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TOTAL HELIUM ANNOUNCES CORPORATE TRANSACTIONS TO REBRAND AND RECAPITALIZE

VANCOUVER, B.C., April 15, 2025 – Total Helium Ltd. (the “Company”) (TSXV: TOH), (FRA: Y02.F) announces that it will change its name to “Altura Energy Corp.” (the “**Name Change**”) and will concurrently consolidate its common share capital on a ten-for-one basis (the “**Consolidation**”).

The Company currently has 102,393,542 common shares issued and outstanding, and following completion of the Consolidation is expected to have approximately 10,239,354 shares outstanding. No fractional common shares will be issued as a result of the Consolidation. Instead, any fractional common shares will be rounded to the nearest whole number of common shares. In accordance with the articles of the Company, the Consolidation and the Name Change do not require the approval of shareholders of the Company. All outstanding convertible securities of the Company will be adjusted to reflect the Consolidation.

In connection with the Consolidation and the Name Change, the common shares of the Company are expected to trade under the ticker symbol “AURA” using a new CUSIP and ISIN. The Company will issue a further news release once the effective date for the Consolidation and the Name Change have been determined. Completion of both the Consolidation and the Name Change remain subject to the approval of the TSX Venture Exchange.

Brokered Private Placement

The Company also announces that it has engaged Haywood Securities Inc. (the “**Agent**”) to lead a brokered private placement (the “**Offering**”) of up to 15,000,000 post-Consolidation units of the Company (each, a “**Unit**”). The Units will be offered at a post-Consolidation price of \$0.10 per Unit for gross proceeds of up to \$1,500,000. The net proceeds from the Offering will be utilized by the Company to repay existing indebtedness and for working capital and general corporate purposes.

Each Unit will consist of one post-Consolidation common share of the Company (a “**Common Share**”) and one Common Share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder thereof to purchase one Common Share (a “**Warrant Share**”) at a post-Consolidation exercise price of \$0.25 at any time up to sixty months following the closing. In the event the closing price of the Common Shares on the TSX Venture Exchange is equal to or greater than \$0.75 for a period of twenty consecutive trading dates, the Company may, within five trading days following such event, accelerate the expiry date of the Warrants. The Company shall seek the necessary approvals to list the Common Shares and Warrant Shares on the TSX Venture Exchange, which listing shall be conditionally approved prior to closing. The Warrants will not be listed for trading on the TSX Venture Exchange.

The Company has granted the Agent an option to increase the size of the Offering by up to 15% at any time up to the forty-eight hours prior to closing. The Offering will take place by way of a private placement pursuant to applicable exemptions from the prospectus requirements in each of the provinces of Canada, and in those jurisdictions where the Offering can lawfully be made including the United States under private placement exemptions.

Completion of the Offering remains subject to the approval of the TSX Venture Exchange. All securities issued in connection with the Offering will be subject to restrictions on resale for a period of four-months-and-one-day in accordance with applicable securities laws.

Debt Settlement Transactions

The Company also announces that it has reached an agreement with the Chairman to settle (the “**Debt Settlement**”) outstanding indebtedness (the “**Indebtedness**”) totaling C\$526,683, which was issued as an unsecured convertible note in Dec 2023. The Company will also settle (the “**Payables Settlement**”) C\$150,000 of outstanding payables (the “**Payables**”) to Fiore Management for accounting, auditing and corporate governance services rendered over the past twenty-one months. Pursuant to the terms of the Debt Settlement and the Payables Settlement, the Indebtedness and the Payables will be settled in consideration for the issuance of 6,766,830 post-Consolidation common shares at a deemed price of \$0.10 per share, (collectively, the “**Settlement**”).

Insiders of the Company will be participating in the Debt Settlement in the amount of C\$676,683. Such insiders are related parties of the Company pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). Related party involvement in the Debt Settlement constitutes a “related party transaction”. The Company expects to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to Sections 5.5(a) and 5.7(1)(a) respectively, as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Debt Settlement, insofar as it involves interested parties, exceeds 25.0% of the Company’s market capitalization.

The Company expects to complete the Settlement concurrently with completion of the Offering. Completion of the Settlement remains subject to the approval of the TSX Venture Exchange. All securities issued in connection with the Settlement will be subject to restrictions on resale for a period of four-months-and-one-day in accordance with applicable securities laws.

The Company has also reached a settlement with ANB Bank (the “**Lender**”), an arms-length lender, to restructure an existing loan facility in place with the Lender. Under the settlement, the Company will complete a payment of US\$150,000 to the Lender on or before May 30, 2025, leaving an outstanding balance of US\$205,000 owing to the Lender. The Company will then commence monthly payments of US\$10,000 towards the remaining balance beginning on September 21, 2025.

Warrant Amendment

The Company also announces that it intends to amend (the “**Amendment**”) the terms of 25,000,000 pre-Consolidation share purchase warrants (the “**Amended Warrants**”). The Amended Warrants were previously issued by the Company in connection with a private placement financing and are exercisable to acquire an equivalent number of pre-Consolidation common shares of the Company at a price of \$0.75 per share until May 1, 2025. The Amended Warrants are currently listed for trading on the TSX Venture Exchange under the ticker symbol “TOH.WT.A”.

Following the Consolidation, the number of Amended Warrants would be reduced to 2,500,000 and the exercise price adjusted to \$7.50. Under the proposed terms of the Amendment, following the Consolidation, the exercise price of the Amended Warrants would be reduced to \$0.25 post consolidation (\$0.025 pre-consolidation) and the term would be extended by an additional three years until May 1, 2028. In accordance with the policies of the TSX Venture Exchange, in the event the closing price of the post-Consolidation common shares of the Company exceeds \$0.3125 for a period of ten consecutive trading days the term of the Amended Warrants will be automatically accelerated and they will expire after thirty calendar days.

Completion of the Amendment remains subject to the approval of the TSX Venture Exchange. The policies of the TSX Venture Exchange restrict the ability of the Company to amend the terms of share purchase warrants which are listed for trading. The Company intends to request a waiver of this restriction, but in the event a waiver is not granted the Company may look to delist the Amended Warrants to facilitate the Amendment.

Acquisition of Pinta South Assets

The Company also announces that Brooks Range Corporation, a wholly-owned subsidiary of the Company, has entered into a letter of intent (the “**Letter of Intent**”) with Pinta South Operating Company, LLC, Butler Minerals I, LLC, Desert Eagle Operating, LLC and Mid America Exploration LLC (collectively, the “**Vendors**”), which provides for the acquisition (the “**Transaction**”) of a working interest in certain oil and gas leases, and associated pooling and unitization agreements, equipment and fixtures and surface leases and permits, in the Holbrook Basin (the “**Pinta South Assets**”).

The Pinta South Assets will form part of the Company’s existing Pinta South Project, and in consideration the Company will assume responsibility for reclamation of the locations of existing wells and the Vendors will forgive approximately US\$600,000 of joint interest payments currently owing by the Company in connection with development of the Pinta South Project.

The Letter of Intent does not bind the parties to complete the Transaction. Completion of a Transaction is subject to a number of conditions, including the satisfactory completion of due diligence, the negotiation of definitive documentation and completion of customary closing deliverables.

ABOUT TOTAL HELIUM LTD.

Total Helium is a helium exploration and production company with interests in the prolific Holbrook basin of Arizona. For more information, please visit SEDAR+ (www.sedarplus.ca) and the Company's website (www.totalhelium.com).

FOR FURTHER INFORMATION

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Forward Looking Statements

Statements included in this announcement, including statements concerning our plans, intentions and expectations, which are not historical in nature are intended to be, and are hereby identified as, "forward-looking statements". Forward-looking statements may be identified by words including "anticipates", "believes", "intends", "estimates", "expects" and similar expressions. The Company cautions readers that forward-looking statements, including without limitation those relating to the Company's future operations and business prospects, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements.

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