FALCON
GOLD CORP

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the holders of common shares ("**Shareholders**") of Falcon Gold Corp. (the "**Company**") will be held at Suite 1100 - 1111 Melville Street, Vancouver, British Columbia V6E 3V6 on the 19th day of August, 2024 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, 2022 and 2023, together with the reports of the auditor thereon;

(b) to appoint Davidson & Company 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 confirm and approve the Company's security-based compensation plan;

(f) 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.

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 information circular.

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.

DATED this 15th day of July, 2024.

By order of the Board of Directors.

FALCON GOLD CORP.

/s/ "Karim Rayani"

Karim Rayani
Chief Executive Officer and Director