

PRIVATE PLACEMENT MEMORANDUM

HELIUM4K LLC, As ISSUER

**\$10,400,000 Offering for
75% Divided Working Interests
In Each of Eighty
Forty-Acre Turnkey Drilling Locations
@ \$130,000 Each
Minimum Investment
2 1/2% Interest In One Drilling Unit
\$4,333.00**

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HELIUM4K LLC, as Issuer
of up to 75% Divided Working Interests
In Each of 80,
40-Acre Drilling Units
In Cowley County, Kansas

Helium4K LLC (“Helium4K” or “the Company”) as Issuer is a limited liability company organized under the laws of the State of Kansas on October 26, 2023. The Company plans acquire and fractionalize up to 75% of the Working Interests in and to leasehold rights an area of approximately 4,000 acres (the “Contract Area”), to turnkey drill, test, complete, and equip for production, shallow gas helium wells to a depth of 1,300’ to attempt to produce targeted helium zones across the 4,000 acre contract area located in Cowley County, near Dexter, Kansas.

To assist the Company in financing these activities and its operations, the Company is offering to drill as many as 80 wells, one on each 40-acre drilling unit spacing across the property by selling up to 75% Working Interests in each individual drilling unit to potential investors for a minimum of \$4,333 per 2 ½% interest per initial well on each 40 acre drilling unit location.

The working interests offered here are offered on a per-well basis, first come, first-served, with all of the helium rights in the forty acre unit which defines the well spacing and drilling unit. Individual Working Interests in Individual wells will be assigned according to the proportion of the 75% working interest purchased, with a minimum purchase of 2 ½% of the Working Interests in any one 40 acre drilling unit for \$4,333.

The individually assigned Working Interests in each individual well and its 40 acre drilling unit is non-dilutable personal property which represents active ownership of a portion of the 40 acre drilling unit’s leasehold, granting the holder the right to explore, drill, and produce oil, gas and helium to a depth of 1,500’, receive it’s proportionate share of income from the drilling unit in which it owns the Working Interest, and also obligating them to the proportionate share of all associated costs to produce the well.

The Company has appointed Victory Minerals LLC as the operator of the leases, and will pay Victory Minerals LLC the turnkey price of \$130,000 / well to carry 100% of the working interests on each well through drilling, testing, completion, and equipping to produce (the “point of production”). After a Turnkey contract has carried a well to point of production at the wellhead, each Working Interest holder will be responsible for their proportion of ongoing expenses on the well under the terms of the Victory Minerals LLC Joint Operating Agreement.

Except as stated above, the Company plans to use any proceeds of the Offering as soon as they are received from an investor and is under no obligation to refund the proceeds of this Offering. If the Company is unable to complete the Offering, it may not be able to continue operations unless it can find alternative financing. The Company may not be able to obtain such financing on terms reasonably acceptable to the Company, if at all.

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INVESTMENT IN OIL AND GAS SECURITIES INVOLVES A HIGH DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. SEE “RISK FACTORS” INFRA.

There is no trading market for oil and gas leases and no assurance can be given that a market will ever develop. These securities will not be listed on any securities exchange or over-the-counter market system. The transferability of these units is subject to substantial restrictions including the requirements of

the Joint Operating Agreement (“JOA” or “Operating Agreement”) that must be executed by each purchaser.

THIS OFFERING INVOLVES A HIGH DEGREE OF RISK. This Company is in the development stage, has not yet begun operations, and no assurances can be given that the Company's objectives will be attained. See “**Risk Factors**”.

The date of this Memorandum is June 07, 2025. This Offering will terminate on June 07, 2027, unless terminated or extended by the Company.

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PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATION FROM THE COMPANY, ITS OFFICERS OR EMPLOYEES AS LEGAL OR TAX ADVICE. EACH INVESTOR SHOULD CONSULT HIS OR HER OWN LEGAL COUNSEL, ACCOUNTANT, OR BUSINESS ADVISOR AS TO LEGAL, TAX AND RELATED MATTERS CONCERNING THIS INVESTMENT AND ITS SUITABILITY FOR HIM.

NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY REPRESENTATIONS OR FURNISH ANY INFORMATION WITH RESPECT TO THE SECURITIES OR THE COMPANY, OTHER THAN THE REPRESENTATIONS AND INFORMATION SET FORTH IN THIS MEMORANDUM, AND IN ANY OTHER INFORMATION FURNISHED BY THE COMPANY UPON REQUEST BY PROSPECTIVE INVESTORS, AS DESCRIBED HEREIN.

THE OFFEREE, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES TO RETURN THIS MEMORANDUM AND ALL ACCOMPANYING OR RELATED DOCUMENTS TO THE COMPANY UPON REQUEST IF THE OFFEREE DOES NOT AGREE TO PURCHASE ANY OF THE SECURITIES OFFERED HEREBY.

THIS MEMORANDUM CONSTITUTES AN OFFER ONLY IF A NAME AND MEMORANDUM IDENTIFICATION NUMBER APPEAR IN THE APPROPRIATE SPACES PROVIDED ON THE COVER PAGE AND ONLY TO THE PERSON WHOSE NAME APPEARS THEREON. ANY PERSON ACTING CONTRARY TO THE FOREGOING RESTRICTIONS MAY PLACE HIMSELF AND THE COMPANY IN VIOLATION OF FEDERAL OR STATE SECURITIES LAWS. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

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CONFIDENTIAL INFORMATION

This Private Placement Memorandum dated June 07, 2025 (the “Memorandum”) has been prepared solely in connection with the Offering described herein and is being furnished by Helium4K LLC exclusively for use by potential investors in considering their interest in investing in the Working Interests in the Oil, Gas and Helium Leases here offered. This Memorandum has been prepared to assist interested parties in making their own evaluation of the leases and does not purport to contain all information that a prospective investor may desire. In all cases, interested parties should conduct their own investigation and analysis of the securities, as well as seeking advice from their attorneys and accountants.

By accepting this Memorandum, the recipient agrees to keep confidential the information contained herein or made available in connection with any investigation of the Company. The recipient acknowledges and agrees that: (1) the recipient will not copy, reproduce, divulge or distribute to any third party this Memorandum or the contents hereof in whole or in part; (2) if either the recipient or the Company elects not to consummate the Offering, the recipient will immediately return to the Company the Memorandum, and any other material relating to the Company which the recipient may have received without retaining any copies thereof; and (3) any proposed actions by the recipient which are inconsistent in any manner with the foregoing agreement will require the prior written consent of the Company.

Please direct requests for information relating to this Memorandum or to an investigation of the Company to:

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BUSINESS SUMMARY

Overview

The Company is an independent, development stage exploration and production company which was organized as a Kansas limited liability company on October 6, 2023 to assist in the development of helium rights in Cowley County in between Dexter, Kansas, and Sedan, Kansas (the “Helium4K Prospect”) by drilling wells through four potentially productive helium zones to develop and produce shallow helium reserves on certain real property. Based on newspaper articles and certain geological reports, Carmon Bonanno, the principal of the Company (“Principal”), believes that the same highly productive rocks that have been extensively explored and produced in and around the areas in Dexter, Kansas and Sedan, Kansas are again present in between the two areas, and in a favorable structural and stratigraphic position for trapping large quantities helium gas on the **Helium4K Prospect**.

Agreement

Carmon Bonanno, as Managing Member of Helium4K LLC, negotiated an agreement with Victory Mineral Investments LLC a Kansas limited liability company (“VMI”) owned equally by each of Carmon Bonanno and Christopher Allen Slocum, and MGMT LLC, a Kansas limited liability company owned equally by Christopher Allen Slocum and Natalya Gruzd (MGMT) to issue 75% of the Working Interests to investors in exchange for drilling helium wells under a turnkey agreement with Victory Minerals LLC, a Kansas limited liability company (the “Operator” or “Victory Minerals” interchangeably) owned equally by Carmon Bonanno and Christopher Allen Slocum, and to operate each well, after the term of the turnkey drilling contract, under the terms of a Joint Operating Agreement. Victory Minerals LLC has been a duly licensed operator of oil and gas wells in the state of Kansas since 2002.

Helium4K has the right to sell 75% of the working interests it has acquired from VMI and MGMT in and to as many 40-acre drilling locations as are geologically prospective on the real property located in Cowley County near Dexter, Kansas, which real property (the “Helium4K Property”, or “Contract Area”) and associated rights are described below:

- Net Revenue Interests of the Contract Area is 81.25%
- Working Interests available for up to 75% of the Working Interest in each well turnkey drilled on a 40-acre drilling unit spacing at a minimum of investment of \$4,333.00 for a 2 ½% Working Interest in a single well on a single 40-acre drilling unit.
- Currently 4,000 acres, more or less, drapes shallow zones across a deeper geological structure, indicating the possibility of 80 productive shallow helium gas wells on 40-acre drilling units.
- Helium4K has paid or will pay over unto Victory Minerals LLC (the “Operator”) the funds committed to this memorandum to administer and conduct the turnkey drilling of each well.
- Each turnkey contract with Victory Minerals LLC is for the drilling, geological analysis, testing, and completion of a shallow gas helium well on a 40 acre drilling unit.
- Generally, the investor will acquire no less than 2 ½% working interest in an 81.25% net revenue interest in the oil, gas, and helium produced from each well on each drilling unit in which he has participated by paying his share of the turnkey price of said well and drilling unit, (the “Helium4K Wells”) subject to royalties and overriding royalty interests.

Drilling Wells.

Helium4K has recommended drilling a maximum of 80 new wells to potentially find and produce helium from shallow zones consistent with helium producing zones in nearby properties. **No assurance can be given that the drilling will make these wells productive.**

Profit Distributions

As wells are drilled into helium zones and tested to show flow rates and potential deliverability of helium volumes from well head to market, they are anticipated to increase scientific value across the Helium4K property so that the individuals may exit through the sale of their interests or tag-along on any offer to purchase substantially all of the working interests in the field through a cash or cash and stock or wholly stock transaction, subject to the terms of the Joint Operating Agreement.

The management of Helium4K will utilize its industry contacts and the deliverability analyses to engage a third-party helium purchaser to design and build, modular and expandable helium refining equipment to gather, process, and carry helium from the Helium4K property to market.

No assurance can be given that the Helium4K wells will produce at a rate at all similar to other wells in the area or that these wells will produce helium, or oil or gas of commercially sufficient amounts to make the Company profitable or to permit cash distributions. Cash flow from production will be payable to each Working Interest holder, on a division order, and each will its proportionate costs of operations in conformity with the terms of the Joint Operating Agreement.

Pursuant to the Operating Agreement, each Working Interest owner may exercise their right to earn income from their proportion of production or they are free to sell their interests.

The Company cannot guarantee that it will have sufficient funds to pay Victory Minerals LLC to drill, test, complete or equip all of these wells, that it will be economical to drill all of the wells, or that these wells will ultimately be productive. The success of the Company's drilling program, including the magnitude of any potential reserves, cannot be determined until the wells are completed, connected to a gathering system and produced for a period of time.

Background Information About the Area

Cowley County Kansas is mature in its production of oil and natural gas, and unique in its production of helium. The first modern oil well in America was drilled by Edwin Drake in Titusville, Pennsylvania in 1859, and the first Kansas oil well was drilled in 1860 in Miami County, KS by newspaperman George W. Brown. A well drilled in southeastern Kansas near Neodesha (57 miles east of Dexter) in 1892 led to the construction of Kansas' first refinery.

Some of the early wells encountered natural gas, which drillers considered a nuisance. However, in the 1890s, natural gas became a popular source of cheap energy for brick plants, [zinc](#) smelters, cement plants, and other industries, particularly in the southeastern part of the Kansas. When natural gas production there declined due to depletion, the industries also declined.

Discovery of Helium

In 1903 a jubilant crowd gathered in the small town of Dexter, Kansas. Situated in the vast Great Plains, Dexter was pinning its hopes for economic prosperity on a newly drilled well that had unleashed "a howling gasser." As nine million cubic feet of gas escaped each day before the equipment could be found to cap the well, the drilling company wasted no time in selling stock and planning for additional wells. The citizens of Dexter envisioned new industries such as ore smelters and brick and glass plants coming to their little town. To celebrate their good fortune, the people of Dexter planned a huge celebration, complete with band music, patriotic speeches, and games. The lighting of the escaping gas was planned as the spectacular climax to the day's events. Promotional circulars promised that "a great pillar of flame from the burning well will light the entire countryside for a day and a night."

After an appropriately exhilarating address by the mayor, the excited gathering watched with anticipation as a burning bale of hay was slowly moved into contact with the gusher. Instead of the expected conflagration, however, the flames of the burning bale were quickly extinguished.

Undaunted, the mayor repeated the process several times, but with the same results. Disappointed and puzzled, the crowd slowly dispersed, calling this strange emanation from the well "wind gas." Others said it was a well of "hot air." Understandably, the company "did not wish that it be given great publicity."

Dismay over the gas well's failure spread throughout Dexter, but Erasmus Haworth, the official state geologist, was intrigued by this unusual event. Haworth, a geology faculty member at The University of Kansas in Lawrence, arranged for a large steel cylinder to be filled with the Dexter gas. Upon his return to Lawrence, Haworth discussed the gas with chemistry professor

David F. McFarland, who began a routine analysis of the cylinder's contents. The results readily gave a scientific explanation to the Dexter puzzle. The gas contained only 15% combustible methane, which would not burn in the presence of almost 72% nonflammable nitrogen. Haworth and McFarland reported their results to a Geological Society of America meeting in Philadelphia on Dec. 30, 1904. They revealed that the Dexter gas also contained 12% of an "inert residue" and promised that the investigation of this residue would "be carried out as soon as time would permit."

Although helium was now potentially available in large quantities, it remained a laboratory curiosity for almost 10 years, and the entire American supply rested in three glass tubes, dusty and almost forgotten on the shelf in Bailey Hall at The University of Kansas. When Clifford W. Siebel came to Kansas to work on an advanced degree, Cady suggested that he should re-examine the helium content in natural gas for his thesis research. Siebel approached the problem reluctantly and without enthusiasm. When he read his results before a scientific audience in Kansas City in 1917, he concluded by expressing regret "that the work did not have a practical application." A representative from the U.S. Bureau of Mines "took immediate issue with that remark, and ... read a part of a letter from [Sir] William Ramsay in England in which the suggestion was made that the United States produce enough helium to inflate lighter-than-air craft for the Allies." The nonflammable and unreactive helium was desirable because it had almost the same lifting power as gaseous hydrogen, which is dangerous to handle because it is flammable. Helium is an inert gas that shows no tendency to combine with other elements under any temperatures and pressures that can be produced in the laboratory. It does not combine with oxygen and thus, it cannot explode or burn.

The value of helium for inflating balloons was brought to the attention of the Army and Navy by the Bureau of Mines, and that bureau was commissioned to investigate the practicability of extracting the gas in large quantities and at reasonable cost. The bureau of mines partnered with industry to erect three helium processing plants at Forth Worth, Texas to experiment on the helium bearing gas in the Petrolia field which contains an average of 0.90% helium in its gas stream. Each plant was designed to produce about 7,000 cubic feet of helium per day, or 7MCF from a throughput of about 700MCF of gas. The Linde and Claud systems of gas liquefaction varied slightly and were tested for efficiency and economics. A third system employed the Jeffries-Norton process, which was thought to be more efficient, however the minimum economically viable helium content was set at about 0.5% of the gas stream (one half of one percent). As of 1921, only two areas in the world were known to have greater than 0.5% helium in the natural gas stream, in south-central Kansas / north-central Oklahoma, and in north-central Texas.

Siebel was selling meager quantities of helium for \$2,500 per cubic foot. He quickly calculated that at that rate, the cost of filling a small blimp was more than \$100 million. Ten years later, after the U.S. government established plants at Fort Worth and Amarillo, Texas, the cost had dropped to three cents per cubic foot. Large-scale production of helium came too late to be of much value in World War I, but it did play a major role in World War II, when helium-filled U.S. Navy patrol blimps safely escorted thousands of ships carrying troops and supplies. The blimps used sensitive listening devices that when lowered into the water could detect submarines up to five miles away. At the time, the Allies had a virtual monopoly on helium, because the only known gas wells capable of producing helium in large quantities were in the United States and Canada.

Once helium became readily available in large quantities, other uses quickly followed. Today the U.S. Bureau of Land Management manages helium gas reserves, leasing, and storage.¹ According to the bureau, "helium plays a prominent role in the Government's space, defense, and

¹ The US Government has since worked to release its grasp and turn the helium industry private.

energy programs, such as pressurization of liquid propellants used by the space shuttle, weapons development, and nuclear fusion reactor experiments. Liquid helium uses include cooling infrared detectors, space simulations, materials testing, and biological and superconductivity research. Gaseous helium uses include various lighter-than-air activities, helium-neon lasers, detecting gas leaks, helium-oxygen mixture for deep sea diving, and high-speed welding of special metals." Helium has also been used for producing extremely high velocities in wind tunnels and in hospitals it serves as a cryogenic liquid for magnetic resonance imaging. It is still considered a strategic reserve material.

The Geological Survey was called upon to investigate the helium resources of the country, in order to locate the richest supplies of the gas and to form estimates of the quantity available. Professional Paper 121 of the USGS entitled Helium-Bearing Natural Gas by G. Sherburne Rogers in 1921 is the result of that order. The results of that study are interesting in that it suggests the following:

Origin of Helium

Uranium/Lead Series.

Helium is created from the radioactive decay of uranium into 8 helium atoms and a lead isotope. Uranium's atomic number is 238. When uranium releases alpha radiation, it is in fact, releasing a helium atom. The resulting lead isotope with an atomic weight of 206 and eight helium atoms with a combined atomic weight of 16 equal the original atomic mass of 238. Uranium can be looked at as one lead atom combined with eight helium atoms, or, PbHe_8 . While the half-life of uranium is extremely slow, 5.3 billion years, radium is in the uranium emanation series and has a much shorter half-life.

Radium/Lead Series

Helium is created from the radioactive decay of radium 226 into lead 206 and 5 helium atoms. Radium emanation is a geologically rapid process as radium has a half-life of 1,600 years.

Thorium/Lead Series

Helium is created from the radioactive decay of thorium into 6 helium atoms and a lead isotope. Thorium's atomic number is 232. Through the release of alpha radiation, it emits 6 helium atoms. Thorium is 2 to 3 times more abundant in the earth's crust than uranium.

Helium in Minerals and Rocks

When the relations of helium to the radioelements became known, a great many minerals were tested, the amount of helium and radium and thorium in each being determined quantitatively, so that extensive data on the distribution of helium in minerals are now available. A great majority of minerals tested have proved to contain at least traces of helium, the proportion varying in general with the proportions of the radioelements bound up in the mineral matrix. Some minerals with no radioactive substances, however, have been found to contain helium in considerable quantities as well. The beryls and other glucinum-bearing minerals, for example, are generally very rich in helium and very poor in radioelements. Another group of helium-bearing minerals that are poor in radioactive substances are the potash salts. Silicates and common metallic ore are generally poor in helium content.

Many rare earth minerals are rich in radium. Igneous rocks are distinctly richer in radium than sedimentary rocks, and metamorphic rocks are intermediate between the two. Within the igneous rocks, acidic rocks (10% and greater quartz, 63% or greater silica, lighter in color) are more radium rich than basic, and argillaceous (clay/shale) sediments are richer than sandstones and far richer than limestones in radium.

In this memorandum, half-life is defined as the time it takes for half of a mass of an element to decay into a different element. An emanation series is defined as a series of elements starting

with a base element, and all of the daughter products that are created as that element decays radioactively. Emanation is radioactive decay which includes the giving off of beta particles (helium atoms) which changes one atom into another atom with a lesser atomic mass.

Primordial Helium

Through its spectral signature, helium was first detected on the sun. Likewise, lead is detected on the sun, whereas the radioisotope Uranium is not present ($PbHe_8$). Helium is released from alpha emanation at a velocity of 20,000 miles a second. Conversely, the heat and pressure needed to create the Uranium by combining the lead and helium atoms is present in the earth, however, primordial helium in the earth need not always combine with lead, or any other mineral. It is possible that helium was trapped in the earth during its formation and that it exists in the earth separate from the radio elements, and that such helium escapes from depth to accumulate in traps in the earth's crust. This theory is supported by the lack of evidence of radioisotopes near the known helium fields, and the geothermal gradient that would necessarily follow from the amount of radioisotopes needed to produce the volume of helium deposited does not exist near helium fields. While radioactive emission certainly is a source of helium, it is unlikely the only source of the known helium gas accumulations.

Nitrogen Association with Helium

Though not understood, helium in natural gas is always accompanied by deposits of nitrogen. No helium is found where there is not a nitrogen deposit of 10% or more of the gas stream, however, a nitrogen-rich deposit does not guarantee the presence of helium. It is theorized that the nitrogen may also be primordial.

Stratigraphic Distribution of Helium

Some of the southeast Kansas gases are nearly 2% helium and 85% nitrogen, while the helium in Texas Petrolia Field is 1% helium and 40% nitrogen. In Kansas the helium content of the gas decreases with increasing depth, and the gas from a given formation is richer in helium where the formation occurs closer to the surface than where it lies at considerable depth. The helium rich gas of the Kansas-Oklahoma, and Texas areas is confined to strata of middle to upper Pennsylvanian age while gas of almost 0.5% helium is found in the lower Pennsylvanian. The Mississippian and Permian gases are poor in helium. Gas containing more than 0.5% helium seem to occur only in the strata between the top of the Wabaunsee group and the base of the Kansas City Group, however, gases rich in helium apparently do not occur at depths greater than about 1,600 feet in Kansas or Texas. A small field in Vinton County Ohio has helium at 0.33% of the gas at more than 2,000' in the Silurian, and equally rich gas in the Mississippian at 1,800'. The Cretaceous and Tertiary rocks are usually very poor in helium.

The gas at Otto, Kansas contains about 1% helium at 1,475', but nowhere else in the region is equally rich gas known to occur below 1,200'. Gas carrying more than 1.75% helium has been discovered only in the Augusta, Dexter, and Sedan Fields, and in all of these it occurs at depths of less than 600'. The gases richest in helium are high in nitrogen and being of little value for heating are known as 'wind gas'; and it is generally recognized by oil and gas operators that wind gas occurs characteristically at shallow depth.

In most fields in which there are two or more gas sands the shallowest gas is richest in helium. At Augusta, for example, the 600-foot gas contains 2% helium and the 1,500' gas averages only 0.5%. At Eldorado, the 900' gas averages 1.2%, and the 1,200' gas 1%. At Sedan, the 400' gas averages more than 1.5%, whereas the 700' gas carries only about 1%.

Also, a zone within a field may vary in its helium content as much as 1%.

Chemical Composition of Helium Bearing Natural Gas

“Wet Gas”

Wet gas occurs in the same sand with oil and may carry propane, butane, pentane, and hexane. It's composition is influenced by the decrease in pressure from removal of oil. In the early stages of a field's life the gas may consist chiefly of methane and ethane, but as the pressure decreases in the reservoir, the heavy hydrocarbons, previously dissolved in the oil, are released and the gas may then consist chiefly of propane and butane. Such gasses are valuable on account of their heavier hydrocarbons, which may be extracted and condensed as gasoline, but they occur only in association with oil, and their total volume is small in comparison with that of the high-methane gases that are chiefly used for heating and lighting. Because the composition of wet gas is largely a function of pressure in the reservoir, such gases are not likely to carry helium in proportions large enough to be of value.

“Dry Gas”

Dry gas is not directly associated with petroleum and usually consists chiefly of the light paraffin hydrocarbons, methane with a little ethane. After the paraffin hydrocarbons, the chief constituents of natural gas are nitrogen gas and carbon dioxide gas. Helium, argon, and other inert gases are probably present in minor quantity in most natural gas, but they can be determined only by special methods, and in ordinary analyses they are reported with the nitrogen.

“Nitrogen Type Gas”

Nitrogen type gas belongs to a distinct chemical group that is high in nitrogen. Noteworthy proportions of helium have only been found in gas of the nitrogen type. The percentage of helium seems to depend to an extent on the percentage of nitrogen, though there is no direct proportionality between the two, and the nitrogen-helium ratio varies greatly in different gases. While not all nitrogen gas contains appreciable helium, those nitrogen gases that do share distinct ratios. The average gas containing 10% nitrogen carries about 0.3% helium such that nitrogen determination is useful as a guide to the detection of helium bearing gas. Because nitrogen is the chief factor in lowering the heating value of Mid-Continent gases, the rule that gases low in nitrogen are poor in helium is of great practical aid in locating helium-rich varieties, however, low heating value can be caused by other gases, like carbon-dioxide, and gases low in heating value are not necessarily rich in helium. Of the nitrogen gases that do bear helium, commercial quantities are not found in nitrogen gas of less than 10%, and at 30% - 45% nitrogen, helium has been found to range from 0.40% - 2%.

Southeast Kansas Helium Fields

The helium rich area in Kansas extends from Chase County, Kansas to the North, to Osage County, Oklahoma to the south, and eastward from Western Butler County to Wilson County, Kansas. Select information gathered by the USGS in their 1921 report on Helium Bearing Natural Gas gives characteristics of the helium rich fields in Southeastern Kansas which follows:

Elmdale Field

22 miles due west of Emporia, Kansas, and 80 miles due north from the Helium4K Property, the Elmdale field in Chase County, Kansas marks the northern extent of the helium fields. The 150' zone has 17 pounds pressure and low, long-lived flows at 0.56% helium. The gas from the 150' zone has historically been used directly by the local farms for the heating value of its hydrocabons. The 350' zone showed 0.35% helium and the 580' sand shows 0.50-0.56% helium at 20-30 lbs pressure.

150'	Admire Top	141'	McCallum A 1	15-017-20822	0.56% He
350'	Admire or Indian Cave		O'Niell	Sec1T20SR7E	0.35% He
580'	Severy Sand	572'	C.M. Breese 1	Sec34T19SR7E	0.50% He

El Dorado Field

Cutting the Distance to the Helium4K property from the Elmdale Field in half, the El Dorado Field is about 40 miles north and 15 miles west of the Helium4K property. The main oil zone is in the Mississippian rocks at 2,500' corresponding to the Boone Limestone. Most of these wells have been mudded off, but the gas pressure in the sand penetrated by so many wells is naturally affected, despite precautionary measures. However, the sands are lenticular and due to variation in porosity, neighboring gas wells may have very different capacities. 33 samples from the El Dorado field showed helium content from 0.48% to 1.70% with an average of 1.12%. Sands in the Shawnee, Douglas, and Lansing groups are lenticular and discontinuous.

650'	Lower Wabaunsee	
1,200'	Shawnee, Douglas, Lansing	
1,475'	Shawnee, Douglas, Lansing	T25SR4E&R5E T26SR5E 1.21% He Avg.

Augusta Field

Just 5 miles southwest of the El Dorado Field is the Augusta Field which produces from a distinct northern anticline and a larger southern anticline. A nitrogen and helium rich gas sand is found at 650' in a zone that only produces oil in the El Dorado field. Helium gas is also found at 1,400' and 1,600' in the Augusta Field. The 650' zone contains helium of 2.04% in the highest points of the anticline on the main field coupled with over 87% nitrogen and residue gases.

400'-600'	South Field	Wind Gas	2.13% He
1,200-1,400	North Field		1.09% He
1,200-1,400	South Field		0.43% He

Many wells had been drilled to 2,000-2,400' to penetrate the main oil zones, and shallow gas volumes reported ranged between a few thousand feet and 3.5 MMCF daily, with averages of approximately 400 MCF at between 50-75 psi. While the shallow wind gas was largely ignored in the early days, some in the field undertook to mud off the shallow horizons, however, the variable porosity of the sand itself has prevented very extensive loss of the gas, and new wells reported volumes nearly averaging those of the early wells.

Dexter-Otto Fields

Continuing still further south, ordered from the north and centered on the town of Dexter, Kansas, the Countryman, Dexter, and Otto Fields are five miles directly west of the Helium4K property, all of which were rich in helium, carrying between 0.5 to 1.9%. Helium was first discovered in nature in the town of Dexter at a depth of 325' in 1905. 22 wells and one dry hole were drilled within about a square mile, mostly within the town of Dexter, to encounter a sandstone in the Admire shale with 110 psi and an average open flow of 3 MMCFGD between 1.64-1.83% helium.

Six miles south of Dexter, a small field near the town of Otto found flows of 2 MMCF per day at a depth of about 1,141 in the sands in the lower Shawnee Group, about 150 feet above the Oread limestone with 1.9% and 0.5% helium. Five miles southeast of Otto, open flows of 4.5 MMCF and 5 MMCF bearing 0.94%-1.04% helium was found at about 1,475'

350'	Dexter Field	Admire	1.64%-1.83% He
1,100'	Otto Area	Lower Shawnee	1.9%-0.5% He
1,475'	South of Otto		1.04%-0.94% He

Sedan District

Heading due east from the *Dexter-Otto Fields* in about five or six miles one must pass through the 4,000 acre Helium4K Property and continue about fifteen miles further east, just across the Cowley/Chataqua county border to encounter the old oil-producing region near Sedan, Kansas in Chataqua County. Here many samples that have been collected and analyzed indicating that the

gas in the eastern part of Chataqua County contains less than 0.5% helium, but that practically all the gas occurring in the central part of the county at depths shallower than 1,000' contain between 0.5 and 2% helium. Historically, the gas occurs above the oil horizons and unless there happens to be a local demand for gas as fuel it is generally allowed to go to waste. In fact, as it interferes with drilling, it has largely been regarded by most operators as a nuisance. The 1921 USGS report hypothesizes that the western part of Chataqua County which nearly butts up against the Helium4K project is practically untested, and it is probable that the helium-rich area will extend a considerable distance to the west of Sedan. Helium4K believes that this is a favorable hypothesis because the Helium4K wells are located just west of the Chataqua County line, approximately 15 miles west of the Sedan District, on a structure directly between the helium rich Sedan Fields and the helium rich Dexter fields.

The *Rogers pool* in the Sedan district reports productive gasses at 700-800' in a middle Kansas City zone about 700' below the Oread Limestone (the top zone of the Douglas) that outcrops in the area. In the northern part of the field the producing sand is between 650-750' and there is a gas sand at 350-450 in the Sedan district.

Closest to Sedan the richest gas zone is about 400' and of low heating value, 1.94% helium and 55.7% nitrogen. It is noteworthy that "dry-holes" on structure should be ignored as they were reported dry as to deeper oil or gas zones, not as to shallow gas, or especially shallow 'nuisance' gas with low heating values.

Osage County Oklahoma

Directly south of the helium rich fields of Cowley and Chataqua County, the northernmost portion of Osage County, Oklahoma shares a helium rich legacy, however the further south one goes into Osage County, the poorer the helium content gets, until there is no helium of significance again until one approaches the aforementioned helium plants constructed near Petrolia Field near Wichita Falls, Texas. The *Pearson Field* in northern Oklahoma shares similar zones to the Otto field with helium content between 0.23%-0.71% with an average of 0.50%. The *Meyers Field* is a small anticline with sand zones at 550 and 1,150' that appear similar to the Pearson Field with an average helium content of 0.4%.

North of Sedan, Kansas

To complete the definition of the helium rich area of southeast Kansas, one can follow a path 40 miles directly north of Sedan, Kansas through Longton and Oak Valley, Kansas showing 0.55% and 0.40% in shallow pools in southeast Elk County, Kansas, another 52 miles due north to exhausted fields near Eureka in Greenwood County, Kansas that showed 1.5% helium, and another 10 miles north and 15 miles east to the Virgil field where a small supply showed helium content of 0.65%.

Helium4K Prospect

This Contract Area contains approximately 4,000 acres located in Cowley County in Kansas, directly in between the helium rich Dexter fields and the helium rich Sedan fields, including the Helium4K Property for which the Company plans to issue working interests in exchange for drilling funds.

Geological Maps and Cross Section by local Geologist.

Local geologists have prepared a geological cross-section and structure maps are attached hereto as **Exhibit D** and a structure maps on top of the Mississippian is attached hereto as **Exhibit E**. The cross-section identifies approximately 100 net feet of helium bearing gas zones across the Dexter helium field. This cross-section shows gas zones that produced helium for the Army and Navy's lighter than air warships at Dexter, Kansas during World War II, and may be used as an analog for similar helium bearing zones on the Helium4K Prospect. The geological maps define sub-surface structures across the Helium4K property, over which may shallower geological zones are believed to drape, for favorable structural accumulation of helium gasses.

No assurance can be given that the Helium4K Wells will produce at a rate at all similar to other wells in the area or as described in these exhibits or that these wells will produce oil or gas of commercially sufficient amounts to make the working interests profitable.

Estimated Gross Revenue

Attached as **Exhibit F** to this Memorandum is a summary of the estimated gross revenue to be produced from the Helium4K Wells and Contract Area. The Company cannot guarantee that the Helium4K Wells will be fully or partially productive or that the gross revenue generated by these wells will be similar to those described on **Exhibit F** or that the Helium4K wells will produce any gas or oil to generate profits or cash flow for the working interest holders.

Turnkey Contracts

The Company has entered into a contract with Victory Minerals LLC to secure the Working Interests for Helium4K and conduct all drilling, and completion activities necessary to drill and complete the wells to the point of production without further consideration from the Company. If the cost of lease acquisition, drilling, and completion of any well is than the turnkey price, then Victory Minerals will realize a profit to the extent of such difference. If the cost of this completion is more than the turnkey price, then Victory Minerals LLC will be required to cover such additional costs without further contributions from the Company.

Market Potential

General. Because plans are in an early development stage, success in ultimately marketing any helium cannot be predicted at this time. Factors which may impact the marketing efforts may include level of production and quality of the helium and gaseous products produced. The Principles plans to proceed to market this project in one of two ways, sale of gas reserves in place, or production of the gas products.

Sale of Gas Reserves

It may be possible to perform a marketable reservoir reserve study to value the proven reserves in place as wells are drilled and completed, and offer sell the helium and gas reserves in place for cash, stock, or cash and stock . The company believes it can sell pre-production reserves in place for 10%-15% of the value of the reserves in place. While the company could find suiters for a cash sale through its connections inside companies like Praxair, or the Department of Defense, the company would also approach companies like SpaceX as a primary target for a cash and stock exchange, possibly receiving a premium for the stock portion of the exchange. **Exhibit F** shows possible financial projections for gas reserves, however, there is no guarantee that the assumptions relied on for the projections of reserves in Exhibit F will materialize or hold true as to the reserve studies in the Helium4K property. Furthermore, data from early completions may be insufficient to consummate a favorable transaction. Completion of more wells will provide data which is more comprehensive, risk-adverse, and marketable to a third-party purchaser of reserves in place.

Production of Gas Product.

If the company cannot establish a market to sell reserves in place, or when a refiner designs and builds gathering, processing and refining capacity to place the helium wells into production, then the company may sell gas produced from the fields on the market. The company has a relationship with companies which are willing to design and build helium gathering and refining capacity at no cost to the working interest holders in exchange for negotiated percentage of the revenue stream. No assurance can be given that the Helium4K wells will produce at a rate at all similar to other wells in the area or that their chemical composition will be similar or that its wells will produce as described in these exhibits or that these wells will produce gas of commercially sufficient amounts to make the working interest profitable.

DESCRIPTION OF PROPERTY

Assignment of Oil and Gas Lease

The Company plans assign working interests in and to base leases across the Helium4K property in exchange for their procurement and turnkey drilling by Victory Minerals LLC, in the proportions paid for on each drilling unit by each Working Interest holder. Each assignment is made at an 81.25% net revenue interest in the oil and gas produced from the Helium4K wells on the Helium4K Property.

The net revenue interests are the interest in the oil and gas produced from the Helium4K Wells on the Helium4K Property after taking into account the overriding royalty rights of the landowners, contractors, oil men, the original lessees and their assigns and others, including Carmon Bonanno as a project originator and principle of Victory Mineral Investments LLC and Christopher Allen Slocum as co-

principle to VMI and as Principle of MGMT LLC. Prior to conducting a full title search, the Company has no way of knowing the total amount of all overriding royalty rights.

Generally, the Helium4K Leases which grant the rights in the leases are valid and continue in force as long as oil or gas wells are producing sufficient amounts of oil and/or gas to yield a return in excess of the well's operating costs and oil and gas marketing expenses (often referred to as, "producing in paying quantities"), or as long as wells capable of production are being operated. Generally, during the primary term, if no oil or gas has been produced on the real property subject to each lease or the wells are not producing in paying quantities, the lease will expire, or the lessor may file a request with Kansas courts to have the lease rights terminated. In addition, in certain cases, if someone offers the lesser consideration to obtain an oil and gas lease with a term beginning after the expiration of any of the leases (a "top lease"), the lessor may grant the top lease if the original lessee has been given notice and a chance to pay the same consideration offered for the "top lease".

Under this Memorandum, Helium4K plans to assign properties subject to the Operating Agreement, free and clear of any lien, encumbrance or claim by anyone and with marketable title to the lands which comprise a drilling unit. The Operating Agreement's indemnity shall extend to the Company for any damages if any of the above representations are incorrect. During the time period in which Helium4K LLC or its predecessors in interest holds the leasehold interest prior to assigning it to the investor, an opportunity exists for certain liens or encumbrances to attach to the rights thereunder. Thus, a risk that certain liens or encumbrances incapable of being discovered through searches of state and local filings, including, but not limited to, certain mechanics and statutory liens, may exist and could adversely affect the Company

Retained Interest

The principles of Victory Minerals LLC will acquire assignments for distribution by Helium4K of only a portion of the leasehold rights in the Helium4K Property. Helium4K has the right to receive up to 75% of the working interest in 81.25% of the net revenue interest in the oil and gas generated from the Helium4K wells located on the Helium4K Property to a depth of 1,500' subject to the overriding interests of the sellers and others of 18.75% of net revenue interest. Helium4K will execute a transfer of up to an aggregate of 75% of the working interest in and to an 81.25% net revenue interest in the oil and gas wells purchased by each prospective interest holder, and its principles may retain previously acquired mineral rights and/or overriding royalty interests. As a result, the principles of Victory Minerals LLC will be entitled to profits generated by the Helium4K wells along with other persons holding overriding interests, such as the principles of Victory Mineral Investments LLC, and MGMT LLC.

RISK FACTORS

AN INVESTMENT IN THE COMPANY IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. IN EVALUATING THE COMPANY'S BUSINESS, PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER THE FOLLOWING FACTORS IN ADDITION TO THE OTHER INFORMATION CONTAINED IN THIS MEMORANDUM BEFORE PURCHASING ANY UNITS.

Drilling Wells May Not Result in Productive Wells

The goal of the drilling program is to analyze the gas content and flow rates to calculate an initial value to contemplate a sale of the rights in the project, and/or to advance the economics of the interests by negotiating for the design and build of production facilities to separate and carry the helium to market. There is a risk that the wells may fail to find gas, or to find gas of commercial quantities and composition, and that the results of gas testing in these wells may not compare to results from gas wells in the area, and thus there is a risk that the wells will be incapable of producing commercial quantities of product.

Start-up

The Company is a recently organized limited liability company, which plans to utilize affiliated and independent contractors to drill the Helium4K Property described under Exhibit A. To date, the Company has engaged primarily in organizational efforts and the negotiation of lease rights to the Helium4K Property. The Company plans to engage Victory Minerals to administer the lease assignments, turn-key drill the wells with the proceeds of this Offering, and thereafter operate the wells in accordance with the Joint Operating Agreement. As of June 07, 2025, the Company has a net worth of \$1,000.

The Company is a New Company and has no Operating History upon which to Base an Assumption that it will Achieve its Business Goals

This is a development stage prospect and has no revenues or income and is subject to all the risks inherent in the creation of a new business. Since the principal activities to date have been limited to organizational activities, and prospect development, the interests offered have no record of any revenue-producing operations. Consequently, there is no operating history upon which to base an assumption of successful implementation of business plans.

The Success of this Venture Depends on Gathering, Compression and Transportation Facilities to Market its Production and it Cannot be Guaranteed that these Facilities will be Available when Needed

The marketability of the oil and natural oil gas production will depend in part upon the availability, proximity and capacity of gas gathering and compression systems, oil and gas pipelines and eventually, processing facilities. The core land position is located in an area near the development activity and production.

Currently, infrastructure to transport helium gas out of the Helium4K wells is insufficient. New construction to accommodate the helium production will be needed. Significant capital outlays will be required from the helium purchaser, and the related plans and specifications are subject to government regulatory review, permits and approvals. This approval process may result in delays in the commencement and completion of any helium gathering and refining project. The Principles cannot guarantee that certain of the wells will not be "shut-in" (restricted from transporting oil and gas) for significant periods of time due to the lack of capacity in existing refining capacity. Further, the Principles cannot guarantee that any additional capacity will be completed on a timely basis or that the wells will be permitted to transport any volumes via the additional capacity or that third parties will be able to complete helium extraction facilities on a timely basis.

There are Risks Related to the Leases that may Result in Additional Costs

It is customary in the oil and gas industry to acquire a lease interest in a property based upon a preliminary title investigation. If the title to the leases are defective, the interest holders could lose the money already spent on development, or incur substantial costs to repair title defects. The oil and gas leases on the Helium4K Property give the right to develop and produce oil and gas from the leased properties. The Company believes that it has followed industry standards in interpreting the oil and gas leases in Kansas where the property is located. However, it cannot guarantee that there will be no litigation concerning the

proper interpretation of the terms of its leases. Adverse decisions in such litigation could result in material costs or the loss of one or more leases.

Leasehold Defects

Although Helium4K will require a title search and may require title opinions to be rendered with respect to the working interests, title insurance policies with respect to these types leases are not obtainable. Therefore, there can be no assurance that losses will not result from title defects or other defects in leasehold rights. While claims can be made against the attorney rendering the title opinion if negligence can be proven, losses in connection with a title defect may be borne by the joint interest holder in proportion to its net revenue interest or in accordance with the JOA. Such losses could have a materially adverse affect on the a well's results of operation or financial condition.

The Volatility of Oil and Gas Markets may Affect the Working Interests

As each well begins production, its revenues, profitability and future rate of growth will be substantially dependent upon prevailing market prices for helium, nitrogen, natural gas and/or oil, which can be extremely volatile and in recent months and years have been depressed at times by excess domestic and imported supplies. Various factors will affect prices of oil, natural gas and gas liquids, including the worldwide and domestic supplies of these commodities, the ability of the members of the organization of petroleum exporting countries ("OPEC") to agree to maintain oil price and production controls, political instability, terrorist attacks or armed conflict in oil or helium producing regions, the price of foreign imports, the level of consumer demand, the price and availability of alternative fuels and minerals, the availability of pipeline capacity and changes in existing federal regulations and price controls. All of these factors are beyond the Company's control. These external factors and the volatile nature of the energy markets and mineral markets make it difficult to estimate future prices of helium, nitrogen, natural gas and/or oil. The Company cannot guarantee that the wells will be able to produce helium, nitrogen, natural gas or oil on an economic basis in light of prevailing market prices. If a well is able to produce product, any substantial or extended decline in the price of the minerals produced would have a material adverse effect on financial conditions and results of operations, including reduced cash flow and borrowing capacity and could reduce both the value and the amount of its reserves.

The Company Faces Competition from Other Companies for the Option of Suitable Properties in the Natural Gas and Oil Production Business

The Company competes with a number of other potential purchasers of oil and gas leases and producing properties, many of which have greater financial resources than it does. The bidding for oil and gas leases has become particularly intense. Bidders evaluate potential properties with varying product pricing parameters and other criteria that result in widely divergent bid prices. The presence of bidders willing to pay prices higher than are supported by the Company's evaluation criteria could further limit the Company's ability to acquire oil and gas leases. In addition, low or uncertain prices for properties may cause potential properties to be withheld or withdrawn from the market. In this environment, the Company cannot guarantee that there will be a sufficient number of suitable oil and gas leases available for growth or expansion, or that the Company can sell oil and gas leases or obtain financing or equity participation for the development of prospects.

In addition to competition for leasehold acreage in the area, the oil and gas exploration and production industry is intensely competitive as a whole. The Company will compete against established companies that have significantly greater financial, marketing, personnel, and other resources. Such competition could have a material adverse effect on the Company's ability to execute its business plan and on profitability.

Shut-In Wells, Curtailed Production and Other Production Interruptions may Affect the Ability to do Business

In the event that the production is initiated to generate income from its Helium4K wells such production may be curtailed or shut-in for considerable periods of time due to any one or a combination of the following factors:

- a lack of market demand;
- government regulation;

- pipeline and processing interruptions;
- lack of gathering, processing, and transportation capacity;
- lack of availability of drilling rigs, completion or workover rigs;
- shortages of crews, equipment and other manpower requirements;
- production allocations;
- diminished pipeline capacity; and
- force majeure.

These curtailments may continue for a considerable period of time. There may be an excess supply of helium, nitrogen, hydrocarbon gas and/or oil and other minerals in areas where its operations will be conducted. In such an event, it is possible that there will be no market or a very limited market for any minerals generated by the wells.

The Operator is Subject to Operating Risks Which may not be Covered by its Insurance

The oil and natural gas business involves certain operating hazards, such as:

- well blowouts;
- craterings;
- explosions;
- uncontrollable flows of oil;
- natural gas or well fluids;
- fires;
- formations with abnormal pressures;
- pipeline ruptures or spills;
- pollution;
- releases of toxic gas; and
- other environmental hazards and risks.

Any of these hazards could cause the Operator to suffer substantial losses if they occur after the wells begins commercial production. In addition, the premises may be liable for environmental damage caused by previous owners of the property purchased or leased. As a result, substantial liabilities to third parties or governmental entities may be incurred, the payment of which could reduce or eliminate the funds available for exploration, development, workovers, or infrastructure, or cause the properties to suffer losses. In accordance with customary industry practices, the Operator of the wells maintains insurance against some, but not all, of such risks and losses. Victory Minerals plans to carry well control insurance as well as property and general liability insurance. The Operator may elect to self-insure if its management believes that the cost of insurance, although available, is excessive relative to the risks presented. The occurrence of an event that is not covered, or not fully covered, by insurance could have a material adverse effect on the Company's financial condition and results of operations. In addition, pollution and environmental risks generally are not fully insurable.

Conflicts of Interest

The Principles of Victory Minerals LLC Retain Overriding Royalty Interest in the Oil and Gas Produced by the Helium4K Wells. Victory Minerals LLC plans to procure leasehold for Helium4K to assign only a portion of the leasehold rights in the Option Agreement. Under the Lease, Helium4K will receive 82.5% of the net revenue interest in the oil and gas generated from each Helium4K Well earned by funding a turnkey drilling unit, subject to the royalties, and/or overriding interests of the sellers and others of a 18.75% net revenue interest. Victory Minerals LLC will make 75% of the working interest in an aggregate of 81.25% net revenue interest in the oil and gas generated by each of the Helium4K wells available for Helium4K to assign, and retain mineral rights and overriding royalty interests already of record above 81.25%. As a result, the principles of Victory Minerals LLC and others will be entitled to profits generated by the Helium4K wells along with other persons holding overriding interests, such as agents of the principal, and managing members of Helium4K, the sellers and others.

Profit on the Execution of the Drilling Agreement by the Company. The Company will enter into a contract with Victory Minerals LLC to prepare the wells and conduct all activities necessary to complete

operations of the wells to the point of production (Turnkey Contract) without further consideration from the Company. If the cost of any well drilled to the point of completion is less than the turnkey price, then Victory Minerals will realize a profit to the extent of such difference. If the cost of this completion is more than the turnkey price, then Victory Minerals LLC will be required to cover such additional costs without further contributions from the working interest holders.

Free and Clear Title. Title insurance policies with respect to these types leases are not obtainable. Therefore, there can be no assurance that losses will not result from title defects or other defects in leasehold rights. Such losses could have a materially adverse affect on the results of operations.

Competition and Distraction by Victory Minerals and Helium4K. The Company will be managed by Carmon Bonanno and Victory Minerals will administer the leases, working interest assignments, turnkey drilling contracts, and subsequent field operations. Victory Minerals is owned equally by the Carmon Bonanno and Christopher Slocum. Carmon Bonanno and Christopher Slocum as the Principals of Victory Minerals and Helium4K is the only executive officer of the Company. Pursuant to the Company's Operating Agreement, all members of Helium4K, Victory Minerals LLC, Victory Mineral Investments LLC, and MGMT LLC, and the owners, officers and directors of each or any of them may compete with the Company. In addition, Helium4K owners, officers and directors, and each member, may conduct gas or oil exploration activities for its, his or her own account or for the account of other ventures or projects on leases acquired prior to or subsequent to the date of this Memorandum. Consequently, Helium4K and its management could become involved in other gas or oil projects in areas which may be considered to be in competition with the wells located on the Helium4K Property. Under the Operating Agreement, none of Companies or their affiliates, or the managers or any other member is obligated to offer to the Company or any manager or member any opportunity to purchase an interest in real or other property unless the such property in the Contract Area.

Victory Minerals, its affiliates and the Managers of Helium4K may be confronted with conflicts of interest in the allocation of time between the activities related to the Helium4K wells and the activities related to other projects or other business interests in which Victory Minerals and managers are or may become involved.

Mr. Bonanno is also currently a Member who manages directly or indirectly each of Victory Minerals LLC, Victory Mineral Investments LLC, MGMT LLC, and other enterprises, all Kansas limited liability companies involved in the exploration and production of oil and natural gas from other wells located Cowley County, Chataqua County, and other counties in Kansas. The business and operations of each directly compete with the business and operations of the Helium4K properties and Victory Minerals.

Geologists, are not Independent. Even though Victory Minerals uses independent geologists, as the geologists relied upon by Helium4K, they are paid by Carmon Bonanno as a representative to a predecessor in interest to Helium4K. Accordingly, potential investors should be aware that their interests may not receive the same protection they would otherwise receive if the Company had hired only their own geologists when analyzing the prospects of the Helium4K Property.

Related Party Transactions

Carmon Bonanno is the manager of Helium4K through an initial administrative term of two years, and Victory Minerals LLC will administer the leases, turnkey drilling contracts, and subsequent field operations under the Joint Operating agreement, a company owned in part by the Carmon Bonanno. Managers also have the discretion to contract with third parties in which they may have an interest, Victory Minerals LLC. Regardless of a well or property's profitability, Managers of Helium4K may profit from the activities of such third parties or from Victory Minerals as interest holders in such entities. The agreement between Victory Minerals or a third party and the Company may be more favorable than to the Working Interest holders, as Managers who are also interest holders in Victory Minerals or such third party may create an adverse material effect for the Working Interest holders.

Well Treatments May Not Be Correct or May Not Work

Generally, oil and gas exploration and development companies treat production wells in order to enhance production. The Company contracts with a treating company to shoot acid through a drilled well. This process is costly and no assurance can be given that the treatments will enhance the well production.

Well Site Options

The selection of a lease, well site or prospect for oil and gas drilling or completion is inherently speculative. **The final decision regarding which particular well site or prospect well actually designated for development under a turnkey contract rests solely with the Working Interest Holders, the Principals and Victory Minerals.** In making a decision to acquire a particular well site or prospect, Victory Minerals will consider a number of factors including the amount of net proceeds available for activities, the desired diversification of the project, the nature of the prospect, its geographic location and the nature and extent of geological and geophysical data available. The Company's success will depend on Victory Minerals' ability to select prospects and to produce and market helium, natural gas and or oil from the prospects at prices and rates that over time will generate sufficient cash flows to provide a favorable return on the working interest holders' initial investment. The leases chosen on the Helium4K Property were selected because of prior production from wells located within the vicinity of the Helium4K Property. However, there is no guarantee or assurance that the Helium4K Wells will be productive.

Other Wells in the Vicinity May Take Oil and Gas Reserves Away from the Helium4K Property

If offset operators are successful in producing helium, gas and/or oil, the risk exists that the production from these other properties located near the Helium4K Property may reduce the oil and gas available on the Helium4K Property. If other companies' success results in a reduction of oil or natural gas on the Helium4K Property, this would have a material adverse effect on the working interests' financial condition, results of operations and profitability.

Limitation on Scope of Investment; Saltwater Removal

The entire success of the Company will depend upon the existence of helium, natural gas and/or oil in commercial quantities under the Helium4K wells on the Helium4K Property.

Although saltwater isn't expected, it is not uncommon for saltwater to be produced with oil and gas. If saltwater is encountered, and it becomes uneconomical to remove this water or the Operator is unable to remove it from any Helium4K Well, this could have a material adverse effect on the working interests' financial condition and results of operation.

Shortage of Equipment and Crews

The Company could experience shortages in obtaining drilling and completion equipment or crews, which could result in delays in the Company's operations. Such delays could also cause the members' federal income tax deduction for any year to be less than anticipated.

Victory Minerals will contract with drilling, reworking and exploration companies to perform evaluation and completion functions. Difficulties encountered in the evaluation, testing and completion operations of the Helium4K wells could adversely affect the investment value of the Working Interests purchased.

Financial Condition of Contractors or Subcontractors

If any of the Operator's subcontractors or sub-subcontractors experience financial difficulties and fail to pay in a timely manner for materials or services, the Operator may be required to pay for such supplies and materials and may not have sufficient funds to do so. This could have a materially adverse effect on the financial condition and results of operation.

Completion Risks

The completion phase of oil and gas exploration and development involves its own risks and uncertainties. It is nevertheless impossible for the operator to determine whether or not the well will actually be commercially productive unless it is "completed" at the casing point by setting casing and perforating and stimulating the well. The decision whether to expend significant additional funds in a completion attempt is therefore critical and frequently subject to considerable uncertainty. If such an original completion attempt is unsuccessful, a decision must be made whether to plug and abandon the well or undertake additional completion activities. Furthermore, an apparently successful completion attempt may lead to the installation of expensive production equipment and facilities, although the well may never produce sufficient reserves to justify the drilling, completion or equipment expenditures.

Oversupply

Over the past several years, an industry-wide oversupply of deliverable natural gas has had an adverse effect on natural gas prices and the ability of producers to sell gas at prices above the prevailing spot market index. Helium4K anticipates that the natural gas production will be sold under flexible price contracts that will reflect future market fluctuations.

Operating Conditions

Various field operating conditions may cause production from Helium4K wells to remain below capacity from time to time. Conditions routinely encountered include delays in obtaining regulatory approvals and easements for connecting completed wells to transportation pipelines through construction of new gathering lines, shut-in of connected wells pending completion of routine repairs and equipment maintenance, shut-ins resulting from excessive water accumulation in pipelines, insufficient tank capacity and other geological and mechanical conditions hindering production. While close well supervision and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines resulting from fluctuating field operating conditions cannot be eliminated and can be expected to adversely affect revenue and distribution levels to varying degrees.

Risk of Drilling and Enhanced Recovery Activities

The sole business activity will be to conduct drilling, completing, and geologically evaluating shallow gas helium wells. A substantial portion of the net proceeds from the Offering will be allocated to such efforts. These activities inherently involve many risks such as encountering unusual or unexpected pressures and other conditions that could result in substantial losses and liabilities. All oil and gas activities are subject to the risk of dry holes or a failure to produce oil or gas in commercial quantities. An enhanced recovery project may cause damage to the producing formation, with the resulting inability to produce the reserves that are located in the zones affected by the project. The working interests will also be subject to all operating hazards and risks normally incident to drilling for or production of oil and gas, including blowouts, cratering, pollution and fires, each of which could result in damage to or destruction of oil and gas wells, producing formations, production, pipelines, processing plants, other properties or persons. There is no assurance that the Operator will obtain insurance coverage against such risks.

Markets

The availability of a ready market for any natural gas and/or oil discovered will depend upon numerous factors beyond the control of Victory Minerals, the exact effect of which cannot be accurately predicted. These factors include the extent of domestic production and imports of oil, the proximity and capacity of natural gas pipelines and the effect of state and federal regulation of production and federal regulation of natural gas sold in interstate commerce.

If the interest holders do not elect to sell their reserves in place, and work with a refiner to design and build gathering, processing and refining capacity to place the helium wells into production, then the company may sell gas produced from the fields on the market. The company has a relationships with helium refiners willing to design and build helium gathering and refining capacity at no cost to the Helium4K properties in exchange for negotiated percentage of the revenue stream. No assurance can be given that the Helium4K wells will produce at a rate at all similar to other wells in the area or that its chemical composition will be similar or that its wells will produce as described in this prospectus or its exhibits or that these wells will produce gas of commercially sufficient amounts to make the working interests profitable.

Oil and Natural Gas. No assurance can be given that a crude or natural gas purchaser will be available to purchase oil or gas from the Company or that the price will be high enough to cover the Company's costs and expenses.

Environmental Regulations

The federal government and various state governments have adopted laws and regulations regarding the control and contamination of the environment. These laws and regulations may affect the routine completion and operation of the wells, including regulation of oil spills, the discharge of drilling fluids and the disposal of water and/or brine produced in connection with the production of natural gas and oil.

Violation of environmental legislation and regulations may result in the imposition of fines and, in certain circumstances, the entry of an order for the abatement of the conditions or suspension of the

activities giving rise to the violation. The Operator intends to comply with all orders and regulations applicable to its operations, however they cannot predict the overall effect of any noncompliance.

Federal and State Regulation

Regulations. The Federal Energy Regulatory Commission (FERC) regulates certain aspects of the transportation and marketing of natural gas and oil, which regulations may have an effect on the marketability of the Company's minerals. In light of the dynamic nature of the market forces affecting natural gas and oil sales and recent changes caused by deregulation and various FERC orders, it is not possible to predict the effect which changing market conditions and regulations may have on the marketability or price of any minerals developed by the Working Interest holder.

Production of any oil and gas by the Working Interest holder will be affected to some degree by state statutory provisions and regulations concerning the production of natural gas and oil. Administrative agencies may promulgate rules in connection with the operation and production of both natural gas and oil and allowable rates for production. Such regulatory orders may restrict the rates at which the wells produce natural gas and/or oil below the rates at which such wells would produce in the absence of such regulatory orders.

Industry is Subject to Extensive Regulation Which may Increase Costs

The oil and gas industry is extensively regulated by federal, state and local authorities. Legislation and regulations affecting the industry are under constant review for amendment or expansion, raising the possibility of changes that may affect, among other things, the pricing or marketing of oil and gas production. Substantial penalties may be assessed for noncompliance with applicable statutes and regulations. The overall regulatory burden on the industry increases costs of doing business and in turn decreases profitability. The Operator intends to comply in all material respects with all applicable laws and regulations and believes that the existence and enforcement of such laws and regulations should have no more restrictive effect on its methods of operation than on other similar companies in the energy industry.

Tax Risks

Tax Attorney or No IRS Ruling. None of the Company, the Principal, Helium4K or Victory Minerals will provide any opinion of counsel or tax opinion as to the certain tax effects of purchasing an Working Interest, drilling a well, producing the well, or operating the well. None of the Company, the Principal or Victory Minerals has obtained, nor will they obtain, a ruling from the Internal Revenue Service concerning the tax effects of the transactions contemplated hereby on working interest holders. **Investors should rely upon their own tax advisors and satisfy themselves as to the income and other tax consequences of their participation in the Joint Lease Operations.**

Income Tax Amendments Laws Subject to Change. The federal income tax treatment of oil and gas activities has a material effect on the economics of investing in a natural gas project. Existing income tax laws and regulations may be changed or repealed in the future and the effect or nature of any such modifications cannot be predicted.

Risk of Audit. Members should be aware that an audit of the Principal or Victory Minerals may result in an audit of all the Working Interest Holders.

Importance of Independent Counsel. Prospective investors are urged to carefully review the material set forth under the caption "Federal Income Tax Matters" and to consult with their own legal, tax and financial advisors before making a decision to purchase a Working Interest.

There is a Risk of Disallowance of Amounts Paid to Helium4K. The Company plans to utilize Victory Minerals LLC for turnkey drilling and subsequent operations. The joint interest holder will receive a working interest at an 81.25% net revenue interest in the oil and gas produced from the Helium4K wells on the Helium4K leasehold. It is anticipated that such payments will be deductible as intangible drilling expenses, tangible drilling expenses, or both, or that the joint interest holder may elect to amortize said expenses over a term of years, in addition to the basis of securities purchased or sold. The Internal Revenue Service may determine that such payments are not deductible as planned.

This sale of interest for the turnkey cost of drilling may be recognized as a partnership. Many of the provisions of the operating agreement are designed to prevent the joint interest holders from being deemed a partnership, corporation, or cooperation by the IRS, yet the Internal Revenue Service may

challenge a joint interest holder's status as a divided interest holder, and try to reclassify the relationship as a partnership, or it may deem the joint efforts of the interest holders should be deemed an association taxable as a corporation for federal income tax purposes, or that the publicly traded partnership provisions of Code §7704 apply to the Company, causing it to be taxable as a corporation. If the joint interest holders are deemed a partnership, they could lose the ability to write off their drilling costs. In either case of a constructive corporation, the working interest holders would then be subject to federal income taxation at the Company level and the Company's income, gains, losses, deductions and credits would not be allocated to the Members. The Members would no longer report their share of such items on their personal tax returns. If the Company were deemed a publicly traded partnership under Code §7704, Members may incur other detrimental tax consequences.

If the Joint Operation is Deemed a Partnership or Corporation and 50% or More of the Total Joint Interests in the Capital and Profits of the Company are Sold or Exchanged within any Consecutive 12-Month Period, the Company Could be Considered Terminated for Federal Income Tax Purposes. A termination of the Company for federal income tax purposes will cause the Company's taxable year to end. In such event, all Members could have potentially adverse federal income tax consequences, including a change in the adjusted basis of the Company's property and a bunching of more than one year's taxable income from the Company within a single taxable year of any Member whose taxable year does not coincide with the Company's taxable year. See **"Federal Income Tax Matters."**

No Escrow of Proceeds

There has been no escrow established for the benefit of the Investors. Proceeds from the sale of the Working Interests will be immediately available to the Company. If the Company is unable to sell all of the working interests in a well, (or a significant portion of such total offering amount), it may be unable to continue operations unless it can find alternative financing. The Company may not be able to obtain financing on terms reasonably available to the Company, if at all, in which case the Investors may lose their entire investment.

Key Personnel

The Company's success has been, and will be, dependent to a large degree on the ability and continued participation of the officers, directors and owners of Victory Minerals. Mr. Bonanno has over 50 years of experience in the oil and gas excavation and production industry. Victory Minerals does not have "key person" life insurance policies on the officers, directors and owners of Victory Minerals or any of its other officers or associates and does not plan on purchasing such insurance. The loss of the services of one or more of the officers, directors and owners of Victory Minerals in the future could have a material adverse effect on the Company's business, financial condition and operating results. See **"Management."**

In 1993, Mr. Bonanno pled guilty to concealment of property from the FDIC and aiding and abetting the owner in concealing property from the FDIC by buying approximately \$40,000 worth of oil and gas operational equipment from the owner without obtaining approval from the FDIC. The equipment was the subject of the security interest of a bank which failed and was acquired by the FDIC. The security agreement between the owner of the equipment and the bank required the bank, and subsequently the FDIC, to approve any sale of the equipment. As a result of this offense, Mr. Decker was on probation for three (3) years.

Control by Managers

Under the Operating Agreement, the day to day activities of the Company will be controlled by Carmon Bonanno. In addition, the managers who control Helium4K are also the Managers who will generally control the operations of the field through their control of Victory Minerals. Working interest holders will only be able to determine who is the manager of the field operations, or who is the Administrator for the reasons and in the manner set forth in the Operating Agreement, and they will not have authority over any matter not specifically listed in the Operating Agreement. A potential investor should not purchase working interests unless such person is willing to entrust day to day management of the Company and substantial control over the affairs of the Company to Victory Minerals and the Management of Helium4K.

Minimal Capitalization; Limited Availability of Funds; Need for Additional Financing

The working interest holder's operations are in the development stages and are subject to a high degree of risk. Because there is no assurance that the Helium4K wells will operate at break-even in the near future, the Operator will be dependent upon ready access to capital resources for its continuing day-to-day operations. In addition, the working interest holders may require significant capital resources in order to acquire or upgrade equipment, or expand their operations. However, traditional debt financing and equity capital may also be difficult to obtain. If this Offering is completed in full Victory Minerals believes that the net proceeds from this Offering should be sufficient to meet its presently anticipated working capital and capital expenditure requirements for the drilling of all wells. However, if the Company is not able to sell a sufficient number of the working interests offered hereunder, it may not be able to complete wells with gas flow capable of sustaining gathering and refining operations without alternative financing. No assurance can be given that the Company will be able to obtain such financing on terms reasonably acceptable to the Company, if at all. In addition, the Company may need to raise additional funds in order to support more rapid expansion, drill additional wells, acquire technologies or take advantage of unanticipated opportunities. The Company's future liquidity and capital requirements will depend upon initial results of drilling wells and the ability to market reserves or the availability of customers to purchase and transport gas or oil produced by the Helium4K Wells.

No Public Market for the Securities

The Company does not grant any member the right to demand or receive a return of capital from the Company. Each purchaser of working interests will be required to represent that such purchase is for the Investor's own account, for investment purposes, and is not made with a view to the resale or distribution of any portion thereof. No public market presently exists and no assurance can be given that a market for the working interests will ever develop. Accordingly, Investors should be fully aware of the long-term nature of their investment in the working interests. Further, the working interests will not be registered under the Securities Act by reason of a specific exemption under the provisions of Regulation D promulgated under the Securities Act. Therefore, these working interests cannot be sold unless they are subsequently registered under applicable federal and state securities laws (which may be impossible or prohibitively expensive) or, in the opinion of counsel for the Company, an exemption from registration is available. Accordingly, Investors will need to bear the economic risk of their investment for an indefinite period of time. In addition, although the working interests may be pledged as collateral for loans, the working interests may not be readily acceptable as collateral for loans. Consequently, Investors may not be able to borrow against or liquidate their investment in the event of an emergency. Transfer of the working interests is further restricted by the terms of the Operating Agreement that must be executed by each Investor.

Determination of Offering Price

The offering price of each working interest issued pursuant to this Offering has been arbitrarily determined by the Company based on several factors, including but not limited to: (i) funds estimated to be required by the Company purchase interests, operate and turnkey drill wells to complete the initial development Helium4K wells, and (ii) the proportionate interest in the drilled leases that Managers desire to continue to own after completion of the Offering. Accordingly, there is no relationship whatsoever between the Offering price and the assets, earnings or book value of the working interests or any other recognized valuation criteria.

Dilution

Subject to the operating agreement, the working interests assigned will be divided, personal property, not subject to dilution. Upon full funding of any one drilling location, the working interests available for purchase in the memorandum will equal 75% of all of the working interests in that drilling unit. The management of Helium4K and their affiliated companies will own up to the other 25% of the working interests at an 81.25% net revenue interest. Overrides and royalty interests may increase the affiliated party's interests in the leasehold.

If the Company does not issue all of the working interests offered hereunder any one or number of drilling unit(s), completion of the mutual business objectives may be difficult.

Compliance with Securities Laws

The working interests offered pursuant to this Offering have not been registered under the Securities Act or any applicable state securities or laws, and are being offered and sold pursuant to exemptions from the registration requirements of such laws. Therefore, no regulatory authority has reviewed the terms of this Offering. Prospective investors do not have the protection that may be afforded by applicable federal and state securities laws in registered offerings.

The Company intends to conduct this Offering in a manner designed to comply with applicable federal and state securities laws exemptions from registration. The applicable exemption provisions are in many instances extremely technical and such provisions must be complied with in all material respects. If this Offering is not exempt from registration under the federal and state securities laws, or the Company fails to technically comply with certain of the registration exemptions being claimed by it, Investors would generally have the right to rescind their investment within one year of their respective dates of purchase and be entitled to a return of their investment less any distributions received plus interest at the legal rate. In the event that this Offering is not exempt from such registration and a significant number of Investors elected to rescind their investments within the prescribed time period, the Company would face severe financial demands that could adversely affect it. The Company may be forced to borrow funds or liquidate some or all of its assets to satisfy such claims. There is no assurance in such event that the Company would have sufficient reserves to satisfy all such claims or to continue its operations.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Memorandum that are not statements of historical fact may constitute “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934. These statements are subject to risks and uncertainties, as described below.

Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, income or loss, earnings or loss per share, capital expenditures, the payment or non-payment of dividends, capital structure and other financial items, (ii) statements of plans and objectives of Helium4K, including plans or objectives relating to the Helium4K wells or other exploration, (iii) statements of future economic performance, and (iv) statements of assumptions underlying the statements described in (i), (ii) and (iii). Forward-looking statements can often be identified by the use of forward-looking terminology, such as “believes,” “expects,” “may,” “will,” “should,” “could,” “intends,” “plans,” “estimates” or “anticipates,” variations thereof or similar expressions.

Forward-looking statements are not guarantees of future performance or results. They involve risks, uncertainties and assumptions. The future results of operations, financial condition and business operations may differ materially from those expressed in these forward-looking statements. Investors are cautioned not to put undue reliance on any forward-looking statement.

There are a number of factors that could cause actual results to differ materially from those discussed in the forward-looking statements, including those factors described below. Other factors not identified herein could also have such an effect. Among the factors that could cause actual results to differ materially from those discussed in the forward-looking statements are the following:

- The quality of the Helium4K Property with regard to among other things, the existence of helium, natural gas and/or oil reserves in economic quantities;
- The ability to find and produce helium, natural gas and/or oil reserves through exploration and development;
- Fluctuation in mineral prices;
- Demand for helium, oil and gas and other mineral commodities;
- Reliability and solvency of contractors;
- The ability to retain key personnel;
- Terrorist attacks in local or foreign regions;
- War
- Force Majeure, and
- Changes in general economic conditions.

Any forward-looking statement contained herein is made as of the date of this document. The Company does not undertake to publicly update or correct any of these forward-looking statements in the future.

MANAGEMENT

Management by Carmon Bonanno and Victory Minerals LLC

General. The Company will be managed by Carmon Bonanno, The Principle, and Victory Minerals (which is owned and controlled by the Principal) will administer and manage the Helium4K Project. Carmon Bonanno as Managing Member or as the Principle of Victory Minerals, exercising his/its business judgment will have the right and authority to manage the day to day business and affairs of Company to the full extent permitted under the Limited Liability Act of the State of Kansas and by the Operating Agreement. Carmon Bonanno will be responsible for managing the everyday affairs of the working interest holders, including setting reserves, selecting and supervising well locations, and all other operating and administrative functions. See **“Risk Factors—Related Party Transactions.”**

Term; Removal; Vacancies. Carmon Bonanno will serve as the manager of the Company throughout an Initial Administrative Term of two years, or until such time as he resigns, or is removed with cause by a vote of a supermajority of the interests and Victory Minerals LLC will serve as the Administrator of the of the working interests, turnkey drilling contractor, and Operator of the Helium4K Prospect in accordance with the operating agreement. Termination of the operator shall be in accordance with the terms of the joint operating agreement.

Officers and Directors of Helium4K

The names, ages, position with Helium4K and current salary of the executive officers and directors of Helium4K are set forth below:

<u>Name</u>	<u>Age</u>	<u>Position With Company</u>
Carmon Bonanno	71	Director, Managing Member
Christopher Allen Slocum	50	Managing Member

Carmon Bonanno, caused the formation of Helium4K and became its a Managing Member on October 26, 2023. Mr. Bonanno has over 50 years in the oil and gas industry as an owner and operator. In 1977, Mr. Bonanno formed Decker Petroleum and served as President. The company drilled approximately 22 oil and gas wells, which had an annual budget of \$2,000,000 a year. The wells were located in central and western Kansas. Mr. Bonanno sold his interest in the company in 1981. In 1986, Mr. Bonanno personally purchased over 35 wells in Kay County, Oklahoma. He sold his interest in the wells in 1987. In 1989 Mr. Bonanno formed Decker Lease Operations and purchased the Homestake Kansas City and Topeka Water Flood in Russell County, Kansas. Mr. Bonanno sold his ownership position in this 30 well project in 2001. In 2000 - 2003, Mr. Bonanno formed Access Energy I, II, III, IV, V and VI and Access Petroleum Corporation to drill exploration wells in the Hunton Dewatering Play in Lincoln and Logan, Counties Oklahoma, acquire Peru Sand Stripper Wells, and acquire San Andreas Wells in Texas and New Mexico. Mr. Bonanno formed Victory Mineral Investments LLC and Victory Minerals LLC in 2002 to acquire and operate oil and gas wells in Kansas. In 2005-2010 Mr. Bonanno pulled together 500,000 acres of oil and gas leases on a wildcat exploration program in Arizona through the formation of American Legacy LLC, American Integrity LLC, Gusher State LLC, and Blackstone Exploration Company. Currently, Mr. Bonanno is a Managing Member of Victory Minerals LLC and Victory Mineral Investments LLC, Kansas Limited Liability companies involved in the exploration and production of oil and natural gas from certain well locations across Kansas.

Christopher Allen Slocum has worked as a protégé to Mr. Bonanno in the oil business since the start of Access Energy II, in Oklahoma in 2001, which cash-flowed \$14 million in 36 months. Mr. Slocum has a degree in Accounting from Wichita State University with a minor in Geology, and a Law degree from the University of Missouri School of Law. Mr. Slocum’s duties are highly clerical, administrative,

organizational, and legal. He is a co-manager of Helium4K, Victory Minerals LLC, Victory Mineral Investments LLC, and MGMT LLC.

Guaranteed Payments; Fees; Compensation; Profits

The Company plans to exchange working interests in the Helium4K properties to investors in exchange for turnkey drilling funds which will be paid to Victory Minerals LLC as the turnkey drilling contractor. The working interest investors shall receive up to 75% of working interests in each well funded on a drilling unit on an 81.25% net revenue interest in the oil and gas produced from the Helium4K wells on the Helium4K Property \$130,000 per well to the point of production, or an aggregate of \$10,400,000 to drill eighty wells on each of eighty 40-acre drilling units, paid to Victory Minerals LLC as administrator of the lease purchases, and turnkey drilling, testing, geological evaluation, and completion operations.

Victory Minerals is an independent contractor of Helium4K and will not be considered an employee. Therefore, Victory Minerals will be responsible for paying all income and employment taxes associated with the payments described in this section. These payments are bound to the purchase of leasehold interests, and turnkey drilling operations, and, as such, cannot be changed except by the Principals.

General

The gross proceeds from the issuance of the working interests the Company are estimated to be approximately \$10,400,000, assuming the Company is able to issue all the working interests pursuant to this Offering.

The net proceeds (net of expenses of the Offering) will be paid to Victory Minerals to be used for working capital and other general corporate purposes, which will include management, overhead, the lease purchase fees, the costs of drilling, testing, geologically evaluating, and completing the wells on the Helium4K property. One well will wholly fund to the completion of its turnkey price before the next well will fund, on a first-come, first-served basis. Pending such uses, the Company plans to invest the net proceeds of this Offering in short-term, investment-grade, interest-bearing securities.

THE OFFERING

Offering Price

The Offering price of the working interests issued pursuant to this Offering has been arbitrarily determined by the Company based on several factors including but not limited to: (i) funds expected to be required to complete the initial development of its business and the, exploring, developing and reworking of the wells, and (ii) the proportionate interest leasehold that the Principals and their affiliates desire to continue to own after completion of this Offering.

Terms of the Offering

Pursuant to this Offering, the Company plans to offer and sell up to 75% of the working interests in up to eighty, 40 acre drilling units for the purposes of paying the costs of drilling, testing, geologically evaluating, and completing up to 80 wells in the shallow helium zones. See **“Business Summary—Overview.”** This Offering will terminate in two years, unless the Company extends the offer. Upon the sale of any working interests, the Company plans to use any proceeds of the Offering as soon as they are received from an investor and, except as just stated, is under no obligation to refund the proceeds of this Offering. If the Company is unable to complete the Offering, it may not be able to continue operations unless it can find alternative financing. The Company may not be able to obtain such financing on terms reasonably acceptable to the Company, if at all.

Suitability Requirements

The working interests offered hereby are speculative securities and involve a high degree of risk. Investment in working interests is suitable only for persons who have adequate financial means and substantial taxable income and who have no need for liquidity with respect to their investment. There is no public market for the working interests and there can be no assurance that a market for the working interests will ever develop. The working interests are not suitable for purchase as an investment unless the purchaser is willing and able to accept a high degree of risk and a lack of liquidity. In making an investment decision, Investors must rely on their own examination of the working interests and the terms of the Offering, including the merits and risks involved. The Company reserves the right to accept or reject any subscription

submitted, or limit the amount of any subscription, in its sole and complete discretion, based on its review of the representations contained in the Subscription Agreement and such other factors as it deems relevant.

In view of the lack of liquidity with respect to the working interests, investment in the working interests is considered appropriate only for experienced, sophisticated investors who are in a position to appreciate the risks involved, have adequate means for providing for their current financial needs and personal contingencies, have no need for liquidity in this investment, and who can bear the economic risks of an investment in the Company.

This Offering is made in reliance upon the exemption from compliance with the registration requirements of the Securities Act contained in Section 3(b), as interpreted by the Securities and Exchange Commission in Rule 506 of Regulation D (“Regulation D”), and in Section 4(a)(2) thereof. Accordingly, this Offering is made, in most cases, to potential Investors who qualify as an “accredited investor” under Regulation D. Under Regulation D, an individual may qualify as an accredited investor if: (i) his or her net worth (together with that of his or her spouse) including equity in home, furniture, and automobiles is at least \$1,000,000; or (ii) he or she had individual income in excess of \$200,000 in each of the last two years and reasonably expects income in excess of \$200,000 for the current year or joint income in excess of \$300,000 for the same periods. A corporation or partnership may qualify as an accredited investor under Regulation D, if (i) each of the equity holders of such entity meet the requirements for individuals to qualify as accredited investors or (ii) such entity (a) has total assets of at least \$5,000,000 and (b) was not formed for the specific purpose of investing in the Company. Certain other entities may qualify as accredited investors under other provisions of Regulation D.

The Company may also sell working interests to a limited number of persons who are not accredited investors. Subscriptions will not be accepted from more than 35 nonaccredited investors (as such term is defined by Rule 501 of Regulation D), or such lesser number as may be required under any applicable state securities laws. A potential Investor who is not an “accredited investor” and who does not have sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of purchasing working interests must employ a “purchaser representative” who has that requisite knowledge and experience either alone, together with other purchaser representatives of the potential Investor, or together with the potential Investor. A potential Investor who wishes to use and rely upon a purchaser representative in connection with making a decision to invest in the working interests should be aware that a purchaser representative must meet certain regulatory requirements, must be acknowledged by the potential Investor in writing to be his or her purchaser representative in connection with evaluating the merits and risks of purchasing working interests, may not be affiliated with the Company or any of its affiliates and may not receive compensation from the Company or any of its affiliates.

Prior to acceptance of a subscription, a potential Investor must make the representations, warranties and acknowledgements set forth in the Subscription Agreement accompanying this Memorandum. In addition, certain states may require accredited investors to make certain of the representations otherwise required only of persons who are not accredited investors.

Subscriptions

This Memorandum is accompanied by a Subscription Agreement containing all the documents necessary to subscribe working interests in the Company. Any person desiring to subscribe for working interests should complete and execute one copy of each applicable document included in the Subscription Booklet and return them to Helium4K LLC, 14190 W 114TH ST, Olathe, KS, Attention: Christopher Slocum, along with a check in payment of the number of percentage of working interests subscribed for, payable to the order of Helium4K LLC.

No subscription will be effective until accepted and countersigned by the Company. Subscriptions may be rejected by the Company for any reason whatsoever. A subscription may not be revoked, canceled or terminated by the subscriber, except as provided in the Subscription Agreement. If the Offering is oversubscribed, subscriptions will be accepted in the order that they are received by the Company. If a subscription is not accepted, the subscriber's funds will be promptly returned to the subscriber.

Private Offering

The offer and sale of the working interests have not been registered under the Securities Act or any state securities law because the issuance of working interests is part of an issue of securities offered and sold to qualified investors pursuant to the terms of exemption from such registration provided under Section 4(b)(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder, and exemptions under state securities law. Each subscriber will be required to represent, among other things, that the subscriber is purchasing the working interests for the subscriber's own account and without a view toward resale or distribution, that (unless such requirement is waived by the Company) the subscriber is an "accredited investor" as such term is defined in Rule 501(a) promulgated by the Securities Exchange Commission under the Securities Act and that the subscriber will agree not to offer, sell or otherwise dispose of all or any portion of the working interests, unless, in the opinion of counsel for, or satisfactory to the Company, an exemption from registration is available. Any certificate or document evidencing the working interests will bear a legend so restricting transfer of the working interests. The Company does not currently intend to register the working interests issued pursuant to this Offering and Investors will have no right to require such registration in the future.

OPERATING AGREEMENT

Prior to acquiring working interests pursuant to this Offering, each Investor is required to execute and comply with the Operating Agreement among the Company and all Investors, a copy of which is attached to this Memorandum as **Exhibit G** ("Operating Agreement"). An executable copy of the Operating Agreement is included with the Subscription Agreement. If any conflict exists between this Memorandum and the Operating Agreement, the Operating Agreement will control.

FIDUCIARY OBLIGATIONS OF HELIUM4K AND CLASS A MEMBERS

Helium4K was formed for the purpose of pursuing one particular type of investment opportunity on the Helium4K Property. See "**Business Summary—Overview.**" Carmon Bonanno (or any subsequent manager) and the working interest holders, are generally not permitted to take any action or omit to take an action which would have a negative effect on whether the exploration and development of Helium4K wells will be successful. Carmon Bonanno (or any subsequent managers), and the working interest holders are generally prohibited from hindering the Company's ability to buy or develop the real or personal property interests in the Contract area at the prices set forth herein. However, each working interest holder, and Carmon Bonanno (or any subsequent manager), are permitted to have other business activities and no one is required to devote full time to the management, administration or operations of the Helium4K wells. In addition, the fiduciary duties of Carmon Bonanno and the managers of Helium4K are significantly limited. Carmon Bonanno (or any subsequent manager) and the working interest holders may:

- Personally profit in a capacity other than as a working interest holder or manager of the Company by performing, directly or indirectly, management functions, operating or administrative services or functions such as engineering, drilling, accounting, computer services or other services. The manager of the Company or any working interest holder may own or control the parties providing the above services or functions;
- Compete with the Company or any other member, manager or joint interest holder;
- Invest in related or unrelated business ventures;
- Refuse or neglect to offer new oil and gas drilling leases or interests in real or personal property to the working interest holders, unless the leases are inside the contract area;
- Provide management, operational or administrative services to any other entity; and
- Personally profit from any of the above activities or omissions.

Under the Operating Agreement, each working interest holder waives and releases any and all fiduciary obligations of Carmon Bonanno (or any subsequent manager) which might restrict the working interest holders or Victory Minerals from:

- Personally benefiting, directly or indirectly, from contracts with Helium4K properties or third parties,
- Owning an interest in third parties with whom the Company contracts,

- Causing the Company to contract with third parties owned or controlled by managers or affiliated of Helium4K, and
- Personally retaining a portion of the net revenue interest granted under this memorandum and profiting from the transfer of such leases to Company.

Each member acknowledges and agrees that it is in the best interest of the Company to contract with third parties who can provide expertise, centralized management, centralized purchasing and other functions, even if the current manager makes the decision as to which entities to do business or such entities are owned or controlled by a manager of the Company.

PRINCIPAL MEMBERS

The following table sets forth, certain information regarding the beneficial ownership of working interests by each person who is the beneficial owner of at least 5% of the working interests on the Helium4K properties who is also a Manager of the or executive officer and director Helium4K LLC. Unless otherwise indicated, all working interests are owned directly and the indicated person has sole voting and investment power.

Name	Percentage Working Interest		Position with Helium4K	Position with Victory Minerals
	% Before Offering	% After Offering		
	% of Beneficially Owned WI	% of Beneficially Owned WI		
Carmon Bonanno (1)	25%	12.5%	Manager	Officer and Director
Christopher Allen Slocum(1)	75%	12.5%	Manager	Officer and Director

All Working Interests

All officers and directors of Victory Minerals	100%	25%
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(1) As of March 21, 1996, for purposes of this disclosure, the Securities and Exchange Commission has defined "beneficial ownership" to include securities over which the individual has sole or shared investment or voting power regardless of the economic incidents of ownership.

(2) Includes working interests held in a living trust for the Principle as the sole trustee and as such has the power to vote and dispose of such working interests.

FEDERAL INCOME TAX MATTERS

General

This section of the Memorandum describes some of the more important federal income tax consequences of participation in the Company. It is impractical to comment on all respects of tax laws which may affect an investment in the Company and no attempt to do so has been made herein. No information regarding state and local taxes is provided, other than a brief summary of some aspects of state tax law set forth under the heading "—State and Local Taxes" below. You should consult your tax advisor concerning your situation and the impact which your participation in the Company may have on your federal income tax liability, as well as which state and local income and other tax laws may apply to your participation and the impact those laws may have. Although the Company will furnish you with such information regarding the Company as is required for income tax purposes, you will be responsible for preparing and filing your own tax returns.

The following summary of the tax aspects is based on the Internal Revenue Code of 1986, as amended (the "Code"), existing Treasury Department regulations ("Regulations"), and administrative rulings and judicial decisions interpreting the Code. Significant uncertainty exists regarding certain tax aspects of limited liability companies. Such uncertainty is due, in part, to continuing changes in federal tax law which have not fully been interpreted through regulations or judicial decisions. No assurance may be provided that further legislation will not be enacted.

Unless otherwise noted, the discussion in this section represents the opinion of Helium4K. The following discussion sets forth the Company's view that the tax law results described are more likely than not to be the tax law results which should occur, subject to any conditions stated in the particular section of this discussion which states such tax law conclusions. The Company cannot render an opinion as to whether certain tax aspects of the Company will affect the realization of the aggregate tax benefits because of the factual nature of the determination. Consequently, The Company has rendered no opinion as to the allocation of certain business expenditures among deductible business expense, expenditures which are capitalized and amortized as startup expenditures or organization expenditures and syndication expenses which are neither deductible or amortizable. *Although The Company's opinions represent its best judgment as of the date of this Memorandum and are based on legal authorities published as of that date, those opinions do not bind the IRS or in any way constitute an assurance that the IRS will agree with the federal income tax consequences described. Further, no rulings have been requested from the IRS with respect to the matters discussed in this section. The Company does not intend to obtain any such rulings.*

Legislative or administrative changes and judicial decisions could modify or change completely the statements and opinions expressed below concerning the federal income tax consequences of an investment in the Company. Additionally, the interpretation of existing law and regulations described here may be challenged by the IRS during an audit of the Company's information return. If successful, such a challenge likely would result in adjustment of a Member's individual return.

The following summary of tax aspects generally assumes that you are an individual and a United States citizen or resident. The following discussion is only a summary and is limited to those areas of federal income tax law that are considered to be most important to individual investors owning Units in limited liability companies engaged in the exploration and production of oil and natural gas as described in this memorandum. Existing income tax laws and regulations may be changed or repealed in the future and the effect or nature of any such modifications cannot be predicted. Accordingly, you are urged to consult your tax advisors about your own circumstances (especially if you are not an individual) and the federal, state, local and other tax consequences arising out of your participation as a joint interest holder in an oil and gas lease. In evaluating the investment, you should take into account the cost of obtaining such advice.

The Joint Interests Should NOT be Classified as a Partnership or Corporation for Federal Income Tax Purposes

Assuming that the Operating Agreement is signed and that the terms of the Operating Agreement are followed, the Company is of the opinion that, if the matter were litigated, it is more likely than not that the working interest holders would probably prevail as to its classification and would not be taxed as a partnership for federal income tax purposes.

Victory Minerals does not plan to request a ruling from the IRS regarding the working interest holders' status for federal income tax purposes. Thus, despite that it is more likely than not that the joint interests should not be classified as a partnership for federal income tax purposes, there is no assurance that the IRS will not challenge such classification.

If the Company were to be classified as a corporation for federal income tax purposes, the working interest holders would be treated as shareholders of a corporation, with the result, among other things, that (i) items of income, gain, loss, deduction and credit of the Company would not flow through to its Members for reporting on their individual federal income tax returns, (ii) cash distributions, if any, would be treated as distributions by a corporation in respect of its stock, and such distributions would be taxable to the Members as ordinary income to the extent of current and accumulated earnings and profits of the Company, and (iii) the taxable income of the Company would be subject to the federal income tax on corporations (thereby reducing cash distributions).

As discussed above, the terms of the Operating Agreement are carefully adhered to such that it is the opinion that the Company that the working interest holders should more likely than not be classified for federal income tax purposes as individual interest holders, rather than a partnership and not as an association. No K-1 will be filed, and each working interest holder will report their own income.

Depletion Allowances.

The owner of an economic interest in an oil or gas property is entitled to a deduction for depletion in connection with the income derived from the production of oil, gas or other minerals from the property. The deduction for depletion for any year with respect to any specific property is the greater of “cost” depletion or “percentage” depletion (if allowable). Cost depletion for any year is determined by dividing the tax basis of a property by the sum of the estimated total units recoverable from the property as of the end of the year plus the units sold during the year to determine the per unit allowance and then multiplying the per unit allowance by the number of units sold during the particular tax year. Deductions for cost depletion, in the aggregate, cannot exceed the tax basis of the property to which they relate.

Percentage depletion is equal to fifteen percent of the gross income attributable to production from a property subject to certain limitations. Oil and natural gas produced from “marginal production” wells are subject to slightly higher depletion allowances under the percentage depletion method. Percentage depletion generally is only available with respect to domestic oil and gas production of certain “independent producers” (persons not directly or indirectly involved in the retail sale of oil, natural gas or derivative products or the operation of a major refinery). Independent producers may deduct percentage depletion only to the extent average daily production (including shares of production from partnerships in which they are a partner) do not exceed certain limits set forth in the Code and regulations. Unlike cost depletion, percentage depletion is not limited to the tax basis of the property, but continues to be allowable as a deduction each year even after tax basis has been fully recovered.

Upon disposition of a property, all amounts previously deducted for depletion (whether cost depletion or percentage depletion) to the extent that such amounts reduced the basis in the property, generally must be recaptured by treating the gain, if any, recognized on the disposition as ordinary income to the extent of the depletion amounts.

Because depletion deductions are considered to be individual deductions, each owner of a working interest generally is responsible for computing their own depletion allowance and maintaining records with respect to their share of the basis in the Company's depletable properties.

Depreciation.

The allowance for depreciation permits the Company to deduct the cost of tangible personal property (such as pipe, casing, tubing, storage tanks and pumps) over certain periods. Under the Accelerated Cost Recovery System, properties are divided into several classes. It is anticipated that most of the new tangible personal property acquired by the Operator in the future will be either (i) classified as “seven year property” which is depreciable using either the 200% declining balance method with a switch to the straight line method at such time as to maximize depreciation deductions or using the straight line method over a seven year period; or (ii) depreciated using the units of production method. Any depreciation deductions claimed with respect to an asset will reduce the tax basis in that asset. Upon disposition of an asset, all amounts previously claimed as depreciation deductions must be recaptured by treating the gain, if any, recognized on such disposition as ordinary income to the extent of such amounts.

Intangible Drilling and Development Costs.

Intangible drilling and development costs (“ids”) incurred by the holder of a working interest in an oil or gas property may be deducted as expenses for federal income tax purposes if a proper election is made under Section 263(c) of the Code. IDCs are those expenditures that are incurred in connection with the drilling and depletion of oil and gas property that do not give rise to any assets having a salvage value. Owners of a Unit in the Company to deduct their investment in all intangible drilling and development costs in the year in which such costs are paid or incurred, subject to possible loss limitations.

Notwithstanding the above described election by an individual to deduct IDCs, another individual working interest holder may elect to deduct his share of IDCs ratably over a sixty month period beginning with the month in which the IDCs are paid or incurred. Various questions exist under the provision allowing for the sixty month amortization described above concerning the operation of the provision and its relationship to other Code sections, such as the recapture rules and the rules regarding depletion and gain or loss on disposition of the relevant property. Different limitations exist for interest holders who qualify as “independent producers” and those who do not qualify as “independent producers” in connection with

the periods of time over which IDCs may be deducted. All or a portion of the amounts previously deducted for IDCs with respect to a property must be recaptured upon disposition of such property, by treating the gain, if any, realized on such disposition as ordinary income to the extent of such amounts.

State and Local Taxes.

In addition to federal income taxes, working interest holders may be subject to state and/or local income taxes, as well as other taxes, that may imposed by the jurisdictions in which the Company will conduct its business, as well as being subjected to such taxes by a Member's domicile. The working interest holder will own individual interests in wells in the State of Kansas. Kansas has state income taxes applicable to residents as well as nonresident individuals generating income in that state. As a result, working interest holders may be required to file Kansas income tax returns and to pay income taxes in Kansas and may be subject to penalties for failure to comply with such requirements. In addition, the assets of the Company will likely be subject to ad valorem tax assessed by the county or other local political jurisdictions within which such assets are situated. Production from the wells may be subject to state taxes on gross production in certain jurisdictions and an owner of working interests in the Company may be subjected to estate or inheritance taxes as a result of being deemed to have owned property located in Kansas.

If a working interest holder is not domiciled in Kansas, they may be subject to taxation by their state of domicile as well as by Kansas with respect to income derived from the Company. Depending upon applicable state and local laws, an interest holder may find that some deductions are available for federal income tax purposes that may not be available for state or local income tax purposes. Furthermore, the tax treatment of particular items under Kansas tax law or under the law of a drilling party's state of residency, may vary materially from the federal income tax treatment. Working interest holders are urged to consult their own tax advisors concerning these matters.

Significant Changes Have Been Made In The Code In Recent Years.

The Treasury Department's position regarding many of those changes must await publication of interpretive and legislative regulations, some of which may not be forthcoming for some time. Generally, those interpretations then will be subject to review by the courts, if taxpayers and their representatives believe the interpretations do not conform to the Code. Some Regulations, however, may have the force and effect of law and as a result may be beyond the judicial review powers of federal courts.

The Code is also subject to further change by Congress, and interpretations of the Code may be modified or affected by judicial decisions, by the Treasury Department through changes in Regulations and by the IRS through its audit policy announcements, and published private rulings. Such changes may be retroactive. Accordingly, the ultimate effect on your tax situation may be governed by laws, regulations or interpretations of laws or regulations which have not yet been proposed, passed or made, as the case may be. Although significant changes historically have been given prospective application, the Company can give you no assurance that any changes made in the tax law affecting an investment in the working interests would be limited to prospective effect.

Special Rules Apply to Investments by Foreign Persons

The rules governing the federal income taxation of nonresident alien individuals, foreign corporations, foreign partnerships, and other foreign investors ("foreign persons") are complex, and no attempt has been made herein to provide more than a summary of those rules. Members that are foreign persons should consult with their own tax advisors to fully determine the impact of those regulations on those circumstances.

PLAN OF DISTRIBUTION

The Company may sell the working interests directly or indirectly through officers of the Company or the officers and directors of Victory Minerals. No commission will be paid in connection with the Offering.

INDEMNIFICATION

Under Kansas law, Victory Minerals and the Company are permitted to indemnify managers, officers, directors, employees and agents, as applicable, against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with any proceeding in which a manager, officer, director,

employee or agent, as applicable, successfully defends the action on the merits or otherwise. Generally, the Company and Victory Minerals may indemnify its managers, officers, directors, employees and agents, as applicable, against any liability to Helium4K or the working interest holders if either Victory Minerals or the Company or the applicable manager, officer, director, employee or agent acted in good faith believing its, his or her actions to be in the best interests of the project.

EXPERTS

The unaudited balance sheet as of December 20, 2024 and unaudited income statement for the period ended June 01, 2024, included in this Private Placement Memorandum at “Exhibit Financial Information” have been prepared by the Company.

EXHIBITS

Many exhibits included in this Memorandum are reproduced from large-format originals that are too small to read in this book, and best viewed from electronic copy or large format print. Any Investor may receive by request, either of the following:

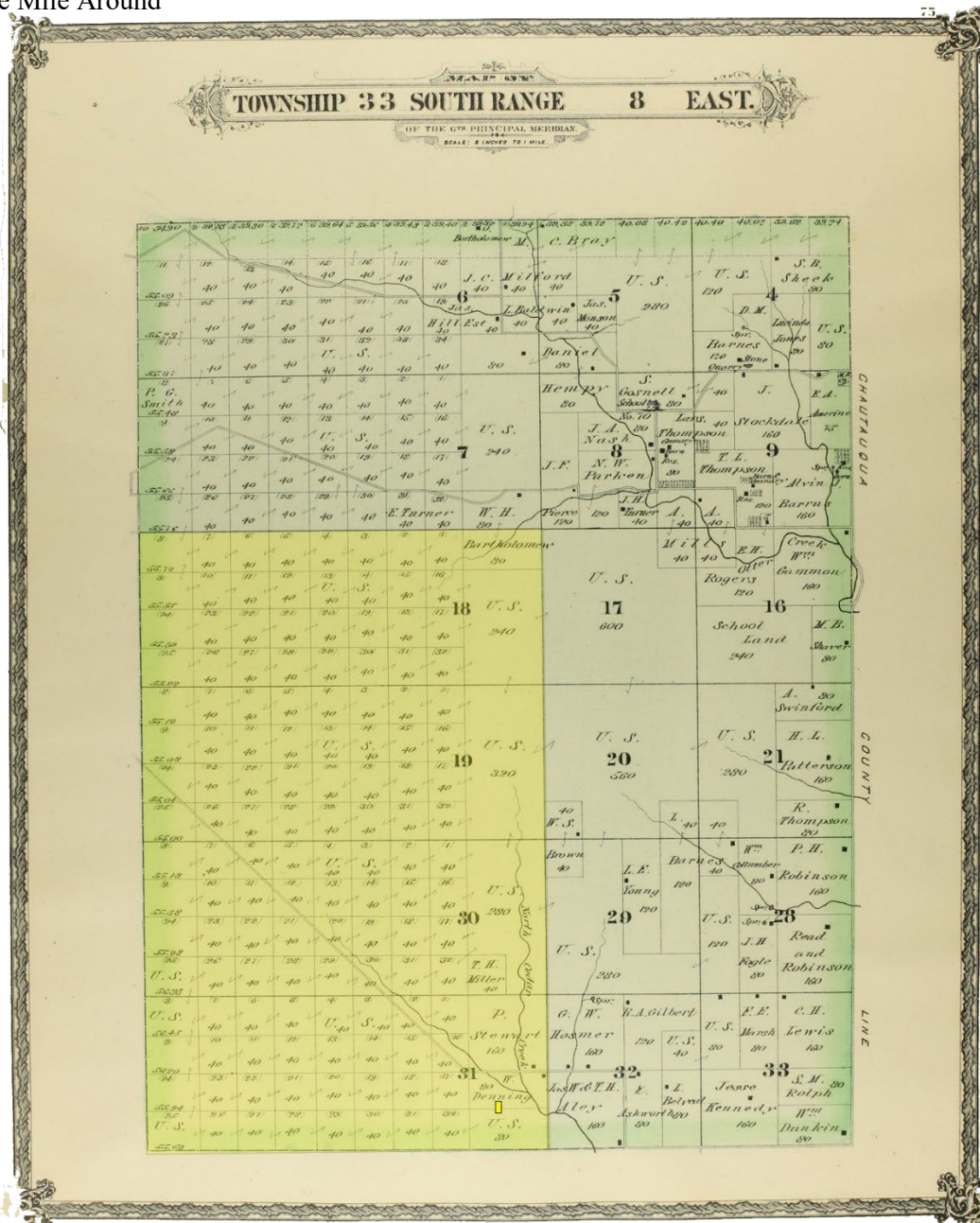
- a. Access to DropBox Containing this Memorandum and its Exhibits
- b. Access to a Flash Drive Containing this Memorandum and its Exhibits
- c. A large-format reproduction of the original Exhibits

EXHIBIT A LIST OF POTENTIAL HELIUM4K PROPERTY IN THE CONTRACT AREA:

The lands which constitute a mutual area of interest for the Helium4K Prospect consisting of 4,000 acres more or less, from which as many as eighty, 40-acre drilling units may be formed for the drilling of a shallow helium gas well pursuant to this memorandum may include oil and gas leases located in:

Section 18	Township 33 South	Range 8 East
Section 19	Township 33 South	Range 8 East
Section 30	Township 33 South	Range 8 East
Section 31	Township 33 South	Range 8 East

And One Mile Around



*These are original United States Government sections totaling 1,680 acres each.

EXHIBIT B SAMPLE FORM OF WORKING INTEREST ASSIGNMENT

ASSIGNMENT OF OIL AND GAS LEASE

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned,

Hereinafter called Assignor, for and in consideration of \$1.00 (One Dollar) and OVC, the receipt of which is hereby acknowledged, does hereby sell, assign, transfer and set over unto

_____ percent (____%) of the Working Interest to the _____ portion of an 81.25% net revenue oil and gas lease consisting of 40 acres more or less, from the surface to a depth of 1,500', located, in the _____ of section ____ township ____ range _____ of Cowley County, Kansas and further described as:

The _____
_____ of the 6th P.M., Cowley County, Kansas.

Such assignment is made and given without warranty, and,

Executed this _____ day of _____, 2025.

Assignor:

By:

STATE OF _____)
_____)ss
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 2025, by _____ known to me to be the person who executed the same on behalf of _____

My commission expires

Notary Public

(Seal)

EXHIBIT C LOCATION MAP

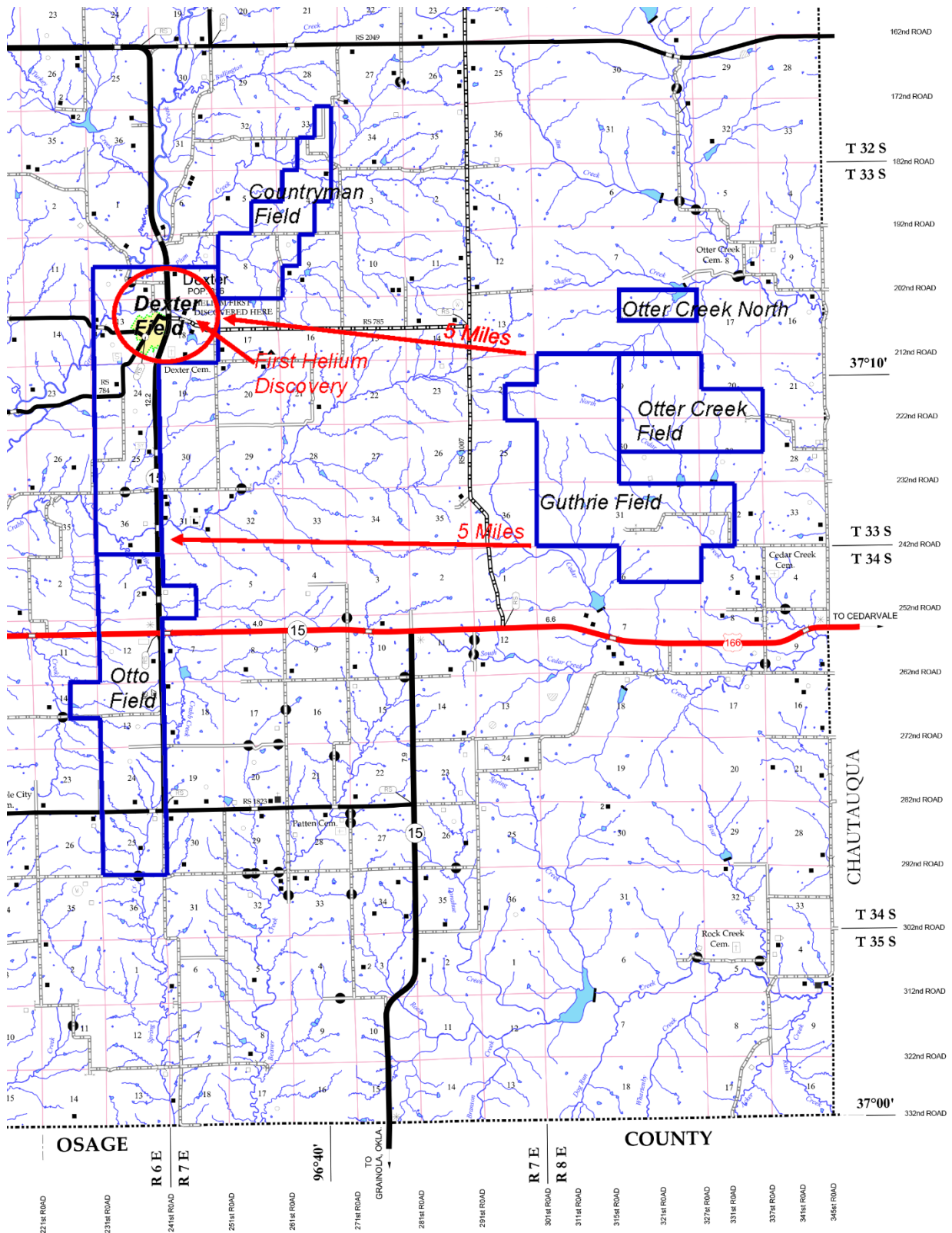


EXHIBIT D HELIUM CROSS-SECTION IN THE DEXTER FIELD



EXHIBIT F FINANCIAL PROJECTIONS OF RESERVES ON 4,000 ACRE CONTRACT AREA AND 40 ACRE DRILLING UNIT

Helium4K Pro-Forma Gross Helium Reserve Projections 4,000 Acres

Possible Reservoir Value of 4,000 Acres at Average Chemical Composition at 100' of Net Sand at 100 MCF/Acre Foot					
Reservoir Value In Place	MCF/Acre Foot	Feet of Pay	Acres	1 MCF	MMCFG
Pay Zone 1 Dexter 310'	100	50	4,000	1,000	20,000 MMCFG
Pay Zone 2 Sedan 600'	100	50	4,000	1,000	20,000 MMCFG
Stacked Zone Reserves		100			40,000 MMCFG

Reservoir Value	MMCFG	Percent Helium	Price/MCF Helium	Total
Pay Zone 1 Dexter 310'	20,000	1.84	\$ 500.00	\$ 184,000,000
Pay Zone 2 Sedan 600'	20,000	1.84	\$ 500.00	\$ 184,000,000
Stacked Zone Value	40,000	1.84	\$ 500.00	\$ 368,000,000

Helium4K Pro-Forma Gross Helium Reserve Projections 40 Acre Drilling Unit

Possible Reservoir Value of 40 Acres at Average Chemical Composition at 100' of Net Sand at 100 MCF/Acre Foot					
Reservoir Value In Place	MCF/Acre Foot	Feet of Pay	Acres	1 MCF	MMCFG
Pay Zone 1 Dexter 310'	100	50	40	1,000	200 MMCFG
Pay Zone 2 Sedan 600'	100	50	40	1,000	200 MMCFG
Stacked Zone Reserves		100			400 MMCFG

Reservoir Value	MMCFG	Percent Helium	Price/MCF Helium	Total
Pay Zone 1 Dexter 310'	200 MMCFG	1.84	\$ 500.00	\$ 1,840,000
Pay Zone 2 Sedan 600'	200 MMCFG	1.84	\$ 500.00	\$ 1,840,000
Stacked Zone Value	400 MMCFG	1.84	\$ 500.00	\$ 3,680,000

This does not include the value of the methane gas, only the helium.

EXHIBIT G JOINT OPERATIONG AGREEMENT

(In The Electronic File Room 20250707)