First Helium Inc. Announces Updated Private Placement and Withdrawal of Short Form Prospectus

Calgary, Alberta--(Newsfile Corp. - January 23, 2024) - **First Helium Inc. (TSXV: HELI) (OTCQX: FHELF) (FSE: 2MC)** (the "**Company**" or "**First Helium**") announces that it is further amending the terms of its non-brokered private placement (the "**Private Placement**"), which was previously announced in the Company's press releases dated November 30, 2023 and October 12, 2023. The Company has also determined not to proceed with its previously announced prospectus offering at this time and is withdrawing its preliminary short form prospectus previously filed on November 30, 2023 (the "**Short Form Prospectus**").

Private Placement

The amended Private Placement will now be comprised of up to **60,000,000** units (the "**Units**") for total gross proceeds up to **$3.0** million. Each Unit will be issued at a price of C$0.05 and consist of one common share of the Company (a "**Common Share**") and one common share purchase warrant of the Company (a "**Warrant**"). Each Warrant shall entitle the holder thereof to purchase one additional Common Share (a "**Warrant Share**") at a price of C$0.075 per Warrant Share for a period of 36 months from the closing of the Offering. The Warrants will not be subject to acceleration. The Company intends to use the net proceeds from the Private Placement to fund additional asset development and operating expenses on its Worsley project, as well as for general working capital.

Completion of the Private Placement is subject to the acceptance of the TSX Venture Exchange.

The Private Placement will be made to purchasers resident in each of the Provinces of Canada, except Quebec, under the "accredited investor" exemption, and/or other exemptions from the prospectus requirement, but will no longer be made pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "**LIFE Exemption**"), and as such, the Company announces that it is terminating its offering document under the LIFE Exemption dated November 30, 2023.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the U.S. Securities Act or any applicable state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. "United States" and "U.S. persons" shall have the meanings assigned to them in Regulation S under the U.S. Securities Act.

Short Form Prospectus

The Company also wishes to advise investors that due to unfavorable market conditions, the Company will not be proceeding with the previously announced Short Form Prospectus offering.

ABOUT FIRST HELIUM

Led by a core Senior Executive Team with diverse and extensive backgrounds in Oil & Gas Exploration and Operations, Mining, Finance, and Capital Markets, First Helium seeks to be one of the leading independent providers of helium gas in North America.

Building on its successful 15-25 helium discovery well at the Worsley project, the Company has identified numerous follow-up drill locations and acquired an expansive infrastructure system to facilitate future exploration and development of helium across its Worsley land base. Cash flow from its successful oil wells at Worsley has helped support First Helium's ongoing helium exploration and development growth strategy. Further potential oil drilling locations have been identified on the Company's Worsley land base.

First Helium holds over 60,000 acres along the highly prospective Worsley Trend in Northern Alberta. In addition to continuing its ongoing exploration and development drilling at Worsley, the Company has evaluated over 880,000 acres in the Southern Alberta Helium Fairway and has identified several areas for future exploration drilling.

For more information about the Company, please visit www.firsthelium.com.

ON BEHALF OF THE BOARD OF DIRECTORS

Edward J. Bereznicki
President, CEO and Director

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements within the meaning of applicable securities laws. The use of any of the words "anticipate", "plan", "continue", "expect", "estimate", "objective", "may", "will", "project", "should", "predict", "potential" and similar expressions are intended to identify forward-looking statements. In particular, this press release contains forward-looking statements concerning the planned completion of the Private Placement, the anticipated proceeds of the Private Placement, and the use of proceeds of the Private Placement. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company cannot give any assurance that they will prove correct. Since forward-looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of assumptions, factors and risks. These assumptions and risks include, but are not limited to, assumptions and risks associated with the state of the equity financing markets and regulatory approval.

Management has provided the above summary of risks and assumptions related to forward-looking statements in this press release in order to provide readers with a more comprehensive perspective on the Company's future operations. The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward-looking statements are made as of the date of this press release, and, other than as required by applicable securities laws, the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

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