



**NOTICE AND ACCESS NOTIFICATION
ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, AUGUST 10, 2022**

You are receiving this notification because **FALCON GOLD CORP.** (the “**Corporation**”) has opted to use the “notice and access” model for the delivery of its management information circular (the “**Information Circular**”) to the holders (the “**Shareholders**”) of common shares in the capital of the Corporation, as well as holders of options to purchase Falcon Gold common shares (the “**Optionholders**”) and the holder of warrants to purchase Falcon Gold common shares (the “**Warrantholders**”) and collectively with the Shareholders and Optionholders, the “**Securityholders**”) in respect of its annual general and special meeting of Shareholders to be held on Wednesday, August 10, 2022 (the “**Meeting**”).

Under “notice and access” instead of receiving paper copies of the Information Circular, Securityholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Corporation’s paper use and it also reduces the Corporation’s printing and mailing costs.

MEETING DATE AND LOCATION

WHEN:	Wednesday, August 10, 2022	WHERE:	Suite 2200, 885 West Georgia Street Vancouver, British Columbia
TIME:	10:00 a.m. (PDST)		

The Corporation is offering Shareholders the opportunity to participate in the Meeting by way of teleconference. Registered Shareholders, or proxyholders representing registered Shareholders, participating in the Meeting by way of teleconference will be considered present in person at the Meeting for the purposes of determining quorum. Shareholders wishing to participate by teleconference may do so by dialing the following conference line, and entering the conference ID set forth below:

Conference Line: 1-866-651-2727

Conference ID: 2835875

In light of the ongoing concerns related to the COVID-19 pandemic, the Corporation asks that Shareholders follow the current instructions and recommendations of federal, state and local health authorities when considering attending the Meeting. While it is not known what the situation with COVID-19 will be on the date of the Meeting, the Corporation will adhere to all government and public health authority recommendations and restrictions in order to support efforts to reduce the impact and spread of COVID-19. As such, in order to mitigate potential risks to the health and safety of our communities, Shareholders, employees and other stakeholders, the Corporation is urging all Shareholders to vote by proxy in advance of the Meeting and not to attend the Meeting in person unless and until all social distancing recommendations or restrictions have been lifted. The Corporation will follow the guidance and orders of government and public health authorities in that regard, including those restricting the size of public gatherings.

We strongly encourage Shareholders to attend the Meeting via teleconference and to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 10:00 a.m. (Vancouver time) on August 8, 2022, as voting will not be available via telephone on the day of the Meeting.

Shareholders who wish to attend the Meeting in person must call the Corporation at (604) 670-0019 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **FINANCIAL STATEMENTS:** To receive and consider the consolidated audited financial statements of the Corporation for the year ended June 30, 2020 and 2021, together with the auditor's report thereon. See section entitled "Business of the Meeting – Financial Statements and Auditors' Report" in the Information Circular.
- **APPOINTMENT AND REMUNERATION OF AUDITORS:** to appoint Manning Elliott LLP, Chartered Professional Accounts, as auditor of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration. See the section entitled "Business of the Meeting – Appointment and Remuneration of Auditors" in the Information Circular.
- **FIX THE NUMBER OF DIRECTORS:** to fix the number of Directors of the Corporation at three (3). See the section entitled "Business of the Meeting – Number of Directors" in the Information Circular.
- **ELECTION OF DIRECTORS:** to elect three (3) Directors of the Corporation for the ensuing year. See the section entitled "Business of the Meeting - Election of Directors" in the Information Circular.
- **APPROVAL OF COMPENSATION PLAN:** to pass an ordinary resolution providing the required annual approval of the Corporation's new security-based compensation plan. See the section entitled "Particulars of Other Matters to be Acted Upon – Security-Based Compensation Plan" in the Information Circular.
- **APPROVAL OF PLAN OF ARRANGEMENT:** to consider, and if deemed advisable, to approve, with or without variation, a special resolution (the "**Arrangement Resolution**") to approve a statutory plan of arrangement (the "**Plan of Arrangement**") under section 288 of the *Business Corporations Act* (British Columbia). See the section entitled "Particulars of Other Matters to be Acted Upon – The Arrangement" in the Information Circular
- **OTHER BUSINESS:** to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.



WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:

The Information Circular can be viewed online under the Corporations profile at www.sedar.com or on the Corporation's website at <https://falcongold.ca/>.

The Financial Statement Request Card is included with the proxy and voting instruction form.

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Securityholders may request paper copies of the Information Circular and other meeting materials, including the audited consolidated financial statements of the Corporation for the year ended June 30, 2021 and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests by email to diana@r7.capital or by calling toll-free at 1-888-787-0888. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received **no later than August 3, 2022**. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request. **Requests must be made by email to diana@r7.capital or by calling toll-free at 1-888-787-0888.**

VOTING

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 10:00 a.m. (Vancouver time) on Monday, August 8, 2022:

INTERNET:	Go to www.eproxy.ca and follow the instructions.
FACSIMILE:	Fax to Endeavor Trust Corporation. at 604-559-8908.
MAIL:	Complete the form of proxy or any other proper form of proxy, sign it and mail it to: Endeavor Trust Corporation Suite 702, 777 Hornby Street, Vancouver, BC V6Z 1S4

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET:	Go to proxyvote.com and follow the instructions.
MAIL:	Complete the voting instruction form, sign it and mail it in the envelope provided.

Shareholders with questions about notice and access can call toll free at 1-888-787-0888.