ROYAL HELIUM LTD.

NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD NOVEMBER 25, 2020

The board of directors of ROYAL HELIUM LTD. (the "**Corporation**" or "**Royal**") invites you to attend the annual general and special meeting of the shareholders of the Corporation (the "**Meeting**") to be held solely by means of remote communication by telephone at Canada/USA Toll Free: 1-800-319-4610, Germany Toll Free: 0800-180-1954, International Toll: +1-604-638-5340 on November 25, 2020 at 10:00 a.m. (Saskatoon time), for the following purposes:

1. to receive the financial statements of the Corporation for the year ended December 31, 2019 and the auditor's reports thereon;

2. to fix the number of directors at five (5);

3. to elect the board of directors of the Corporation to serve until the next annual meeting of the Corporation or until their successors are duly elected or appointed;

4. to consider and, if thought appropriate, pass an ordinary resolution appointing McGovern, Hurley, Cunningham, LLP, Chartered Professional Accountants, as auditor of the Corporation and authorizing the directors to fix their remuneration;

5. to consider and, if thought appropriate, to pass an ordinary resolution approving the Corporation's Stock Option Plan, as more particularly described in the accompanying Management Information Circular; and

6. to transact such other business as may properly come before the Meeting or any adjournment of the Meeting.

Only shareholders of record at the close of business on October 21, 2020 (the "**Record Date**"), are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat, unless, after the Record Date, a holder of record transfers his or her shares and the transferee, upon producing properly endorsed share certificates or otherwise establishing that he or she owns such shares, requests, not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote such shares, in which case such transferee shall be entitled to vote such shares, as the case may be, at the Meeting

The Corporation has decided to host the Meeting solely by means of remote communication in light of the coronavirus (COVID-19) pandemic. The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments relating to COVID-19. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Shareholders are encouraged to monitor the Corporation's SEDAR profile at http://www.sedar.com, where copies of such press releases, if any, will be posted. The Corporation does not intend to prepare an amended Information Circular in the event of changes to the Meeting format. **All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described below, as in-person voting at the time of the Meeting will not be possible.**

Please complete, date and sign the enclosed form of proxy and return it in the envelope provided to Computershare Trust Company of Canada, through its Proxy Department at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Alternatively, Shareholders may complete their proxy online at www.investorvote.com by following the instructions provided on the form of proxy. In order to be valid, proxies must be received by 10:00 a.m. (Saskatoon time) on or prior to the second last business day preceding the day of the Meeting or any adjournment thereof or deposited with the Chair of the Meeting by email at davidson@fnr.ca on the day of the Meeting prior to the commencement of the Meeting.

DATED at the city of Saskatoon, Saskatchewan, October 21, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Andrew Davidson"
Andrew Davidson
President, CEO and Director