

FALCON GOLD CORP.

Suite 615, 800 West Pender Street
Vancouver, British Columbia, V6C 2V6, Canada
Telephone: 604-716-0551

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Falcon Gold Corp. (the “**Company**” or “**Falcon Gold**”) will be held at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, Canada on the 10th day of August, 2022 at 10:00 a.m. (Vancouver time) for the following purposes:

- (a) to receive and consider the audited consolidated financial statements of the Company as at and for the financial years ended June 30, 2020 and 2021, together with the reports of the auditor thereon;
- (b) to re-appoint Manning Elliott LLP, Chartered Professional Accountants as auditor of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
- (c) to fix the number of the directors of the Company for the ensuing year at three (3);
- (d) to elect directors to hold office for the ensuing year;
- (e) to consider, and if deemed advisable, to approve, with or without variation, the adoption of a new security-based compensation plan (the “**Compensation Plan**”), as more particularly described in the accompanying management proxy circular;
- (f) 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), which involves, among other things, Falcon Gold exchanging with Latamark Resources Corp. (“**Latamark**”) the Latamark preferred shares held by Falcon Gold and transferring and assigning all of its right, title and interest in and to the Esperanza Option Agreement to Latamark for and in consideration of (i) Latamark assuming the Esperanza Option Agreement Obligations on such comparable terms as may be agreed by Latamark and the Optionors, (ii) Latamark issuing 5,000,000 Latamark Shares to Falcon Gold, and (iii) Latamark issuing to the Falcon Gold Shareholders one Latamark Share in exchange for every 5.8 common shares of Falcon Gold (“**Falcon Gold Shares**”) held, pro-rata as to the number of Falcon Gold Shares held by each Falcon Gold Shareholder; and
- (g) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

The Company 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

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

In light of the ongoing concerns related to the COVID-19 pandemic, the Company asks that Shareholders follow the current instructions and recommendations of federal, provincial, 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 Company 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 Company is urging all Shareholders to participate by teleconference or vote by proxy in advance of the Meeting and not to attend the Meeting in person. The Company 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 Falcon Gold 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.

As set out in the notes, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

Shareholders who wish to attend the Meeting in person must call the Company at (604) 716-0551 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.

DATED this 22nd day of June, 2022.

By order of the Board of Directors.

FALCON GOLD CORP.

/s/ "Karim Rayani"

Karim Rayani
Chief Executive Officer and Director