares subscribed for under the Retail Offer. The proceeds of the Proposed Retail Offer will be used for general working capital purposes.

Resolution

The Company's Articles (Article 3.2) prevent the Directors of the Company from allotting unissued shares for cash, other than on a pre-emptive basis, without the authority of shareholders in General Meeting. The resolution in the notice of General Meeting will be proposed to authorise the Directors to allot up to 4,000,000,000 shares in the capital of the Company for cash, representing approximately two thirds of the issued share capital of the Company (as at the latest practicable date before the publication of this Notice of General Meeting).

The authority conferred by the resolution will expire on the date falling 18 months after the date of the General Meeting.

The Directors believe it to be in the best interests of the Company that they should have this authority in order that the Investment Agreement and the Retail Offer can proceed and that any future allotments can take place to finance appropriate business opportunities that may arise.

The resolution in the Notice of General Meeting will be proposed as an Ordinary Resolution. This means that, for the resolution to be passed on a poll, members representing a simple majority of the total voting rights of the members voting (in person or by proxy), being more than 50%, must vote in favour of the resolution.

Action to be Taken

Shareholders are strongly encouraged to submit a proxy vote in advance of the General Meeting. You are strongly encouraged to use your right to appoint the Chair of the General Meeting as your proxy to attend the meeting and vote on your behalf. Please vote online at www.investorcentre.co.uk/eproxy or by filling in the Form of Proxy or the Form of Instruction sent with this Notice of General Meeting and returning it by post to the Company's Registrars as soon as possible at c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. The Registrars must receive your Form of Proxy by 11.00 a.m. on 1 August 2025 and your Form of Instruction by 11.00 a.m. on 1 August 2025. For instructions on proxy voting, please see the notes to the Notice of General Meeting for information at the end of this document.

Recommendation

Your Board believes that the entering into of the Investment Agreement and the Retail Offer are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the resolution to be proposed at the General Meeting, as the Directors on the Board intend to do in respect of their own shareholdings in the Company.

Yours faithfully,

A handwritten signature in black ink that reads "James Smith". The signature is written in a cursive, flowing style.

James Smith
Non-Executive Chairman

HELIUM ONE GLOBAL LTD
NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Helium One Global Ltd (the “**Company**”) will be held at the offices of Hill Dickinson LLP at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 11.00 a.m. BST on 5 August 2025 (the “**General Meeting**”), or at any adjournment thereof, for the purposes of considering and, if thought fit, passing the following resolution (“**Resolution**”):

RESOLUTION

1. That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot up to 4,000,000,000 equity shares in the Company (representing approximately two-thirds of the issued share capital) for cash or to grant rights to subscribe for, or to convert any securities into, shares in the Company as if Article 3.2 of the Company’s articles of association did not apply, provided that such authority shall expire (unless previously renewed, varied or revoked) on the date falling 18 months after the date of the General Meeting save that the Company may before the expiry of such period make an offer or agreement which would or might require rights to subscribe for or to convert any securities into shares to be granted or equity securities to be allotted after such authority expires and the Directors of the Company may allot equity securities or grant such rights under any such offer or agreement as if this authority had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors before the date of the General Meeting to allot shares in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Dated: 18 July 2025

Registered office: Vistra Corporate Services Centre
Wickhams Cay II
Road Town
Tortola, VG1110
BVI

By order of the Board

Notes

Entitlement to attend and vote

1. Only holders of Ordinary Shares are entitled to attend and vote at the General Meeting.
2. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 specifies that only those shareholders registered on the register of shareholders of the Company as of 6.00 p.m. on 1 August 2025 or, in the event that the General Meeting is adjourned, on the register of shareholders 48 hours before the time of the adjourned meeting(s), shall be entitled to attend and vote in respect of the shareholding registered in the name of the relevant shareholder at the relevant time. Changes to entries on the register of shareholders after 6.00 p.m. on 1 August 2025 or, in the event that the General Meeting is adjourned, less than 48 hours before the time of any adjourned meeting(s), shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

Proxies

3. A member entitled to attend and vote at the General Meeting is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the General Meeting and at any adjournment of it. Such a member may appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.
4. A Form of Proxy or Form of Instruction is enclosed. A member may only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy or Form of Instruction. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the General Meeting in person.
5. If you submit more than one valid proxy appointment in respect of the same share(s), the appointment received last before the latest time for the receipt of proxies will take precedence.
6. The Form of Proxy must be executed by the shareholder or his or her attorney duly authorised in writing and (in the case of an individual) must be signed by the individual or his or her attorney duly authorised in writing or (in the case of a corporation) either executed under its common seal or signed on its behalf by a duly authorised officer or attorney of the corporation.
7. In order to be valid, a proxy appointment must be made and returned by one of the following methods:
 - (a) by completion of the Form of Proxy or Form of Instruction, in hard copy form by post, or by courier to the registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (“**the Registrar**”);
 - (b) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
 - (c) by appointing your proxy electronically via the Registrar’s website at www.investorcentre.co.uk/eproxy. You will need your Control Number, SRN & PIN which can be found on your Form of Proxy or Form of Instruction,

and in each case, the proxy appointment must be received not less than 48 hours before the time for holding of the General Meeting. In calculating such 48-hour period, no account shall be taken of any part of a day that is not a working day. A shareholder that appoints a person to act on its behalf under any power of attorney or other authority and wishes to use method (a), (b) or (c) must

return such power of attorney or other authority to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY prior to using such method and in any event not less than 48 hours before the time of the General Meeting. If you hold your ordinary shares in uncertificated form (that is, in CREST) you may appoint a proxy by completing and transmitting a CREST message (a "CREST Proxy Instruction") in accordance with the procedures set out in the CREST manual so that it is received by the Registrar by no later than 11.00 a.m. on 1 August 2025.

8. In order for a proxy, or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the Form of Proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Computershare Investor Services PLC (ID 3RA50), by the latest time(s) for receipt of Form of Proxies specified in the Notice of General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. In the case of a shareholder which is a company, a hard copy Form of Proxy or Form of Instruction must be executed under its common seal or under the hand of an officer or attorney duly authorised.
10. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the relevant joint holding.

Changing proxy instructions

11. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy Form of Proxy or Form of Instruction and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

Termination of proxy appointment

12. A shareholder may terminate a proxy instruction but to do so they will need to inform the Company in writing by sending a signed hard copy notice clearly stating their intention to revoke their proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol,

BS99 6ZY. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services PLC no later than 11.00 a.m. on 1 August 2025.

Please be advised that, due to the circumstances already set out, if a shareholder chooses to terminate a proxy instruction but are unable to attend the meeting in person, they will not be entitled to vote.

Corporate representatives

13. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

Communications

14. Any electronic address provided (including in the Notice of General Meeting or any related documents) may not be used to communicate with the Company for any purposes other than those expressly stated.

Website giving information regarding the General Meeting

15. Information regarding the General Meeting can be found at www.helium-one.com including information on the number of shares and voting rights.

Questions at the meeting

16. Any member attending the meeting has the right to ask questions. The Company must answer any question members ask relating to the business being dealt with at the meeting unless:
 - Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - The answer has already been given on a website in the form of an answer to a question;
 - It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.