

ASX Release

16 April 2024

SPP Booklet Dispatch

Noble Helium Limited (ASX:NHE) ("Noble Helium" or "the Company") is pleased to provide an update in relation to the Share Purchase Plan ("SPP") announced on 11 April 2024.

The Company confirms that the SPP Booklet and personalised application forms have today been dispatched to eligible shareholders, being shareholders with a registered address in Australia or New Zealand on Noble Helium's register as at 5:00pm (AEST) on 10 April 2024. A copy of the SPP Booklet has been attached to this release.

The SPP offer opens today, 16 April 2024, and is expected to close on 3 May 2024, unless extended or closed earlier at the discretion of the Company.

As previously announced, Vested Equities will be contacting Noble shareholders on behalf of the Company in relation to the SPP. For any queries regarding the SPP, please contact Mr Harley McKinnirey, Head of Investor Relations at Vested Equities on 07 5555 5015.

If Shareholders are not currently receiving notifications regarding the Company by email, they can update their details by contacting the Company's share registry, Automic, as follows:

Ph: 1300 288 664 (within Australia)

+61 2 9698 5414 (outside Australia)

Website: <https://www.automicgroup.com.au>

End

This announcement has been authorised for release on the ASX by Noble Helium's Board of Directors.

For further information:

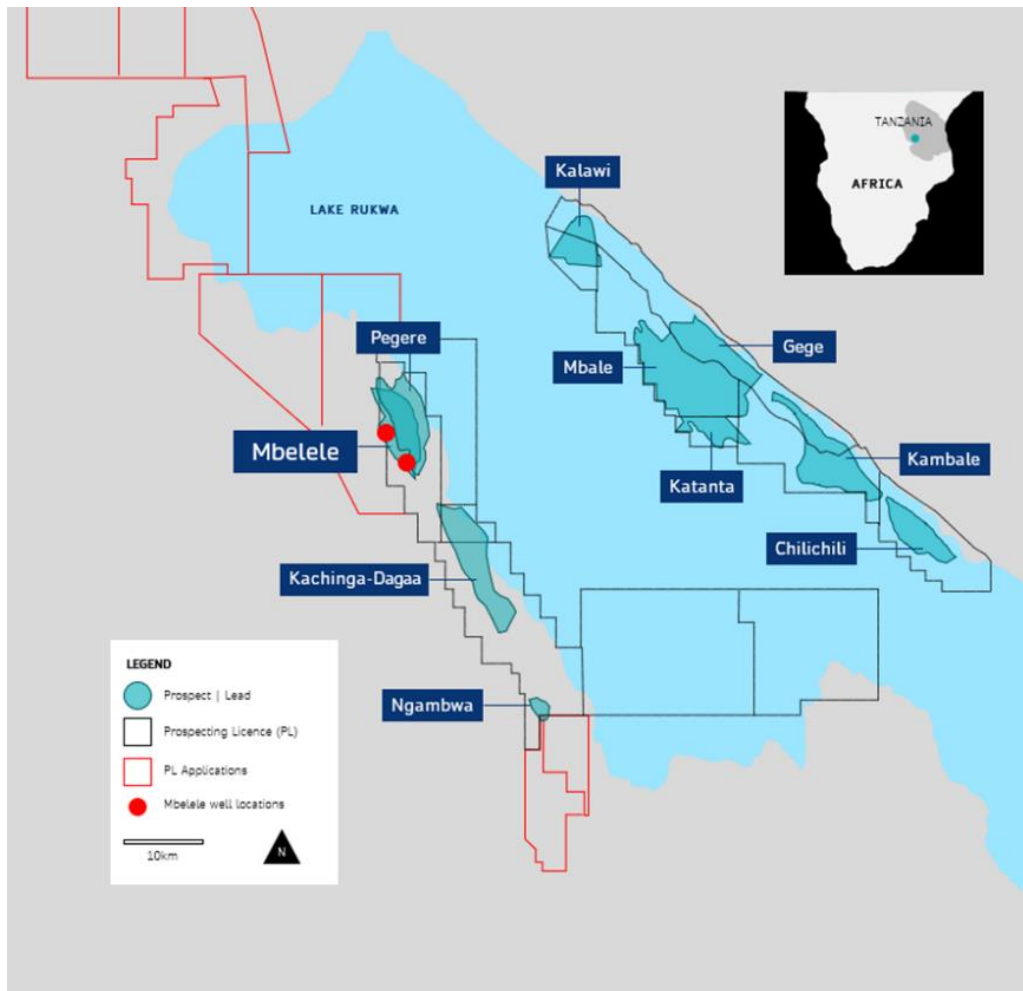
Shaun Scott
Managing Director and CEO
Noble Helium Limited
shaun@noblehelium.com.au

Gareth Quinn
Managing Director
Republic PR
gareth@republicpr.com.au
+61 407 711 108

Green helium for a high-tech world.

Noble Helium is answering the world's growing need for a primary, ideally carbon-free, and geo-politically independent source of helium. Located along Tanzania's East African Rift System, the Company's four projects are being advanced according to the highest ESG benchmarks to serve the increasing supply chain fragility and supply-demand imbalance for this scarce, tech-critical and high-value industrial gas.

Priced at up to 50 times the price of LNG in liquid form, helium is now essential to many modern applications as an irreplaceable element in vital hi-tech products such as computer and smartphone components, MRI systems, medical treatments, superconducting magnets, fibre optic cables, microscopes, particle accelerators, and space rocket launches – NASA is a major consumer. Rising demand and constrained supply are fuelling growth prospects within the global marketplace, particularly for cleaner “green helium” sourced from non-carbon environments. At present, more than 95% of the world's helium is produced as a by-product of the processing of hydrocarbon-bearing gas.





Noble Helium Limited
(ACN 603 664 268)

SHARE PURCHASE PLAN

TO RAISE UP TO \$3,500,000

CLOSING DATE: 5.00pm AEST on 3 May 2024

This document is important and requires your immediate attention. Carefully read this document in full and consult your stockbroker, accountant, licensed financial advisor or other professional adviser if you are in any doubt as to what to do.

This document is not a Prospectus. It does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed decision regarding, or about the rights attaching to, the Shares offered in this document.

This document does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder.

This document provides details of the Noble Helium Limited Share Purchase Plan (**Plan**) and explains how Eligible Shareholders can participate.

Each Eligible Shareholder has the opportunity to participate in the Plan by applying for up to \$30,000 worth of new fully paid ordinary shares in the capital of Noble Helium Limited without incurring brokerage or other transaction costs.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

16 April 2024

Dear Shareholder,

Invitation to Participate in Noble Helium Limited Share Purchase Plan

On 11 April 2024, the Company announced its intention to offer Eligible Shareholders (defined below) the chance to participate in a Share Purchase Plan (**Plan**) to subscribe for fully paid ordinary shares in the capital of the Company (**Shares**). Eligible Shareholders who receive Shares under the Plan will also be entitled to receive one (1) free-attaching option (exercisable at \$0.20 and expiring 30 January 2026) for every three (3) Shares issued under the Plan (**SPP Options**).

The offer of the SPP Options to Eligible Shareholders will be made separately, after close of the Plan, following lodgement of a prospectus by the Company (**Prospectus**).

The Company's Board of Directors are now pleased to make that offer to Eligible Shareholders on the Terms and Conditions enclosed with this letter.

Shareholders eligible to participate in the Plan

The right to participate in the Plan is optional and is only available to shareholders who are registered as holders of Shares at 5.00pm (AEST) on the Record Date of 10 April 2024 and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Share Purchase Plan

The Plan entitles Eligible Shareholders in the Company, irrespective of the size of their shareholding, to purchase up to \$30,000 worth of Shares at \$0.09 per Share (**Issue Price**), free of brokerage and commission (**Offer**).

The Offer is not underwritten.

Details of the Offer are set out in this letter and the enclosed Terms and Conditions. An application form for the Offer (**Application Form**) will be posted to Shareholders or can be accessed via the Shareholder's investor portal: <https://investor.automic.com.au/#/home>.

Indicative Timetable

Event	Date
Record Date of SPP	5:00pm (AEST) 10 April 2024
Announcement of SPP	11 April 2024
SPP Cleansing Notice lodged with ASX	11 April 2024
Dispatch of SPP Booklet to Eligible Shareholders for SPP Shares	16 April 2024
Opening Date of SPP	16 April 2024
Closing Date of SPP	3 May 2024
Announcement of results of SPP	7 May 2024
Issue of SPP Shares under the SPP	7 May 2024
Lodgement of Prospectus with ASIC and ASX for Placement Options and SPP Options	8 May 2024
Issue of SPP Options	8 May 2024

**The above dates are indicative only and are subject to change at the Company's discretion without notice. Accordingly, the Company encourages Shareholders to make payment in respect of their entitlement as soon as practicable.*

Purpose of the Plan

It is intended that the funds raised under the Plan will be used to:

- Mature identified deeper targets in North Rukwa to drill ready.
- Exploration activities at the company's North Nyasa, Eyasi and Manyara licence areas in Tanzania.
- Continue to investigate potential business development and new venture opportunities.
- General Working Capital requirements.

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at <https://noblehelium.com.au/>.

How much can you invest?

Under the Plan, Eligible Shareholders may purchase Shares in specific parcels up to a maximum of \$30,000 worth of Shares. Eligible Shareholders may participate by selecting one of the alternative offers set out in the table below.

The maximum investment any Eligible Shareholder may apply for must be \$30,000 even if they receive more than one offer (whether in respect of a joint holding or because they have more than one holding under a separate account). Please note, that as set out in section 6 of the Terms and Conditions of the Plan, the Company reserves the right to:

- (a) issue fewer Shares than an Eligible Shareholder applies for under the Offer or none at all and its right to scale back applications in such manner as the Directors see fit at their sole discretion; and

- (b) raise a higher total amount, being an amount over and above \$3,500,000 at the Company's sole discretion depending on the total subscription under the Plan.

Any determination by the Directors in respect of any scaling back or refusal of any application for Shares will be final. If a scale back occurs or the Company refuses an application for Shares, the Company will refund any excess application monies to the relevant Eligible Shareholders in full (without interest).

Subscription and Application Procedure

If you are an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of Shares. Eligible Shareholders can select one of the following alternatives:

Offer	Application Amount	Number of Shares	SPP Options (offered pursuant to the Prospectus)
Offer A	\$30,000	333,333	111,111
Offer B	\$25,000	277,777	92,592
Offer C	\$20,000	222,222	74,074
Offer D	\$15,000	166,666	55,555
Offer E	\$10,000	111,111	37,037
Offer F	\$5,000	55,555	18,518
Offer G	\$2,500	27,777	9,259

No fractions of Shares will be issued. Fractional Shares will be rounded down to the nearest whole number.

All application monies must be paid in Australian dollars. Any application monies received for more than an Applicant's final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded.

No brokerage, stamp duty or other costs are payable by applicants in respect of an application for Shares under this Offer.

All amounts in this Offer are expressed in Australian dollars. Eligible Shareholders may participate in the Plan and apply for Shares by making payment by BPAY® or Electronic Funds Transfer (**EFT**) in accordance with the instructions and detailed provided in their personalised Application Form. The Application Form does not need to be returned if paying via BPAY® or EFT.

To download your personalised Application Form, Eligible Shareholders can use the following link <https://investor.automic.com.au/#/home>. This is the fastest and easiest way to apply.

You should note that the Company may elect to close the Offer at any time, or extend the Closing Date. Accordingly, the Company encourages Shareholders to make payment in respect of their entitlement as soon as practicable.

Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Application Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY® you do not need to submit the Application Form but are taken to have made the declarations on that Application Form.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00pm (AEST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

Payment by Electronic Funds Transfer (EFT)

Alternatively, you can make your payment via EFT using the details set out in the Application Form. Multiple acceptances must be paid separately. You must use the unique reference numbers shown in your Application Form which is required to identify your holding. Please note that should you choose to pay by EFT you do not need to submit the Application Form but are taken to have made the declarations on that Application Form.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via EFT. It is your responsibility to check that the amount you wish to pay via EFT does not exceed your limit. Shareholders are responsible for making sure that any EFT payments are made in time to become cleared funds in the account before 5:00pm (AEST) on the Closing Date.

Applications (together with payment) must be received on or before the **Closing Date of 5.00pm (AEST) on 3 May 2024** (unless extended). Once an application has been made, it cannot be revoked.

Please refer to the Terms and Conditions of the Plan for details of the certification you will be deemed to provide when you participate in the Offer by returning an Application Form or by paying by BPAY.

Purchase Price and acceptance of risk factors

The purchase price of Shares under the Offer will be \$0.09. On the trading day immediately prior to the announcement date of the Offer (**Announcement Date**), the closing price of the Company traded on the ASX was \$0.097. The Issue Price represents a 7.2% discount to the closing price of the Company Shares immediately prior to the Announcement Date.

The market price of the Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your acceptance of this Offer.

By applying for Shares under the Plan, each Eligible Shareholder acknowledges that Shares are a speculative investment and the price of Shares on the ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer, and that the value of the Shares received under the Plan may rise or fall accordingly.

In accordance with ASX Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the volume weighted average price for the five (5) days in which trading in Shares occurred before the Announcement Date.

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Plan having regard to your investment objectives, financial situation or particular needs. The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to accepting this Offer.

Shareholder Approval

The Offer is limited to 30% of the Company's ordinary shares on issue as at the date of this document and the Company will issue the Shares pursuant to ASX Listing Rule 7.2 Exception 5. Accordingly, Shareholder approval is not required for the issue of the Shares under the Offer.

Shortfall Placement

If less than the total amount of Shares under the Offer (being less than \$3,500,000 worth of Shares) are applied for pursuant to the Offer, subject to obtaining any necessary shareholder or regulatory approvals (if any), any shortfall Shares may be placed by the Company at the Director's discretion.

The placement of any shortfall is subject to the Company having the capacity to do so under ASX Listing Rules 7.1 at the date of such placement. Where the shortfall exceeds the Company's available placement capacity, the Shortfall will only be placed if shareholder approval is obtained.

Additional Information and Important Dates

The Offer cannot be transferred (it is non-renounceable) and the Board reserves the right to reject any application. Shares allotted under the Plan will be issued as soon as practicable after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

In the event of an oversubscription by the Closing Date, the Directors may, in their absolute discretion, scale-back all applications on any basis they deem fit and/or determine to raise an amount higher than \$3,500,000. The Directors may also elect to accept less than the maximum number of Shares that may be issued under the Offer.

As set out in section 6 of the Terms and Conditions of the Plan, if the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

The offer of Shares under the Plan is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument)* and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth).

New Zealand offer restrictions

The Shares under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance with New Zealand law.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under New Zealand law. This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Yours faithfully

Shaun Scott

Managing Director and CEO

Noble Helium Limited

**Noble Helium Limited
(ACN 603 664 268)**

Share Purchase Plan – Terms and Conditions

1. Purpose

The purpose of the Noble Helium Share Purchase Plan (**Plan**) is to offer existing shareholders of Noble Helium Limited (ACN 603 664 268) (**Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**Shares**) up to a maximum of \$30,000 (when combined with any Shares issued under any share purchase plan in the 12 months preceding the date of the Plan) at an issue price of \$0.09 per Share (without the need to pay brokerage costs and without the need for the Company to issue a prospectus).

Shareholders who participate in the Plan will also be entitled to free attaching options (exercisable at \$0.20 and expiring 30 January 2026) (**SPP Options**) on the basis of one (1) SPP Option for every three (3) Shares issued under the Plan. The SPP Options will be issued separately, after close of the Plan, following lodgement of a prospectus by the Company (**Prospectus**). Accordingly, the SPP Options are not being issued pursuant to the Plan. The Company will apply for quotation of the SPP Options, subject to meeting the ASX's minimum listing requirements and the issue of the Prospectus in respect of the offer of the SPP Options.

The Terms and Conditions of the Plan have been determined by the Board of Directors of the Company.

2. No Financial Advice

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Plan having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

3. Shareholders eligible to participate

The right to participate in the Plan is optional and is only available to shareholders who are registered as holders of fully paid ordinary shares in the capital of the Company at 5.00pm (AEST) on the Record Date of 10 April 2024 with a registered address in Australia or New Zealand (**Eligible Shareholders**).

Participation in the Plan is optional and is subject to these Terms and Conditions. Offers made under the Plan are non-renounceable (that is, Eligible Shareholders may not transfer their rights to any Shares offered under the Plan).

The maximum amount, which any Eligible Shareholder may subscribe for in any consecutive 12-month period under the Plan, is \$30,000. The Board may determine in its discretion, the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the Offer is available to Eligible Shareholders.

Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that making an application under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

4. Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to the maximum number of new Shares for each beneficiary for whom you act as custodian, provided you annexe to your Application Form a certificate to the Company (**Custodian Certificate**) confirming the following:

- (a) that you held Shares on behalf of:
 - (i) one or more other persons that are not custodians; and/or
 - (ii) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons to which those beneficial interests relate,

(each a **Participating Beneficiary**) at 5.00pm (AEST) on the Record Date of 10 April 2024 who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the Plan on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the number or dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that the application price for Shares applied for under the Plan for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as a Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$30,000;
- (f) that a copy of the written offer document was given to each Participating Beneficiary; and
- (g) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

For the purposes of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, you are a 'custodian' if you are a registered holder that provides custodial or depository services in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme, (as defined in ASIC Class Order [CO 13/763] and [CO 13/762] respectively);
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate from the Company's share registry when making an application on behalf of Participating Beneficiaries.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

5. Price of Shares

The price of Shares to be issued under the Plan is \$0.09 per Share. This price represents a discount of 8.9% of the volume weighted average market price for the Shares over the last five (5) trading days on which sales in the Shares were recorded prior to announcement of the Plan (on 11 April 2024).

In accordance with ASX Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the volume weighted average price for the five (5) days in which trading in Shares occurred before the Announcement Date.

6. Applications, notices and certification

The Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the Plan, and accompanied by the Terms and Conditions of the Plan and an Application Form. Applications will not be accepted after the Closing Date of the Offer. Oversubscriptions to the Offer may be refunded without interest.

Notices and statements made by the Company to participants may be given in any manner prescribed by its Constitution.

As an Eligible Shareholder, you may participate by accepting one of the following designated parcels of Shares as follows:

Offer	Application Amount	Number of Shares	SPP Options (offered pursuant to the Prospectus)
Offer A	\$30,000	333,333	111,111
Offer B	\$25,000	277,777	92,592
Offer C	\$20,000	222,222	74,074
Offer D	\$15,000	166,666	55,555
Offer E	\$10,000	111,111	37,037
Offer F	\$5,000	55,555	18,518
Offer G	\$2,500	27,777	9,259

By making payment via BPAY® or EFT, an applicant:

- (a) acknowledges that the application is irrevocable;
- (b) irrevocably and unconditionally agree to these terms and conditions and the terms of the Application Form;
- (c) acknowledges and warrants they are an Eligible Shareholder; and
- (d) certifies that the aggregate of the application price for the following does not exceed \$30,000:
 - (i) the Shares that are the subject of the application; and
 - (ii) any other Shares applied for by the applicant under the Plan (or any similar arrangement in the 12 months prior to the application), whether:
 - (A) in the applicant's own right; or
 - (B) jointly with one or more persons; or
 - (C) in the applicant's capacity as a beneficiary (as defined below),

but not including in the applicant's capacity as a trustee or nominee where it is expressly noted on the Company's register of members that the shareholding is held on account of another person.

If two (2) or more persons are recorded in the register of members as jointly holding the Shares to which an applicant's application relates, they are taken to be a single registered holder and these statements are taken to be given by all of them.

If a trustee or nominee is expressly noted on the Company's register of members as holding the shares to which an application relates on account of another person (the "**beneficiary**"), these statements and confirmations are taken to be given by the beneficiary in respect of him/her/itself (and not the trustee or nominee).

The Company is targeting to raise \$3,500,000 under the Plan. The Company reserves its right, in its absolute discretion, to:

- (a) issue fewer Shares than an Eligible Shareholder applies for under the Offer or none at all and its right to scale back applications in such manner as the Directors see fit at their sole discretion; and/or
- (b) raise a higher total amount, being an amount over and above \$3,500,000, at the Company's sole discretion depending on the total subscription under the Plan subject to regulatory restrictions.

Any determination by the Directors in respect of any scaling back or refusal of any application for Shares will be final subject to regulatory restrictions. If a scale back occurs or the Company refuses an application for Shares, the Company will refund any excess Application Monies to the relevant Eligible Shareholders in full (without interest).

7. Placement of Shortfall

Any Shares offered under the Plan that are not taken up by Eligible Shareholders will make up a shortfall which may be placed by the Company subject to regulatory requirements. Subject to any regulatory requirements and approval necessary (if any), any shortfall Shares will be placed at the Director's discretion.

The placement of any shortfall is subject to the Company having the capacity to do so under ASX Listing Rules 7.1 at the date of such placement. Where the shortfall exceeds the Company's available placement capacity, the Shortfall will only be placed if shareholder approval is obtained.

8. Issue of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the Closing Date. Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Holding statements or CHESS notification will be issued in respect of all Shares issued under the Plan. The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the Official List of ASX.

9. Modification and termination of the Plan

The Company may modify or terminate the Plan at any time. The Company will notify the ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any Eligible Shareholder fewer Shares than the Eligible Shareholder applied for under the Plan if the issue of the Shares applied for would contravene any applicable law or the Listing Rules of the ASX.

10. Dispute resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Shares. The Company's decision in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The Company's powers under these Terms and Conditions may be exercised by the Directors of the Company or any delegate of the directors of the Company.

11. Queries

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser in the first instance, or the Company.

End

SRN/HIN:

ASX Code: NHE

Record Date: 5:00pm (AEST), 10 April 2024

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: OFFER CLOSSES 5:00PM (AEST) ON 03 MAY 2024 (UNLESS VARIED)

1: SUBSCRIPTION

This Offer entitles each Eligible Shareholder in Noble Helium Limited (ASX: NHE) (NHE or the **Company**) to subscribe through the Company's Share Purchase Plan (**SPP**) for a maximum of \$30,000 worth of fully paid ordinary shares in the Company (**Shares**). The Company announced the SPP to raise up to a total of **\$3,500,000**. The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company's Register as at the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**). The issue price of the New Shares is \$0.09 (**Price**). Eligible Shareholders who receive Shares under the Plan will also be entitled to receive one (1) free-attaching option (exercisable at \$0.20 and expiring 30 January 2026) for every three (3) Shares issued under the Plan (**SPP Options**).

Eligible Shareholders may subscribe for any one of the following parcels (subject to a maximum band or any scale back) described below by paying the applicable Subscription Amount in accordance with the payment instructions in section 2 of this Application Form:

	Application Amount	Number of New Shares	SPP Options (offered pursuant to the prospectus)
Offer A	\$30,000 (maximum)	333,333	111,111
Offer B	\$25,000	277,777	92,592
Offer C	\$20,000	222,222	74,074
Offer D	\$15,000	166,666	55,555
Offer E	\$10,000	111,111	37,037
Offer F	\$5,000	55,555	18,518
Offer G	\$2,500 (minimum)	27,777	9,259

2: PAYMENT - You can pay either by BPAY® or Electronic Funds Transfer "EFT"

Payment under the Share Purchase Plan can only be made by BPAY® or EFT.

Option A – BPAY®



Biller Code:

Ref No:

Contact your financial institution to make your payment from your cheque or savings account.

Note: You do not need to return this form if you have made payment via BPAY® or EFT. Your BPAY® reference number or unique reference number will process your payment for your application for New Shares electronically.

Option B – Electronic Funds Transfer (EFT)

The unique Payment Reference which has been assigned to your Application is:

Funds are to be deposited directly to following bank account:

Account name:

Account BSB:

Account number:

Swift Code:

IMPORTANT: You must quote your unique payment reference as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.

3: Elect to be an e-shareholder

You have received this application form by post as you have NOT provided your email address or elected to receive all communications electronically.

As part of the Company's commitment to improving shareholder value, we encourage you to elect to receive all shareholder communications electronically.

By choosing this option you will:

- Support the company that you hold an ownership in by helping us to reduce the thousands of dollars spent on printing and postage costs each year;
- Receive your investor communications faster and in a more secure way; and
- Help the environment through the need for less paper.

SIMPLY SCAN THE QR CODE TO VISIT
[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)
AND UPDATE YOUR COMMUNICATION PREFERENCE.



INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia and New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant Application Monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest(s)). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

Any application made under the SPP Offer is not guaranteed to result in the Eligible Shareholder receiving any Shares that have been applied for. Applications may be scaled back at the absolute discretion of the Company.

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (AEST) on Friday, 03 May 2024.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

If you make a payment by BPAY® or EFT and the Company receives an amount which is not equal to either \$30,000, \$25,000, \$20,000, \$15,000, \$10,000, \$5,000, or \$2,500 the Company may accept the payment at their discretion. Your payment must be for a minimum of \$2,500.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (AEST) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

3 Elect to be an e-shareholder - receive communications by email

As a valued shareholder in Noble Helium Limited, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

IMPORTANT INFORMATION

- This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
- If you do not wish to purchase Shares under the SPP, there is no need to take action.
- Please ensure you have read and understood the terms and conditions of the SPP in the Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
- The offer for Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
- If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: custodialcertificates@automicgroup.com.au, failure to do so will result in the Application being rejected.
- For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of Shares indicated on this Application Form or BPAY® or EFT; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed A\$30,000.
- The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
- You are not guaranteed to receive any Shares that you have applied for and the Company may, in its absolute and sole discretion:
 - scale back any applications made; and
 - reject your application, without limit.
- By making payment of application monies, you certify that:
 - you wish to apply for Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
 - you received a copy of the Offer Booklet and you have read and understood the terms and conditions of the SPP;
 - you agree to be bound by the Constitution of the Company and the terms and conditions in the Offer Booklet;
 - you agree to accept any lesser number of Shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 7:00pm (AEST).