



# ROYAL HELIUM LTD.

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2022**

## **Introduction**

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Royal Helium Ltd. (the "Company" or "RHC") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and six months ended June 30, 2022. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited condensed consolidated interim financial statements ("the financial statements") and the notes thereto as at and for the three and six months ended June 30, 2022 and the audited consolidated financial statements and notes thereto as at and for the year ended December 31, 2021. together with the notes thereto available on SEDAR at [www.sedar.com](http://www.sedar.com).

Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three and six months ended June 30, 2022 are not necessarily indicative of the results that may be expected for any future period.

The financial statements for the three and six months ended June 30, 2022 and 2021 have been prepared using accounting policies consistent with IFRS.

The MD&A was approved by the board of directors on August 12, 2022.

## **Caution Regarding Forward-Looking Statements**

Certain statements contained in this report constitute forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions and statements relating to matters that are not historical facts constitute "forward looking information" within the meaning of applicable Canadian securities legislation. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated. Such forward-looking statements are based on reasonable assumptions but no assurance can be given that these expectations will prove to be correct and the forward-looking statements included in this report should not be unduly relied upon. These statements are made only as of the date of this report.

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such

**ROYAL HELIUM LTD.**  
**Management's Discussion & Analysis**  
**Six Months Ended June 30, 2022**

statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

<b>Forward-looking statements</b>	<b>Assumptions</b>	<b>Risk factors</b>
The Company's ability to meet its working capital needs at the current level for the period ending June 30, 2022, subject to the Company identifying suitable assets or businesses to acquire or merge with requiring additional financing.	The operating activities of the Company for the period ending June 30, 2022, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.
The potential of RHC's permits and leases to contain economic helium reserves. See "Helium Prospects" below.	Financing will be available for future exploration and development of RHC's leases; the actual results of RHC's exploration and development activities will be favourable; operating, exploration, development and production costs will not exceed RHC's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to RHC; applicable political and economic conditions will be favourable to RHC; the market prices for helium and applicable interest and exchange rates will be favourable to RHC;	Helium market prices volatility; uncertainties involved in interpreting geological and geophysical data; the possibility that future exploration results will not be consistent with RHC's expectations; availability of financing for and actual results of RHC's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest and exchange rates fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff and obtain all required permits in a timely manner on acceptable terms.
Management's outlook regarding future trends.	Financing will be available for the Company's operating activities.	Changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements.

### **RHC's Strategic Objectives**

RHC is focused on helium production from its helium permits and leases in Saskatchewan. RHC is one of the largest helium lease and permit holders in North America, with land that was acquired both from the Crown and via freehold lease agreements. All of the land acquired was subject to through analysis of existing well data, seismic and geological data and is associated with some of the highest known helium concentrations in Saskatchewan. The Company's properties are all in close vicinity to highways, roads, cities and oil & gas infrastructure. Helium is a non-substitutable and non-renewable commodity needed in the high-tech and health care industries, with specific applications in rocketry, semiconductors, electronics, and health care. As these sectors continue to expand, the demand for helium expands in concert.

Saskatchewan is a known helium producing regions, with multiple wells currently producing, and is a strategic location for continued exploration and development of helium. Helium is created through the breakdown of uranium and thorium and Saskatchewan is well known for having some of the highest uranium concentrations in the world.

These unaudited condensed interim consolidated financial statements include the accounts of RHC together with its wholly owned subsidiary, Royal Helium Exploration Limited ("Royal Helium").

### **Highlights**

During the period ended June 30, 2022:

- Applied for two additional drilling permits at Climax.
- Applied for drilling permits at Val Marie
- Completed 2D seismic program at Val Marie
- Commenced 3D seismic program at Climax

Subsequent to the period ended June 30, 2022:

- Commenced drilling at Val Marie project
- Completed acquisition of 100% of Imperial Helium Corp. (see subsequent events)
- Completed 3D seismic program at Climax

## **Helium Prospects**

### **Helium Market**

The global helium market continues to be under significant supply pressures, as demand continues to outstrip supply. Globally, additional uncertainty has hit the helium market tied directly to Russian actions in the Ukraine. With Russia being one to the top three helium producers in the world, sanctions put in place over Russian exports has severely compounded the ongoing global helium shortage. In North America, there has been no significant new source of supply impacting the market in several years. Royal Helium is well poised to be one of the much-needed new suppliers in the short term, aiding to fulfill a supply void felt from the removal of the United States Strategic Helium reserve in 2018. The ongoing mismatch of supply and demand has caused dramatic price movement since 2018, with prices rising by over 100% for this vital and irreplaceable inert gas. In addition, global sanctions on Russia have reduced the global helium supply and thus increased the price further.

Helium is valuable due to its completely inert nature. It is the only element on the periodic table that will not bind or react with any other element. Its properties also allow it to have the lowest boiling point on any element, and it can remain as a liquid until near absolute zero. These properties allow helium to act as the most effective super coolant on the market as well as a superconductor and purification gas that has no rivals. Helium acts as a cooling medium for superconducting magnets in MRI scanners, NMR spectrometers and other areas of scientific research. Helium has also been used to keep satellite instruments cool and is essential for space travel and rocketry. Helium is an essential in the manufacturing of many of the high-tech electronics and supporting network infrastructure that society uses every day, as well as being on the leading edge of new developments, both high-tech and scientific. Helium is often used to provide lift for weather balloons and airships because of its low density. Due to its unreactive nature, helium is used to provide an inert protective atmosphere essential for making fiber optics and semiconductors and for arc - welding various metal. Helium has applications in leak detection in multiple media, including HVAC systems and gas pipelines. Some gaseous helium mixtures are used to treat respiratory ailments in healthcare applications, and helium is also used in various laser applications.

### **Off-Balance-Sheet Arrangements**

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

### **Proposed Transactions/ Subsequent Events**

On May 2, 2022, the Company announced it entered into an agreement to acquire 100% of the issued and outstanding shares of Imperial Helium Corp ("Imperial"). through a plan of arrangement. Under the terms of the agreement, the Company will issue 0.614 common share for each Imperial common share held. Following the Arrangement, each outstanding warrant to purchase an Imperial Share (the "Imperial Warrants") outstanding shall receive upon the exercise of such Imperial Warrant, in lieu of each Imperial Share to which such holder was theretofore entitled upon such exercise, and for the same aggregate

**ROYAL HELIUM LTD.**  
**Management's Discussion & Analysis**  
**Six Months Ended June 30, 2022**

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consideration payable therefor, the fraction of a Royal Share represented by the Exchange Ratio that the holder would have been entitled to receive as a result of the transactions contemplated by the Arrangement if, immediately prior to the effective time of the Arrangement, such holder had been the registered holder of the number of Imperial Shares to which the holder was theretofore entitled upon the exercise of such Imperial Warrant. Pursuant to the Arrangement, outstanding stock options to acquire Imperial Shares will be exchanged for options to acquire Royal Shares, at numbers and exercise prices adjusted for the Exchange Ratio, and exercisable for a period of 30 days following closing.

The transaction was closed and the exchange issued its final approval on July 22, 2022

### **Environmental Contingency**

The Company's exploration activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and are generally becoming more restrictive. As of the date of this MD&A, the Company believes that there are no significant environmental obligations requiring material capital outlays in the next 12 months.

### **Selected Financial Information**

All amounts rounded to thousands of dollars, except for per share amounts.

	<b>Period Ended June 30, 2022 (\$)</b>	<b>Year Ended December 31, 2021 (\$)</b>	<b>Year Ended December 31, 2020 (\$)</b>
Revenue for the period	-	-	-
Net loss for the period	767	5,126	1,327
Basic and diluted loss per share	0.01	0.04	0.03
Total assets	24,351	29,432	8,477
Total long-term liabilities	180	203	-

## Selected Quarterly Financial Information

Summary quarterly information is presented in the table below. All amounts rounded to thousands of dollars, except for the per share amounts.

Three Months Ended	Total Revenue (\$)	Loss	
		Total (\$)	Basic and diluted Per Share (\$)
June 30, 2022		(504)	(0.00)
March 31, 2022	-	(263)	(0.00)
December 31, 2021	-	(475)	(0.00)
September 30, 2021	-	(1,870)	(0.03)
June 30, 2021	-	(376)	(0.00)
March 31, 2021	-	(2,403)	(0.03)
December 31, 2020	-	(288)	(0.01)
September 30, 2020	-	(890)	(0.02)

## Results of Operations

### Six months ended June 30, 2022 and 2021

RHL's net loss totaled \$767,441 for the six months ended June 30, 2022, with basic and diluted loss per share of \$0.01 compared to a net loss of \$2,780,352 with basic and diluted loss per share of \$0.03 for the six months ended June 30, 2021. The decrease of \$2,012,911 in net loss was principally because:

- For the six months ended June 30, 2022, Share-based compensation decreased to \$nil from \$2,078,400 in the six months ended June 30, 2021. The decrease relates to timing of when the Company issues stock options and other share based compensation. No share based compensation was issued in the current period.
- In addition, there was a \$71,089 increase in general office and other slightly offset by a \$62,130 decrease in investor relations and marketing. The increase relates to ancillary costs associated with the Imperial Helium transaction.

### Three months ended June 30, 2021 and 2020

RHL's net loss totaled \$504,523 for the three months ended June 30, 2022, with basic and diluted loss per share of \$0.00 compared to \$376,885 with basic and diluted loss per share of \$0.00 for the three months ended June 30, 2021. The increase of \$127,638 in net loss was principally because:

- In addition, there was a \$23,291 increase in general office and a \$46,528 increase in investor relations and marketing. The increase relates to ancillary costs associated with the Imperial Helium transaction.

## **Liquidity and Financial Position**

At June 30, 2022, RHL had \$2,789,686 in cash and cash equivalents (December 31, 2021 - \$10,413,553) and working capital of \$2,992,146 (December 31, 2021 – working capital of \$6,406,860).

Cash used in operating activities was \$453,832 for the period ended June 30, 2022 compared to cash used of \$907,254 in the period ended June 30, 2021.

Cash used by investing activities was \$7,196,204 for the period ended June 30, 2022 compared to \$6,865,385 provided for the period ended June 30, 2021. The increase in net cash used is the result of the Company continuing drilling and testing activities and seismic programs in the first half of 2022.

Cash provided by financing activities was \$26,169 for the period ended June 30, 2022 compared to \$17,854,732 for the period ended June 30, 2021. The decrease in net cash provided from financing activities is the result of the bought deal financing completed in 2021 and no financing completed in 2022.

## **Financial risk management**

### **Financial risks factors**

The Company's activities expose it to a variety of financial risks: market risk (including currency risk), credit risk and liquidity risk. Risk management is carried out by management under policies approved by the Board of Directors. The Company's overall risk management program seeks to minimize potential adverse effects on the Company's financial performance.

(a) Market risk

*Foreign exchange risk*

Foreign exchange risk arises when assets or liabilities are denominated in a currency that is not the entity's functional currency. The Company does not hedge foreign currency exposures. All of the operating assets were located in Canada and majority of the Company's liabilities were also settled in Canada, therefore the Company does not have any significant foreign currency risk.

(b) Credit risk

The maximum exposure to credit risk for deposits approximates the amount recognized as cash, amounts receivable, and environmental deposit in the consolidated statements of financial position. Bank deposits are held with reputable Banks, therefore credit risk is low. The Company does not hold any collateral as security. Accounts receivable are all considered current and primarily relate to GST.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's financial liabilities comprise accounts payable and accrued liabilities which are due within 30 days.

The Company mitigates liquidity risk by planning its project expenditures in advance of undertaking significant commitments. The Company anticipates that it will continue to have adequate liquidity to fund its financial liabilities through its future cash flows.

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2022, the Company had a cash balance of \$2,789,686 (December 31, 2021 - \$10,413,553) to settle current liabilities of \$295,769 (December 31, 2021 - \$4,611,914).

(d) Commodity price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as it relates to helium to determine the appropriate course of action to be taken by the Company.

## **Capital management**

The Company defines the capital that it manages as its working capital. The Company's objectives when managing capital are to manage its business in an effective manner with the goal of increasing the value of its assets. The Company regularly monitors its available capital and, as necessary, adjusts to changing economic circumstances and the risk characteristics of the underlying assets. In order to maintain or adjust capital requirements, the Company may consider the issuance of new shares, the entry into joint venture arrangements or farm-out agreements, or engage in debt financing.

There were no changes in the Company's approach to capital management during the period ended June 30, 2022 and 2021.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSX-V which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of June 30, 2022, the Company believes it was in compliance with Policy 2.5. The Company is currently seeking financing alternatives.

## Related Party Transactions

The following table summarizes transactions with key management personnel:

<b>Three months ended March 31,</b>	<b>2022 (\$)</b>	<b>2021 (\$)</b>
Consulting fees – Andrew Davidson	60,000	35,000
Consulting fees – Tom MacNeill	-	30,000
Consulting fees – Jeff Sheppard	60,000	35,000
Consulting fees - Steve Halabura	30,000	30,000
<b>Total</b>	<b>150,000</b>	<b>130,000</b>

## Compensation of key management personnel of the Company

The remuneration of directors and other members of key management personnel during the periods presented were as follows:

<b>Six months ended June 30,</b>	<b>2022 (\$)</b>	<b>2021 (\$)</b>
Short-term benefits	150,000	130,000
Share-based payments	-	1,515,500
<b>Total</b>	<b>150,000</b>	<b>1,645,500</b>

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

As at June 30, 2022, the Company had \$5,250 (December 31, 2021 – \$5,250), included in accounts payable and accrued liabilities, owing to its key management personnel. Such amounts are unsecured, non-interest bearing, with no fixed terms of repayment.

The Company has an agreement for office space and related services for a monthly fixed fee of \$4,000 (2021 - \$2,000), with another company that has common management and directors. The Company incurred \$24,000 in 2022 (2021 – \$12,000) in respect of this agreement and had \$nil (2021 – \$nil), included in accounts payable and accrued liabilities as at June 30, 2022.

## Share Capital

As of the date of this MD&A, the Company had 206,608,943 issued and outstanding common shares.

As of the date of this MD&A, the Company had 14,335,900 stock options as follows:

Expiry Date	Exercise Price (CDN)	Total Options	Vested Options
August 21, 2022	\$0.33	552,600	552,600 <sup>a</sup>
August 21, 2022	\$0.41	3,653,300	3,653,300 <sup>a</sup>
July 17, 2025	\$0.23	2,680,000	2,680,000
January 10, 2026	\$0.44	4,600,000	4,600,000
July 2, 2026	\$0.60	2,850,000	2,850,000

<sup>a</sup> replacement options related to the Imperial Helium Ltd transaction

As of the date of this MD&A, the Company had 45,783,412 warrants as follows:

Expiry Date	Exercise Price (CDN)	Total Warrants
December 22, 2022	\$0.35	10,769,511
January 18, 2023	\$0.25	307,000 <sup>b</sup>
March 15, 2023	\$0.25	239,460 <sup>b</sup>
May 18, 2023	\$0.38	17,210,257 <sup>b</sup>
June 8, 2023	\$0.75	17,250,000
June 16, 2023	\$0.38	4,605 <sup>b</sup>
August 7, 2023	\$0.38	1,888 <sup>b</sup>
November 8, 2023	\$0.38	691 <sup>b</sup>

<sup>b</sup> replacement warrants related to the Imperial Helium Ltd transaction

As of the date of this MD&A, the Company had 5,821,474 broker warrants as follows:

Expiry Date	Exercise Price (CDN)	Total Warrants
December 22, 2022	\$0.22	1,653,750
May 17, 2023	\$0.41	1,752,724 <sup>c</sup>
June 8, 2023	\$0.50	2,415,000

<sup>c</sup> replacement broker warrants related to the Imperial Helium Ltd transaction

**Additional Disclosure for Venture Issuers Without Significant Revenue**

	Three months ended June 30		Six months ended June 30	
	2022	2021	2022	2021
Audit and accounting	\$ 66,039	\$ 11,220	\$ 78,039	\$ 21,420
General office and other	173,460	150,169	310,144	239,055
Investor relations and marketing	259,208	212,680	370,779	432,909
Legal and professional	5,816	6,991	8,479	12,743
Share-based compensation	-	-	-	2,078,400
	<b>\$ 504,523</b>	<b>\$ 381,060</b>	<b>\$ 767,441</b>	<b>\$ 2,784,527</b>

**Exploration and Evaluation**

	Balance as at January 1, 2021	Acquisition / Renewals	Consultants	Drilling	Geophysics	Other Exploration	Balance as at December 31, 2021
Bengough/ Ogema	\$ 1,821,854	\$ -	\$ 50,750	\$ 3,811,177	\$ 646,621	\$ 80,620	\$ 6,411,022
Cadillac	66,931	-	1,000	-	-	10,000	77,931
Climax	517,393	152,401	140,411	10,560,916	41,590	201,427	11,614,138
Coronach	5,000	-	-	-	-	20,000	25,000
Creelman	5,000	-	-	-	-	20,000	25,000
Francis	-	-	-	-	-	2,446	2,446
Midale	5,000	-	-	-	-	15,135	20,135
Val Marie	93,405	-	1,000	-	-	15,000	109,405
Weyburn	5,000	-	1,000	-	118,860	3,026	127,886
	<b>\$ 2,519,583</b>	<b>\$ 152,401</b>	<b>\$ 194,161</b>	<b>\$ 14,372,093</b>	<b>\$ 807,071</b>	<b>\$ 367,654</b>	<b>\$ 18,412,963</b>

**ROYAL HELIUM LTD.**  
**Management's Discussion & Analysis**  
**Six Months Ended June 30, 2022**

	Balance as at						Balance as at
	January 1, 2022	Acquisition / Renewals	Consultants	Drilling	Geophysics	Other Exploration	June 30, 2022
Bengough/ Ogema	\$ 6,411,022	\$ -	\$ 12,343	\$ 558,199	\$ 4,636	\$ (11,254)	\$ 6,974,946
Cadillac	77,931	-	-	-	-	3,151	81,082
Climax	11,614,138	-	106,742	371,175	929,140	49,935	13,071,130
Coronach	25,000	-	-	-	-	952	25,952
Creelman	25,000	-	-	-	-	-	25,000
Francis	2,446	-	-	-	-	23,491	25,937
Midale	20,135	-	-	-	-	10,664	30,799
Val Marie	109,405	-	61,177	36,723	360,260	1,334	568,899
Weyburn	127,886	-	-	-	-	30,262	158,148
	\$ 18,412,963	\$ -	\$ 180,262	\$ 966,097	\$ 1,294,036	\$ 108,535	\$ 20,961,893

Included in other exploration costs for the Climax project is a reduction of \$14,919 (December 31, 2021 - \$125,469) and for the Ogema project is a reduction of \$11,879 (December 31, 2021 - \$77,864) which is related to the estimated decommissioning liability (note 7).

The Company holds helium exploration permits and helium leases over land in Saskatchewan. The Company has annual lease expenditure commitments of approximately \$50,000 and annual permit expenditure commitments as follows: 2022 - \$236,668, 2023 - \$290,827, 2024 - \$381,279 and 2025 - \$417,092.

### Decommissioning liabilities

	June 30, 2022	December 31, 2021
Balance, beginning of period	\$ 203,333	\$ -
Additions	-	203,333
Change in inflation and discount rate	(26,798)	-
Accretion	3,836	-
Balance, end of period	\$ 180,371	\$ 203,333

The total of the decommissioning liabilities are estimated based on the Company's net ownership interest in all the wells, the estimated costs to reclaim and abandon the wells and facilities and the estimated timing of the costs to be incurred in future periods. Management of the Company has estimated that based on their net ownership interest, the total undiscounted cash flows required to settle the obligations will be \$204,600. The obligations have been discounted using a risk free rate of 3.14% (December 31, 2021 - 1.68% and an inflation rate of 1.78% (December 31, 2021 - 1.82%) per year. Most of these obligations are not expected to be paid until approximately 10 years in the future and will be funded from general Company resources at that time.

## **Disclosure of Internal Controls**

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## **Risk Factors**

### **Helium development**

No reserves have been assigned in connection with RHC's property interests to date, given their early stage of development. The future value of RHC is therefore dependent on the success or otherwise of RHC's activities, which are principally directed toward the further exploration, appraisal and development of its assets in Saskatchewan, and potential acquisition of additional property interests in the future. Exploration, appraisal and development of helium reserves are speculative and involve a significant degree of risk. There is no guarantee that exploration or appraisal of the property interests of RHC will lead to a commercial discovery or, if there is a commercial discovery, that RHC will be able to realize the value of such reserves as intended. Few properties that are explored are ultimately developed into new reserves. If at any stage

RHC is precluded from pursuing its exploration or development programs, or such programs are otherwise not continued, RHC's business, financial condition and / or results of operations and, accordingly, the trading price of RHC shares, is likely to be materially adversely affected. Helium exploration involves a high degree of risk and there is no assurance that expenditures made for future exploration or development activities by RHC will result in discoveries reserves that are commercially or economically viable.

#### **No history of production**

RHC's properties are exploration stage only. RHC has never had any material interest in helium producing properties. There is no assurance that commercial quantities of helium will be discovered at any of the properties of RHC or any future properties, nor is there any assurance that the exploration or development programs of RHC thereon will yield any positive results. Even if commercial quantities of helium are discovered, there can be no assurance that any property of RHC will ever be brought to a stage where helium can profitably be produced thereon. Factors which may limit the ability of RHC to produce helium from its properties include, but are not limited to, commodity prices, availability of additional capital and financing and the nature of any helium deposits.

#### **Environmental regulation and risks**

All phases of RHC's operations are subject to environmental regulation. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect RHC's operations. Environmental hazards may exist on the properties in which RHC holds interests that are unknown to RHC at present and which have been caused by previous or existing owners or operators of the properties.

Government approvals, approval of aboriginal people and permits are currently and may in the future be required in connection with RHC's direct and indirect operations. To the extent such approvals are required and not obtained, RHC may be curtailed or prohibited from continuing its helium exploration operations or from proceeding with planned exploration or development of its properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of natural resource properties may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of helium companies, or more stringent implementation thereof, could have a material adverse impact on RHC and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

#### **Requirement for permits and licenses**

The operations of RHC require it to obtain licenses for operating, permits, and in some cases, renewals of existing licenses and permits from authorities in Saskatchewan. RHC believes that it currently holds or has applied for all necessary licenses and permits to carry on the activities it is currently conducting under applicable laws and regulations in respect of its properties, and also believes that it is complying in all material respects with the terms of such licenses and permits. However, the ability of RHC to obtain, sustain or renew any such licenses and permits on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable authorities or other governmental agencies.

#### **Insurance and uninsured risks**

RHC's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, mechanical failures, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to helium properties and / or production facilities, personal injury or death, environmental damage to the properties of RHC, or the properties of others, delays in exploration, development and production activities, monetary losses and possible legal liability.

Although RHC maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with helium operations. RHC may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration, development and production activities is not generally available to RHC or to other companies in the helium industry on acceptable terms. RHC might also become subject to liability for pollution or other hazards that may not be insured against or which RHC may elect not to insure against because of premium costs or other reasons. Losses from these events may cause RHC to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

#### **Management**

The success of the Company is currently largely dependent on the performance of its directors and officers. There is no assurance that the Company can maintain the services of its directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and its prospects.

### **Price volatility of publicly traded securities**

In recent years, the securities markets throughout the world, including in the United States and Canada, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the common shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

The value of securities qualified hereunder will be affected by market volatility. An active public market for the common shares might not be sustained. If an active public market for the common shares is not sustained, the liquidity of a shareholder's investment may be limited and the share price may decline.

### **Conflicts of interest**

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of applicable corporate law.

### **Additional Information:**

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Andrew Davidson, President and CEO