

**NOTICE OF ANNUAL
MEETING OF SHAREHOLDERS**

Meeting Date:	December 20, 2021
Time:	3:00 p.m. (Eastern Standard Time)
Location:	Virtual
Record Date:	November 10, 2021
Proxy Voting Deadline:	December 16, 2021

NOTICE IS HEREBY GIVEN that an Annual Meeting of the shareholders of FALCO RESOURCES LTD. (the “**Corporation**”) will be held on December 20, 2021 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, 2021, 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 2022 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 confirming Special By-Law Number 2021-1 enacted by the Board of Directors of the Corporation on September 27, 2021 to amend By-Law Number 2016-1, being the General By-Laws of the Corporation, to provide greater flexibility to the Corporation in connection with the holding of meetings of shareholders by permitting it to hold such meetings by telephonic, electronic or other communications facilities;
5. 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;
6. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Particulars of the foregoing matters are set forth in the management information circular that accompanies this Notice of Annual Meeting (the “**Circular**”).

The Meeting will be held by live conference call by dialing: 1-888-880-5556 (North America Toll Free) or 1-438-801-4093 (Outside North America), followed by the Conference ID 1342774. Participants should dial in 10 minutes prior to the scheduled start time and ask to join the call. Due to the coronavirus pandemic, **shareholders will not be able to attend the meeting in person.** For a summary of how shareholders may attend the Meeting online, see “**Instructions for the Virtual Meeting**” below.

Your participation is important to us. In the event you cannot participate, 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.

Only shareholders of record as at the close of business on November 10, 2021 (the “**Record Date**”) are entitled to receive notice of, and vote at the meeting and any postponement or adjournment thereof. For information on how you may vote, please refer to Part 1 of this Circular.

To ensure your representation at the meeting, please complete, sign, date and return your voted proxy which will be delivered to you separately, whether or not you plan to attend. Submitting your proxy does not prevent you from voting at the meeting.

Proxies completed by **registered shareholders** must be returned to the Corporation in one of the following manners:

Internet

Go to www.voteproxyonline.com and follow the instructions on screen. You will need your control number, which appears below the record date on the proxy form.

Fax

Complete both sides of the proxy form, sign and date it and fax both sides to our transfer agent, TSX Trust Company, Attention: Proxy Department, at 416-595-9593.

Mail

Complete, sign and date the form and return it in the envelope provided, or send it to: TSX Trust Company, Attention: Proxy Department, 100 Adelaide, Suite 301, Toronto, Ontario, M5H 4H1, Canada.

Beneficial shareholders whose shares are registered in the name of an intermediary (such as a broker) should carefully follow the voting instructions provided by their intermediary. A detailed description of how beneficial shareholders can return proxies can be found on page 8 of the Circular:

Montréal, Québec, November 4, 2021

By Order of the Board of Directors,

“Bryan A. Coates”
Bryan A. Coates
Chair of the Board