

**NOTICE OF ANNUAL
MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an Annual 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 13, 2019 at 3:00 p.m. (Montréal Time), for the following purposes:

1. To receive the audited financial statements of the Corporation for the year ended June 30, 2019, 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 2020 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 Meeting (the “**Circular**”)); and
5. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Your participation is important to us. In the event you cannot attend, we urge you to express your support by voting, using your proxy in advance of the meeting, on the various proposals that will be putting forward at our Annual Meeting, which are further described in the Circular.

You are entitled to vote at the meeting and any postponement or adjournment thereof if you owned common shares of the Corporation at the close of business on October 9, 2019. For information on how you may vote, please refer to Part 1 of this Circular.

Montréal, Québec, October 10, 2019

By Order of the Board of Directors,

“Bryan A. Coates”

Bryan A. Coates
Chair of the Board