



**FALCON GOLD CORP.**

NOTICE AND MANAGEMENT PROXY CIRCULAR

FOR THE

ANNUAL GENERAL MEETING  
OF SHAREHOLDERS

TO BE HELD AT

11:00 a.m. (Pacific time)  
**Monday, January 15, 2018**

#520 - 470 Granville Street  
Vancouver, BC  
V6C 4V5  
Canada

**FALCON GOLD CORP.**  
#520 – 470 Granville Street  
Vancouver, BC V6C 1V5  
Toll-Free: 1-855-683-1991 Tel: 604-683-1991 Fax: 604-683-8544

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MONDAY, JANUARY 15, 2018**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “Meeting”) of the Shareholders of Falcon Gold Corp. (the “Company”) will be held at the Company’s office at #520 - 470 Granville Street, Vancouver, BC V6C 1V5 on **Monday, January 15, 2018 at 11:00 a.m.** (Pacific time) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial years ended June 30, 2017, together with the auditor’s report thereon.
2. To appoint the auditors of the Company for the ensuing year; and to authorize the Directors, in their discretion, to change auditors during the year, subject to compliance with the requirements of the BC Securities Commission.
3. To fix the number of Directors for the ensuing year at four (4).
4. To elect Directors to hold office for the ensuing year.
5. To consider, and if thought advisable, approve an ordinary resolution reconfirming the Company’s 2016 Stock Option Plan, as more particularly described in the Information Circular.
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The Board of Directors has fixed the close of business on the 27th day of November, 2017, as the record date for determination of shareholders entitled to notice of this Meeting or any adjournment(s) thereof and the right to vote thereat.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with TMX Trust Company, 301 - 100 Adelaide Street West, Toronto ON M5H 4H1 by mail, fax or by hand (fax: 416-595-9593), or as otherwise instructed in the form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting. The Chair of the Meeting has the discretion to accept proxies received less than 48 hours prior to the Meeting.

If you are a non-registered shareholder of the Company and received these materials either directly from the Company or through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by the Company or your Intermediary.

DATED at Vancouver, British Columbia, this 30<sup>th</sup> day of November, 2017.

**FALCON GOLD CORP.**  
“*Stephen Wilkinson*”  
STEPHEN WILKINSON, CEO

# **FALCON GOLD CORP.**

#520 – 470 Granville Street, Vancouver, B.C., V6C 1V5  
Toll-Free: 1-855-683-1991 Tel: 604-683-1991 Fax: 604-683-8544

## **INFORMATION CIRCULAR**

dated November 30, 2017

### **MANAGEMENT SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the management of Falcon Gold Corp. (the “**Company**”) for use at the annual general meeting of the shareholders of the Company to be held at the Company’s office at #520 - 470 Granville Street, Vancouver, BC V6C IV5 at 11:00 a.m. (Pacific time) on Monday, the 15<sup>th</sup> day of January, 2018 (the “**Meeting**”), and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting (the “**Notice of Meeting**”). Unless specified otherwise, the information contained in this Information Circular is current as at November 30, 2017.

#### **Delivery of Proxy Materials**

The Company has elected to use the notice and access method of delivering meeting materials to both registered and beneficial shareholders. Registered shareholders will still be mailed a form of proxy, and beneficial shareholders will still be mailed a voting instruction form, allowing them to vote at the Meeting. Shareholders will also receive in the mail a notice with information about the Meeting and instructions on how they can access electronic copies of the meeting materials rather than receiving printed copies. The meeting materials will be available on SEDAR ([www.sedar.com](http://www.sedar.com)) and the Company’s website ([www.falcongold.ca/s/AGM.asp](http://www.falcongold.ca/s/AGM.asp)).

Shareholders may access electronic copies of the meeting materials online at the Company’s website or SEDAR on or after December 11, 2017, which is the date that the Company intends to commence mailing notice packages to the shareholders of record.

The Company does not intend to use “stratification” (i.e. sending a paper information circular and/or annual financial statements and MD&A to certain shareholders); however the Company will comply with standing instructions or other requests for paper information circular and/or annual financial statements and MD&A received from beneficial holders.

The Company intends to mail directly to its non-objecting beneficial owners (“NOBOs”) in compliance with National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”). The Company does not intend to pay for Intermediaries (as defined in the section ‘*Notice to Beneficial Holders*’ below) to forward meeting materials to the objecting beneficial owners (“OBOs”) pursuant to NI 54-101. Therefore, OBOs will not receive materials unless their Intermediary assumes the cost of delivery.

#### **How to Obtain Paper Copies of the Proxy Materials**

Shareholders may request that the Company mail to them a paper copy of this Information Circular and/or the Company’s Fiscal 2017 Annual Financial Statements and MD&A, at no cost to them, at any time up to one year from the date the documents were filed on SEDAR.

Requests to receive a paper copy of this Information Circular and/or the Company's Fiscal 2017 Annual Financial Statements and MD&A may be made by telephone by calling 1-855-683-1991. Requests to receive a paper copy of this Information Circular must be received by the Company by the close of business on December 20, 2017 in order to ensure that shareholders receive the mailed documents with sufficient time to allow them to complete and return their proxy or voting instruction form before the Proxy cut-off date and time.

**Please note that if you request a paper copy of this Information Circular and/or the Company's Fiscal 2017 Annual Financial Statements and MD&A, you will not receive a new proxy or voting instruction form so you should retain the form mailed to you in order to vote.**

## PROXIES

### Appointment of Proxies

The persons named in the form of proxy or voting instruction form (both referred to herein as the "Proxy") are nominees of the Company's management. **A shareholder wishing to appoint a person (who need not be a shareholder) to attend and act for him on his behalf at the Meeting, other than the persons designated as proxy holders in the enclosed Proxy, may do so by striking out the printed names and inserting the name of such other person in the blank space provided in the Proxy or by completing another proper form of proxy.** The completed Proxy or other proper form of proxy must be delivered or faxed to TMX Trust Company, or as otherwise instructed in the Proxy, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting. The Chairman of the Meeting has the discretion to accept proxies on the day of the Meeting.

### Revocation of Proxies

A shareholder who has given a Proxy may revoke it at any time before it is exercised by an instrument in writing (a) executed by the shareholder or by his attorney authorized in writing, or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation; and (b) delivered or faxed to TMX Trust Company at 301 - 100 Adelaide Street West, Toronto ON M5H 4H1 (fax: 416-595-9593), or to the registered office of the Company at 439 Helmcken Street, Vancouver, BC V6B 2E6 (fax: 604-684-3350), at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, before any vote in respect of which the Proxy is to be used shall have been taken, or in any other manner provided by law. Attendance at the Meeting and participation in a poll by a shareholder will automatically revoke the Proxy.

### Voting of Proxies and Exercise of Discretion by Proxyholders

The shares represented by the Proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **IF A CHOICE IS NOT SO SPECIFIED, IT IS INTENDED THAT THE PERSON DESIGNATED BY MANAGEMENT IN THE ACCOMPANYING PROXY WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED ON THE PROXY.**

The Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to any matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations, or other matters to come before this Meeting.

**Solicitation of Proxies**

Solicitations of proxies will be made by mail and may be supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokerage houses holding shares on behalf of clients) for the cost incurred in obtaining their authorization to execute forms of proxy. The cost of solicitation will be borne by the Company.

**Notice to Beneficial Owners**

Most beneficial owners of the Company's shares are NOT listed on the Company's register of shareholders. Beneficial owners will not be listed if they hold their shares through an intermediary, such as a brokerage firm, bank, trust company, RRSP, RRIF, TFSA, or other firm, financial institution or company. In this discussion, such owners are referred to as "you" or as a "Beneficial Owner", and the firm, financial institution or company through which you hold your shares are referred to as "Intermediaries". This discussion does not apply to owners of shares of the Company who hold their shares directly instead of through an Intermediary and who are therefore listed directly on the Company's register of shareholders.

The Company can only recognize votes and take instructions from shareholders who are listed on its register of shareholders.

The Company intends to mail directly to non-objecting beneficial owners ("NOBOs"). Therefore, if you are a NOBO, in order to vote at the Meeting, you will either need to instruct the Company on how to vote your shares, or instruct the Company to authorize you or someone you appoint to attend and vote at the Meeting. To do so, you will need to complete the Proxy sent to you by the Company, sign it and return it as instructed in the Proxy. If you want to attend and vote at the Meeting yourself, then you will need to strike out the names of the Management nominees just before the blank space on the Proxy, and insert your own name in the blank space. You can also appoint someone else to attend the Meeting and vote on your behalf by inserting that person's name in the blank space instead of your own on the Proxy.

Intermediaries may assume the cost of delivery and mail to objecting beneficial owners ("OBOs"). The Company will provide Meeting materials to the Intermediaries as requested. Therefore, if you are an OBO, in order to vote at the Meeting, you will either need to instruct your Intermediary on how to vote your shares, or instruct the Intermediary to authorize you or someone you appoint to attend and vote at the Meeting. To do so, you will need to complete the Proxy sent to you by or on behalf of your Intermediary, sign it and return it to your Intermediary or to another party directed by your Intermediary. If you want to attend and vote at the Meeting yourself, then you will need to strike out the names of the Management nominees just before the blank space on the Proxy, and insert your own name in the blank space, or as otherwise instructed by your Intermediary. You can also appoint someone else to attend the Meeting and vote on your behalf by inserting that person's name in the blank space instead of your own on the Proxy, or as otherwise instructed by your Intermediary.

Again, if you wish to give voting instructions to persons listed on the Proxy to vote on your behalf at the Meeting or if you wish to attend the Meeting and vote in person or have someone else attend and vote on your behalf, you must complete the Proxy and return it in accordance with the instructions and time limits provided. This will enable persons listed on the Proxy either to vote your shares as you have directed, or to give formal notice to the Company that you or someone you have appointed has the authority to attend and vote at the Meeting.

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

None of the Directors or Executive Officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue unlimited common shares without par value, of which the Company has outstanding 21,846,184 common shares as at November 27, 2017, each common share carrying the right to one vote. The Directors have fixed November 27, 2017 as the record date for determination of shareholders entitled to notice of this Meeting or any adjournment(s) thereof. Shareholders of record at the close of business on November 27, 2017, are entitled to vote at the Meeting or adjournments thereof.

To the knowledge of the Directors and Executive Officers of the Company, there are no shareholders who beneficially own, directly or indirectly, or exercise control or direction over, voting shares of the Company carrying more than 10% of the voting rights attached to all of the issued and outstanding voting shares of the Company.

### **APPOINTMENT OF AUDITORS**

Shareholders will be asked to vote for the appointment of the Company's auditors, BDO Canada LLP, Chartered Accountants, at a remuneration to be fixed by the directors. BDO Canada LLP, Chartered Accountants were appointed as the Company's auditor effective June 9, 2015. On the representations of the said accountants, neither that firm nor any of its partners has any direct financial interest or any material indirect financial interest in the Company or any of its subsidiaries or has had any connection during the past three years with the Company or any of its subsidiaries in the capacity of promoter, underwriter, voting trustee, director, officer or employee. Shareholders will be asked to approve the following resolution:

*“RESOLVED, AS AN ORDINARY RESOLUTION, that BDO Canada LLP, Chartered Accountants, be appointed as auditor of the Company, provided that the Board of Directors in their discretion may seek proposals from other qualified accounting firms for the position of auditor of the Company for the ensuing year, and, should one or more favourable proposals be received, the Directors may replace BDO Canada LLP, Chartered Accountants, as the Company's auditor at any time during the ensuing year with a qualified accounting firm at a remuneration to be fixed by the Board of Directors, subject to compliance by the Company with the requirements of the BC Securities Commission.”*

### **ELECTION OF DIRECTORS**

Management proposes to nominate the persons named in the following table for election as directors of the Company. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting or until his successor is duly elected or appointed, unless his office is earlier vacated.

At the Meeting, the Shareholders will be asked to vote on a resolution fixing the number of directors of the Company at four (4) and elect as directors the following Management nominees: Stephen Wilkinson, David G. Tafel, Brian Crawford and James Farley.

The following table sets out the names of the nominees for election as directors, the province or state in which each is ordinarily resident, a brief biography of each, all offices of the Company now held by each of them, their principal occupations, the period of time for which each has been a director of the Company, and the number of voting shares of the Company beneficially owned by each of them, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name, Residence, Position with the Company and Year First Became a Director <sup>(1)</sup>	Principal Occupation or Employment <sup>(1)</sup>	Voting Shares Owned or Controlled, Directly and Indirectly <sup>(1)</sup>
<p><b>Stephen Wilkinson</b> <sup>(2)(3)</sup>            British Columbia, Canada            Director, CEO &amp; President  <i>Director since Aug. 15, 2014</i></p>	<p>CEO &amp; President of the Company.            Mr. Wilkinson was the Vancouver-based mining analyst for RBC Dominion Securities Inc. in the mid to late 1990's. From 1999 to 2002, he was President, CEO and Director of Northern Orion Explorations Ltd. He is currently a director of Centurion Minerals Ltd. He has extensive international experience in the mining and finance industries having served as an officer and director of several private and public companies. Mr. Wilkinson has a Bachelor of Science from the University of Western Ontario (Geology, 1976), a Master of Science from Carleton University in Ottawa (Geology, 1983) and an MBA degree from Clarkson University in New York (1995).</p>	<p>1,124,000            Common Shares</p>
<p><b>Brian Crawford</b> <sup>(3)</sup>            Ontario, Canada            Director, CFO  <i>Director since Nov. 24, 2006</i></p>	<p>CFO of the Company.            President of Brant Capital Partners Inc.</p>	<p>560,000            Common Shares</p>
<p><b>David G. Tafel</b> <sup>(2)(4)</sup>            British Columbia, Canada            Director, Non-Executive Chairman  <i>Director since June 15, 2012</i></p>	<p>Non-Executive Chairman of the Company            Mr. Tafel is President &amp; CEO of the Centurion Minerals Ltd. since November 7, 2008 and CEO &amp; Corporate Secretary of Portofino Resources Inc. since October 4, 2016. Mr. Tafel holds a BA in Economics and has over 25 years of corporate structuring, strategic planning, financing and management experience. He has served as director and officer of a number of public companies involved in the mining industry.</p>	<p>617,447            Common Shares</p>
<p><b>James Farley</b> <sup>(2)(4)</sup>            British Columbia, Canada            Director  <i>Director since June 15, 2012</i></p>	<p>Mr. Farley is a business consultant for the mining and oil and gas industries, specializing in Health Safety and Environmental management. Formerly, Senior Environment, Health and Safety Specialist at NWR Partnership. He has been involved in the capital markets for over 25 years, initially as a financial advisor and subsequently as a private businessman, and holds a Diploma from the British Columbia Institute of Technology.</p>	<p>935,400            Common Shares</p>

(1) The information as to province or state of residence, principal occupation and common shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually, or the Company has relied on public information provided on SEDI. Figure does not include options or warrants to purchase unissued shares of the Company.

(2) Audit Committee member.

(3) A director that is not independent pursuant to definitions set out in *National Policy 58-101 Disclosure of Corporate Governance Practices* and *National Instrument 52-110 Audit Committees*.

(4) A director that is independent pursuant to definitions set out in *National Policy 58-101 Disclosure of Corporate Governance Practices* and *National Instrument 52-110 Audit Committees*.

**Unless instructions are given to abstain from voting with respect to the election of directors, the persons named in the enclosed Proxy intend to vote FOR the election of the nominees named in the table above. Management of the Company has no reason to believe that any of such persons will be unable to serve as a director, but if that should occur for any reason prior to the election, the persons named in the enclosed Proxy reserve the right to vote for another nominee of their choice.**

As at the date of this Information Circular, other than as follows, no proposed director was, or has been within 10 years before the date of this Circular,

- a director or executive officer of a company that, while that person was acting in that capacity,
  - (i) was the subject of a cease trade or similar order, or an order that denied the issuer access to any exemptions under applicable Securities Laws, for a period of more than 30 consecutive days;
  - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
  - (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Wilkinson was a director of HMZ Metals Inc., a metals company formerly listed on CNQ, which was granted management cease trade orders ("MCTO") in connection with the late filing of interim financial statements between April 9, 2008 and May 30, 2008. The company was then subject to a general Cease Trade Order, effective since May 1, 2009, for failure to file the audited annual financial statements and the related MD&A. It is now a private company. Mr. Wilkinson was an officer and director of ValGold Resources Ltd. which was subject to a MCTO in connection with the late filing of audited financial statements invoked on December 9, 2008 and, subsequent to the company filing the required documents, revoked on January 28, 2009.

Mr. Crawford became a director and officer of Interactive Capital Partners Corporation ("ICPC") on July 3, 2014. At the time he became a director and officer of ICPC, it was subject to a cease trade order issued on May 8, 2012 as a result of its failure to meet its timely disclosure filing obligations. ICPC has now filed the necessary financial reports and the cease trade orders were revoked by the Ontario, British Columbia, and Alberta Securities Commissions on April 4, 2016 (ON and BC) and April 6, 2016 (AB).

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **Director and Named Executive Officer Compensation**

The following table sets forth certain information regarding the compensation for the fiscal year ended June 30, 2017 of each of the directors and (i) the Chief Executive Officer of the Company in such year (ii) the Chief Financial Officer of the Company in such year and (iii) the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO

and CFO, at the end of the fiscal year, whose total compensation was, individually, more than \$150,000 for 2017 (calculated in accordance with the prescribed form), or who would have been such an executive officer but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the fiscal year (the “Named Executive Officers” or “NEOs”).

During fiscal 2017, the Company had two Named Executive Officers, Mr. Wilkinson, President & CEO, and Mr. Crawford, CFO.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Stephen Wilkinson<sup>(1)</sup></b> <i>CEO and President; Director</i>	2017	64,650	Nil	Nil	Nil	Nil	64,650
	2016	42,000	Nil	Nil	Nil	Nil	40,000
<b>Brian Crawford</b> <i>CFO; Director</i>	2017	36,000	Nil	Nil	Nil	Nil	36,000
	2016	9,000	Nil	Nil	Nil	Nil	9,000
<b>David G. Tafel</b> <i>Director</i>	2017	75,000	Nil	Nil	Nil	Nil	75,000
	2016	40,000	Nil	Nil	Nil	Nil	40,000
<b>James Farley</b> <i>Director</i>	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil

### Stock Options and Other Compensation Securities

The following table sets out incentive option-based awards granted or issued to each Director and Named Executive Officer during the financial year ended June 30, 2017. The Company does not award any compensation securities other than options.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
<b>Stephen Wilkinson</b> <i>CEO and President</i>	Stock Options	300,000	Sept 7, 2016	\$0.10	\$0.08	\$0.045	Sept 7, 2021
<b>Brian Crawford</b> <i>CFO</i>	Stock Options	125,000	Sept 7, 2016	\$0.10	\$0.08	\$0.045	Sept 7, 2021
<b>David G. Tafel</b> <i>Director</i>	Stock Options	260,000	Sept 7, 2016	\$0.10	\$0.08	\$0.045	Sept 7, 2021
<b>James Farley</b> <i>Director</i>	Stock Options	125,000	Sept 7, 2016	\$0.10	\$0.08	\$0.045	Sept 7, 2021

As of June 30, 2017, Mr. Wilkinson held an aggregate 350,000 options to purchase 350,000 common shares; Mr. Crawford held an aggregate held an aggregate 165,000 options to purchase 165,000 common shares; Mr. Tafel held an aggregate 350,000 options to purchase 350,000 common shares; and Mr. Farley held an aggregate 185,000 options to purchase 185,000 common shares. Such options all vested immediately upon the grant date.

No stock options were exercised by a Director or Named Executive Officer during the financial year ended June 30, 2017.

### **Stock Option Plan**

The Company has in place a stock option plan, the 2016 Stock Option Plan (the “Plan”), pursuant to which the Directors are authorized to grant up to 10% of the issued and outstanding shares of the Company as it may be from time to time. As at the date of this Information Circular, the Company is entitled to issue 2,184,618 options subject to the Plan, there are a total of 1,480,000 options outstanding, and a further 704,618 available for issuance (also see *Securities Authorized for Issuance Under Equity Compensation Plan* above).

The Plan is administered by the Board of Directors, or a committee thereof, who have the authority to grant options to directors, officers, employees, and consultants. At the time an option is granted, the Board will determine the exercise price, term (up to 10 years), and any vesting criteria or other restrictions with respect to the exercise of the options pursuant to the Policies of the TSX Venture Exchange. Subject to the restrictions contained in the Plan, the Board of Directors or a committee thereof may also impose such other terms and conditions as it shall deem necessary or advisable at the time of the grant.

Options are granted primarily to provide an incentive to achieve the Company’s goals by aligning the interests of such officers with those of shareholders, attracting and retaining personnel, and acting as a longer-term incentive to such personnel to encourage commitment to the Company and its objectives. All securities under option are Common Shares.

### **Employment, Consulting and Management Agreements**

#### *Service Contracts*

The Company has entered into service contracts with its Named Executive Officers. The service contracts with the Company’s Named Executive Officers have an initial fixed term and automatically renew annually thereafter. The agreements include non-disclosure covenants requiring the NEO to keep the Company’s confidential information confidential and prohibiting its use other than on behalf and for the benefit of the Company, both during employment and for an indefinite period thereafter. In the event of the death of a NEO, the service contracts provide for a one-time payment equal to one year's salary.

Pursuant to the terms of the Company’s Stock Option Plan (see *Stock Option Plan* below), in the event of termination of a Named Executive Officer or director, for any reason, all options to purchase common shares then held by the Named Executive Officer or director will terminate on the earlier of the original expiry date(s) of such options and the 90th day following termination, provided however that the Board may extend the options to the earlier of the original expiry date(s) of such options and one (1) year from the date of termination. In the event of the death of a Named Executive Officer or director, options may be exercised up to one (1) year after the date of death by the lawful inheritors.

The Company’s non-management Directors are entitled to receive compensation for acting as directors, or for providing extra services to the Company, in the form of stock options, bonuses or other compensation as the Board of Directors of the Company may determine from time to time. Directors of the Company are also entitled to reimbursement for any expenses incurred by them on behalf of the Company.

The Company has not entered into written agreements with its non-management directors, and has no arrangements with the directors with respect to termination or change of control. The Directors do not receive benefits upon termination of their position as directors, other than pursuant to the terms of the Company's Stock Option Plan.

Other than disclosed above, the Company has no plans or arrangements in respect of remuneration received or that may be received by the Named Executive Officers, or any other director or officer of the Company in the Company's two most recently completed fiscal year or current fiscal year in respect of compensating such officers in the event of termination of employment as a result of resignation, retirement, a change of control of the Company, or a change in an individual's responsibilities.

#### *Indemnity Agreements and Directors' and Officers' Liability Insurance*

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company, to the extent permitted by law, and has entered an Indemnity Agreement with its directors and NEOs. The Company purchases annual insurance coverage for directors' and officers' liability.

#### **Compensation Oversight**

The Board of Directors as a whole considers and determines all compensation matters for the NEOs and Directors. From time to time, the Board evaluates the compensation of the executives and ensures that they are compensated fairly in a manner consistent with the compensation strategy of the Company, internal equity considerations, and the competitive environment.

The Company is not intending to make any significant changes to its compensation policies and practices in the current financial year.

Currently, the Company's executive compensation package consists of a salary and long-term incentive in the form of stock options. While the Company currently has no formal executive bonus plan the executives may receive bonuses from time to time. In determining compensation, the Board considers in addition to the financial resources of the Company, industry, local and national standards. Compensation is not tied to specific performance criteria or goals. While the Company is generally aware of industry compensation standards, the Company does not benchmark with a specific group of comparable companies.

#### *Salaries*

Salaries for executive officers are set out in each executive's service contracts, as amended from time to time. Such salaries are reviewed on a regular basis by the Board. The initial annual salaries of the Company's current Named Executive Officers were negotiated at the time of their entering a formal agreement based on the Company's evaluation of the responsibilities inherent in the position held and the individual's experience and past performance, as well as by reference to the competitive marketplace for management expertise.

#### *Stock Options*

Options to purchase common shares are granted from time to time, pursuant to the Company's Stock Option Plan, as a means of aligning the interests of such officers with those of shareholders, attracting and retaining personnel, and acting as a longer-term incentive to such personnel to encourage commitment to the Company and its objectives.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

### EQUITY COMPENSATION PLAN INFORMATION (AS AT JUNE 30, 2017)

Following is a summary of shares subject to options outstanding under the Company's Stock Option Plan and shares remaining available for grant as at the end of the most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance (excluding securities reflected in column (a) <sup>(1)</sup> (c)
<b>Fiscal 2017</b>			
Equity compensation plans approved by securityholders	1,615,000	\$027	387,619
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	1,615,000	\$0.27	387,619

<sup>(1)</sup> The total number of securities which may be issued under the Company's Stock Option Plan, described below, is at any time, 10% of the Company's outstanding common shares at such time. At June 30, 2017 the Company had 20,026,189 shares issued and outstanding and was entitled to issue 387,619 options.

For more information on the Stock Option Plan see *Stock Option Plan* above and *Particulars of Matters to be Acted Upon – Approval of Stock Option Plan* below.

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Company's required annual disclosure of its corporate governance practices.

### **Board of Directors**

Of the current Board of Directors of the Company, David Tafel and James Farley are independent directors. Stephen Wilkinson and Brian Crawford are not independent directors by virtue of their respective positions as CEO and CFO of the Company.

### **Directorships**

The following directors of the Company are also directors in the following reporting issuers:

Stephen Wilkinson	Centurion Mineral Ltd. (TSX-V) Portofino Resources Inc. (TSX-V) Parallel Mining Corp. (TSX-V) WPC Resources Inc. (TSX-V)
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Brian Crawford	GTA Resources and Mining Inc. (TSX-V) CBLT Inc. (TSX-V) Tempus Capital Inc. (not listed) Interactive Capital Partners Corporation (not listed)
David Tafel	Centurion Mineral Ltd. (TSX-V) Portofino Resources Inc. (TSX-V)

### **Orientation and Continuing Education**

Management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers, committee members and the Company as a whole. The Company continually reviews the latest securities rules and policies and is on the mailing list of the TSX Venture Exchange to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Company's Board either by way of Director or Committee meetings or circulated in a memorandum.

### **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Pursuant to corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

### **Nomination of Directors**

The Company's management is continually in contact with individuals involved in the mining industry and public sector resource issuers. From these sources the Company has made numerous contacts and in the event that the Company were in a position to nominate any new directors, such individuals would be brought to the attention of the Directors of the Company. The Company conducts due diligence, reference and background checks on any suitable candidate and if selected to be appointed as a Director. The Corporate Governance Committee is involved in the selection process and the Board is then involved to review any proposed compensation.

**Compensation**

Compensation matters are considered by the full Board of Directors. See *Statement of Executive Compensation* above for information regarding the Company's compensation of its Directors and CEO.

**Other Board Committees**

The Company currently has no committees other than the Audit Committee and Compensation, Corporate Governance and Nominating Committee. The Audit Committee Charter and additional disclosure related to the Audit Committee is attached hereto in Appendix 1.

**Assessments**

Being a venture issuer with limited administration resources, the Directors of the Company work closely with management, and each other, and as a consequence are in a position to assess the performance of the Board, its Committee and individual directors on an ongoing basis.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the Directors or Executive Officers of the Company or associates or affiliates of such persons is or has been indebted to the Company or its subsidiaries at any time since the beginning of the last completed financial year of the Company.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise set out in this Information Circular and other than transactions carried out in the ordinary course of business of the Company, no insider or proposed nominee for election as a director of the Company, and no associate or affiliate of the foregoing persons, has or had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year, or in any proposed transaction which in either such case has materially affected or will materially affect the Company.

**PARTICULARS OF MATTERS TO BE ACTED UPON****Approval of Stock Option Plan**

The Company has in place a "rolling" Stock Option Plan, the 2016 Stock Option Plan (the "Plan"), pursuant to which the Directors are authorized to grant up to 10% of the issued and outstanding shares of the Company as it may be from time to time. As at the date of this Information Circular, the Company is entitled to issue 2,184,618 options subject to the Plan, there are a total of 1,480,000 options outstanding, and a further 704,618 available for issuance. (See *Stock Option Plan* above for details).

Subject to the Policies of the TSX Venture Exchange, a "rolling" stock option plan must be approved and ratified annually by the Shareholders at the Meeting of the Shareholders of the Company. The Plan was last approved by Shareholders on December 15, 2016.

A copy of the Plan is available upon request at the offices of the Company at Suite 520, 470 Granville Street, Vancouver, British Columbia V6C 1V5.

At the Meeting, Shareholders will be asked to approve the following resolution:

***“RESOLVED, AS AN ORDINARY RESOLUTION, that:***

- 1. the Company's 2016 Stock Option Plan be and is hereby approved and ratified; and*
- 2. the Board of Directors be and is hereby authorized to grant options under and subject to the terms and conditions of the 2016 Stock Option Plan, which may be exercised to purchase up to 10% of the issued and outstanding common shares of the Company.”*

**OTHER MATTERS**

The management of the Company is not aware of any matter to come before the Meeting other than as set forth in the Notice of Meeting and this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company to request copies of the Company’s information circular, financial statements and MD&A, and any other public documents of the Company referred to herein, free of charge, by contacting David G. Tafel at #520 – 470 Granville Street, Vancouver, B.C., V6C 1V5 or by telephone at 1-855-683-1991. Financial information is provided in the Company’s comparative financial statements and MD&A for its most recently completed financial year.

DATED this 30<sup>th</sup> day of November, 2017.

ON BEHALF OF THE BOARD OF DIRECTORS  
FALCON GOLD CORP.

*"Stephen Wilkinson"*

Stephen Wilkinson  
CEO

## APPENDIX 1

### FORM 52-110F2 - DISCLOSURE BY VENTURE ISSUERS

#### 1. The Audit Committee Charter

The Company's Audit Committee Charter is set forth below in Appendix 1.1.

#### 2. Composition of the Audit Committee and Relevant Education and Experience

The Audit Committee currently consists of: Stephen Wilkinson, David Tafel and James Farley. David Tafel and James Farley are "independent", Stephen Wilkinson is not "independent", and all members "financially literate" as such terms are defined in National Instrument 52-110 - Audit Committees ("NI 52-110").

#### 3. Relevant Education and Experience

The education and experience of each Audit Committee member are described below and in this Information Circular under the section entitled "Election of Directors".

##### *Stephen Wilkinson*

Mr. Wilkinson holds a B.Sc. (Geol), and M.Sc. (Geol) and an MBA with finance specialty and has sat on the audit committee of several public companies. He has approximately 10 years' experience as a financial analyst and has extensive international experience in the mining and finance industries having served as an officer and director of several private and public companies.

##### *David Tafel*

Mr. Tafel holds a BA in Economics and completed multiple intermediate and advanced accounting courses as part of his university curriculum. He has over 25 years of corporate structuring, strategic planning, financing and management experience. He has served as director and officer of a number of public companies involved in the mining industry, and roles have included audit committee member and chairman.

##### *James Farley*

Mr. Farley has been involved in the capital markets for over 30 years, initially as a financial advisor and subsequently as a private businessman. He is a graduate of the Canadian Securities Course and was previously a registered representative for the Canadian markets.

#### 4. Audit Committee Oversight

See Appendix 1.1 Roles and Responsibilities. Since the commencement of the Company's most recently completed financial year, no recommendation of the audit committee to nominate or compensate an external auditor was not adopted by the Board of Directors.

#### 5. Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, it has not relied on the exemptions in section 2.4 (*De Minimum Non-audit Services*) or an exemption granted under Part 8 (*Exemptions*) of NI 52-110.

#### 6. Pre-Approval Policies and Procedures

The Audit Committee approves any requests for audit and non-audit services and fees rendered to the Company and its subsidiaries by the external auditor.

#### 7. External Auditor Service Fees (By Category)

The fees paid to the Company's external auditor in each of the last two fiscal years are as follows:

Year Ended June 30	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2017	\$21,950	\$Nil	\$Nil	\$Nil
2016	\$28,890	\$Nil	\$Nil	\$Nil

#### 8. Exemption

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption contained in section 6.1 of NI 52-110, which exempts it from the requirements of Part 3 (*Composition of Audit Committees*) and Part 5 (*Reporting Obligations*) of NI 52-110.

## APPENDIX 1.1

### FALCON GOLD CORP. Audit Committee of the Board of Directors Charter

#### Mandate

##### A. Role and Objective

The Audit Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Falcon Gold Corp. (the “**Corporation**”) established for the purpose of overseeing the accounting and financial reporting process of the Corporation and external audits of the consolidated financial statements of the Corporation. In connection therewith, the Committee assists the Board in fulfilling its oversight responsibilities in relation to the Corporation’s internal accounting standards and practices, financial information, accounting systems and procedures, financial reporting and statements and the nature and scope of the annual external audit. The Committee also recommends for Board approval, the Corporation’s audited annual consolidated financial statements and other mandatory financial disclosure.

The Corporation’s external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Corporation. The Committee shall be directly responsible for overseeing the relationship of the external auditor. The Committee shall have such access to the external auditor as it considers necessary or desirable in order to perform its duties and responsibilities. The external auditor shall report directly to the Committee.

The objectives of the Committee are to:

1. Be satisfied with the credibility and integrity of financial reports;
2. Support the Board in meeting its oversight responsibilities in respect of the preparation and disclosure of financial reporting, including the consolidated financial statements of the Corporation;
3. Facilitate communication between the Board and the external auditor and to receive all reports of the external auditor directly from the external auditor;
4. Be satisfied with the external auditor’s independence and objectivity; and
5. Strengthen the role of independent directors by facilitating in-depth discussions between members of the Committee, management and the Corporation’s external auditor.

##### B. Composition

1. The Committee shall comprise at least three directors, the majority of whom shall be independent directors. Each independent Committee member shall satisfy the independence, financial literacy and experience requirements of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.
2. Members of the Committee shall be appointed by the Board. Each member shall serve until his/her successor is appointed, unless he/she shall resign or be removed by the Board or he/she shall otherwise cease to be a director of the Corporation. The Board shall fill any vacancy if the membership of the Committee is less than three directors.
3. The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership. The Committee Chair shall satisfy independence (as described above B.1), financial literacy and experience requirements.

4. The Committee shall have access to such officers and employees of the Corporation and to such information respecting the Corporation as it considers to be necessary or advisable in order to perform its duties and responsibilities. The Committee shall have the authority to engage and compensate an outside adviser.

### C. Meetings

1. The Committee shall meet at least four times annually at such times and at such locations as the Chair of the Committee shall determine. Any two members of the Committee may also request a meeting of the Committee.
2. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to hear each other.
3. The Chair shall, in consultation with management, establish the agenda for the meetings and instruct management to ensure that properly prepared agenda materials are circulated to the Committee with sufficient time for study prior to the meeting.
4. Every question at a Committee meeting shall be decided by a majority of the votes cast.
5. Each of the Chief Executive Officer and Chief Financial Officer of the Corporation shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the Chair of the Committee. The Chair of the Committee shall hold in camera sessions of the Committee, without management present, at every meeting.
6. A Committee member, or any other person selected by the Committee, shall be appointed at each meeting to act as secretary for the purpose of recording the minutes of each meeting.
7. The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes from such meetings. Where minutes have not yet been prepared, the Chair shall provide the Board with oral reports on the activities of the Committee. All information reviewed and discussed by the Committee at any meeting shall be retained and made available for examination by the Board upon request to the Chair.
8. The Committee shall meet periodically with the external auditor (in connection with the preparation of the annual financial statements and otherwise as the Committee may determine), part or all of each such meeting to be in the absence of management.

### D. Responsibilities

The Committee is established to assist the Board in fulfilling its oversight responsibilities with respect to the accounting and financial reporting processes of the Corporation and external audits of the Corporation's consolidated financial statements. In that regard, the Committee shall:

1. Satisfy itself on behalf of the Board with respect to the Corporation's internal control systems including identifying, monitoring and mitigating business risks as well as compliance with legal, ethical and regulatory requirements. The Committee shall also review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or other contingency (including tax assessments) that could have a material effect on the financial position or operating results of the Corporation (on a consolidated basis), and the manner in which these matters may be, or have been, disclosed in the financial statements;
2. Review with management and the external auditor the annual consolidated financial statements of the Corporation, the reports of the external auditor thereon and related financial reporting, including Management's Discussion and Analysis and earnings press releases (collectively, "**Annual Financial Disclosure**") prior to their submission to the Board for approval. This process should include, but not be limited to:
  - (a) reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future year's financial statements;
  - (b) reviewing significant accruals, reserves or other estimates;

- (c) reviewing accounting treatment of unusual or non-recurring transactions;
- (d) reviewing disclosure requirements for commitments and contingencies;
- (e) reviewing financial statements and all items raised by the external auditor, whether or not included in the financial statements; and
- (f) reviewing unresolved differences between the Corporation and the external auditor.

Following such review, the Committee shall recommend to the Board for approval all Annual Financial Disclosure;

3. Review with management all interim consolidated financial statements of the Corporation and related financial reporting including Management's Discussion and Analysis and earnings press releases (collectively "**Quarterly Financial Disclosure**") and approve all Quarterly Financial Disclosure;
4. Be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than Annual Financial Disclosure or Quarterly Financial Disclosure, and shall periodically assess the adequacy of those procedures;
5. Review with management and recommend to the Board for approval, any financial statements of the Corporation which have not previously been approved by the Board and which are to be included in a prospectus or other disclosure document of the Corporation;
6. Review with management and recommend to the Board for approval, the Corporation's Annual Information Form (if any);
7. With respect to the external auditor:
  - (a) receive all reports of the external auditor directly from the external auditor;
  - (b) discuss with external auditor:
    - (i) critical accounting policies;
    - (ii) alternative treatments of financial information within GAAP discussed with management (including the ramifications thereof and the treatment preferred by the external auditor); and
    - (iii) other material, written communication between management and the external auditor;
  - (c) consider and make a recommendation to the Board as to the appointment or reappointment of the external auditor, being satisfied that such auditor is a participant in good standing pursuant to applicable securities laws;
  - (d) review the terms of engagement of the external auditor, including the appropriateness and reasonableness of the auditor's fees and make a recommendation to the Board as to the compensation of the external auditor;
  - (e) when there is to be a replacement of the external auditor, review with management the reasons for such replacement and the information to be included in any required notice to securities regulators and recommend to the Board for approval the replacement of the external auditor along with the content of any such notice;
  - (f) oversee the work of the external auditor in performing its audit or review services and oversee the resolution of any disagreements between management and the external auditor;
  - (g) review and discuss with the external auditor all significant relationships that the external auditor and its affiliates have with the Corporation and its affiliates in order to determine the external auditor's independence, including, without limitation:
    - (i) requesting, receiving and reviewing, on a periodic basis, written or oral information from the external auditor delineating all relationships that may reasonably be thought to bear on the independence of the external auditor with respect to the Corporation;
    - (ii) discussing with the external auditor any disclosed relationships or services that the external auditor believes may affect the objectivity and the independence of the external auditor; and
    - (iii) recommending that the Board take appropriate action in response to the external auditor's information to satisfy itself of the external auditor's independence;

- (h) as may be required by applicable securities laws, rules and guidelines, either:
  - (i) pre-approve all non-audit services to be provided by the external auditor to the Corporation (and its subsidiaries, if any), or, in the case of *de minimus* non-audit services, approve such non-audit services prior to the completion of the audit; or
  - (ii) adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services;
  - (iii) review and approve the hiring policies of the Corporation regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation;
  
- 8.
  - (a) establish procedures for:
    - (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
    - (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
  - (b) review with external auditor its assessment of the internal controls of the Corporation, its written reports containing recommendations for improvement, and the Corporation's response and follow-up to any identified weaknesses;
  
- 9. with respect to risk management, be satisfied that the Corporation has implemented appropriate systems of internal control over financial reporting (and review senior management's assessment thereof) to ensure compliance with any applicable legal and regulatory requirements;
  
- 10. review annually with management and the external auditor and report to the Board on insurable risks and insurance coverage; and
  
- 11. engage independent counsel and other advisors as it determines necessary to carry out its duties and set and pay the compensation for any such advisors.