

FORM 51-102F3

MATERIAL CHANGE REPORT
AMENDED

1. Name and Address of Company

Falcon Gold Corp. (“Falcon” or the “Company”)
c/o 439 Helmcken Street,
Vancouver, B.C. V6B 2E6

2. Date of Material Change

May 18, 2018

3. News Release

News releases with respect to this material change were disseminated on April 6, 2018 and May 17, 2018 via Newsfile Corp.

4. Summary of Material Change

Falcon has closed a non-brokered private placement of 4,420,000 units at a price of \$0.05 per share for gross proceeds of \$221,000. Certain Directors and Officers in aggregate subscribed for 45% of the private placement.

5. Full Description of Material Change

On May 18, 2018, Falcon closed a private placement pursuant to which investors purchased from the Company 4,420,000 priced at \$0.05 per Unit at a price of \$0.05 per share for gross proceeds of \$221,000. Each Unit consists of one common share and one 2-year common share purchase warrant exercisable at \$0.10.

Pursuant to Subscription Agreements, on the same terms and conditions as other investors, Mr. David Tafel (Chairman & Director) acquired 800,000 Units and Mr. Steve Wilkinson (CEO & Director) acquired 1,200,000 Units.

As a result of this acquisition, Mr. Tafel owns or controls, directly or indirectly, 1,292,447 common shares of the Company representing 3.97% of the common shares currently outstanding, and Mr. Wilkinson owns or controls, directly or indirectly, 1,799,000 common shares of the Company representing 5.53% of the common shares currently outstanding.

The details of this private placement and, in particular the implications of the subscription by related parties, were approved by the Board of Directors on May 10, 2018.

The participation by the related parties is exempt from the valuation and shareholder approval requirements of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”), since neither the fair market value of the shares purchased by the related parties, nor the consideration paid for their Units, totaled more than 25% of the market capitalization of the Company before giving effect to the placement. Specifically, the private placement is exempt from shareholder approval in accordance with section 5.7(1)(a) of MI 61-101 and no formal valuation has been conducted for this private placement in accordance with section 5.5(a) of MI 61-101. The price has been set at \$0.05 based upon the Company’s most recent trading price.

For further information, also see the attached news release.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

7. Omitted Information

No information has been omitted from this report on the basis that it is confidential information.

8. Executive Officer

David Tafel, Chairman
Tel: (604) 484 2161

9. Date of Report

May 22, 2018
(Amendment to May 18, 2018 report to correct Mr. Wilkinson’s post-close holding.)