



ROYAL HELIUM LTD. CANCELS PREVIOUSLY ANNOUNCED PRIVATE PLACEMENT, ANNOUNCES BOARD CHANGES

TORONTO, ON, January 24, 2025 - Royal Helium Ltd. (TSXV: RHC) (OTCQB: RHCCF) ("Royal") announces today that Royal and its subsidiaries, Royal Helium Exploration Limited and Imperial Helium Corp. (together with Royal, the "**Company**"), have cancelled the previously announced proposed private placement offering of debenture units of the Company previously announced on December 2, 2024 (the "**Private Placement**").

On January 20, 2025, the Company announced its notice of intention to make a proposal under the *Bankruptcy and Insolvency Act* (the "**BIA**"). The Company had previously been pursuing an out-of-court restructuring solution. However, following review of all financing options and careful consideration of all available alternatives, and consultation with legal and financial advisors, the directors of the Company determined that it was in the best interests of the Company and its stakeholders to file for protection under the BIA and to cancel the previously announced proposed Private Placement offering.

All tenders delivered by holders of existing Company debentures (the "**Existing Debentureholders**", being the 14% convertible debentures due December 31, 2025 and the 12% convertible debentures due June 30, 2025, and collectively referred to herein as the "**Existing Debentures**") who opted to partake in the optional forfeiture of their Existing Debentures in exchange for the issuance of the new debenture units upon closing of the Private Placement equal to the then-outstanding principal amount of such Existing Debentureholder's forfeited Existing Debentures shall continue to hold their Existing Debentures in accordance with their existing terms and all tendered consent forms shall be null and void.

The Company also announces that it has accepted Karl Kurz's resignation from the board with immediate effect. The Company's CEO commented "We are incredibly grateful for the contributions Karl made during his tenure on our board. Karl is undoubtedly one of the most accomplished professionals in the resource space, and it has been a privilege to have someone of his caliber involved with the Company. We wish him nothing but success in his future endeavors."

About Royal Helium Ltd.

Royal is an exploration, production and infrastructure company with a primary focus on the development of helium and associated gases. The Company's extensive footprint includes prospective helium permits and leases across Southern Saskatchewan and southeastern Alberta.

Royal's helium reservoirs are carried primarily with nitrogen. Nitrogen is not considered a greenhouse gas (GHG) and therefore has a low GHG footprint when compared to other jurisdictions that rely on large scale natural gas production for helium extraction. Helium extracted from wells in Saskatchewan and Alberta can be up to 90% less carbon intensive than helium extraction processes in other jurisdictions. For more information, please visit SEDAR+ (www.sedarplus.ca) and the Company's website (<https://royalheliumltd.com>).

Forward-Looking Statements

This news release includes certain statements that may be deemed to be "forward-looking statements". All statements in this news release, other than statements of historical facts, that address events or developments that management of the Company expects, are forward-looking statements, including, the statements relating to the Company's continued listing on the TSXV, and other statements that are not historical facts. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. The Company undertakes no obligation to update these forward-looking statements if

management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause actual results to differ materially from those in forward-looking statements, include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see the public filings of the Company at www.sedarplus.com for further information on the risks and uncertainties associated with the Company's business. Readers should not place undue reliance on forward-looking information and statements, which speak only as of the date made. The forward-looking information and statements contained in this release represent our expectations as of the date of this release. The Company disclaims any intention or obligation or undertaking to update or revise any forward-looking information or statements whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

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

For further information:

Royal Helium Ltd.

David Young, CEO

Email: info@royalheliumltd.com