

**NOTICE OF ANNUAL AND SPECIAL
MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting of the shareholders of FALCO RESOURCES LTD. (the “**Corporation**”) will be held in the boardroom of Lavery, de Billy, L.L.P., Suite 4000, 1, Place Ville Marie, Montréal, Québec, H3B 4M4, on Thursday, November 29, 2018 at 2:00 p.m. (Montréal Time), for the following purposes:

1. To receive the audited financial statements of the Corporation for the year ended June 30, 2018, together with the report of the auditor thereon;
2. To elect the directors of the Corporation for the ensuing year;
3. To appoint PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l., a partnership of Chartered Professional Accountants, as the Corporation’s independent auditor for the fiscal year 2019 and to authorize the directors to fix their remuneration;
4. To consider and, if deemed advisable, to pass, with or without amendments, an ordinary resolution to approve the Corporation’s existing long term incentive plan (as more particularly described in the management information circular that accompanies this Notice of Annual and Special Meeting (the “**Circular**”));
5. To consider and, if deemed advisable, to pass, with or without amendments, an ordinary resolution to approve the conversion of the debenture (as more particularly described in the Circular);
6. To consider and, if deemed advisable, to pass, with or without amendments, an ordinary resolution to approve the creation of a new control person of the Corporation being Osisko Gold Royalties Ltd (as more particularly described in the Circular);
7. To consider and, if deemed advisable, to pass, with or without amendments, an ordinary resolution to approve the entering into the stream agreement with Osisko Gold Royalties Ltd (as more particularly described in Circular);
8. Alternatively, to consider and, if deemed advisable, to pass, with or without amendments, an ordinary resolution to approve the entering into the stream agreement with any other arm’s length third party (as more particularly described in the Circular);
9. To consider and, if deemed advisable, to pass, with or without amendments, an ordinary resolution to approve the termination of the Amended and Restated Shareholder Rights Plan Agreement dated November 22, 2016 and to terminate all rights issued pursuant to such plan (as more particularly described in the Circular; and
10. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.