

**Form 51-102F3
Material Change Report**

Item 1: Name and Address of Company

Falcon Gold Corp. (the "Company")
1100 - 1111 Melville Street
Vancouver, BC V6E 3V6

Item 2: Date of Material Change

August 19, 2024

Item 3: News Release

A News release was disseminated through Stockwatch on August 21, 2024 and subsequently filed on SEDAR+.

Item 4: Summary of Material Change

The Company announced that James Farley did not stand for re-election to the board of directors at its annual general meeting of shareholders held on August 19, 2024.

Item 5: Full Description of Material Change

The Company announced that James Farley did not stand for re-election to the board of directors at its annual general meeting of shareholders held on August 19, 2024. The Company would like to thank Mr. Farley for his contributions to the Company and wish him well in his future endeavors.

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

This report is not being filed on a confidential basis.

Item 7: Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8: Executive Officer

Contact: Karim Rayani, CEO
Telephone: (604) 716-0551

Item 9: Date of Report

August 21, 2024