

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

Meeting Date:	January 23, 2023
Time:	3:00 p.m. (Eastern Standard Time)
Location:	1155 René-Lévesque Blvd. West, 41 st Floor, Montréal, Québec, H3B 3V2
Record Date:	December 14, 2022
Proxy Voting Deadline:	January 19, 2023

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting of the shareholders of FALCO RESOURCES LTD. (the “**Corporation**”) will be held on January 23, 2023 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, 2022, 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 2023 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 rolling 10% long-term incentive plan and amendments thereto, as more particularly described in the accompanying management information circular;
5. To consider and, if deemed advisable, to pass, with or without amendments, an ordinary resolution to approve amendments to the convertible loan made by Osisko Gold Royalties Ltd in favour of the Corporation and amendments to the warrants to purchase common shares of the Corporation held by Osisko Gold Royalties Ltd. (as more particularly described in the accompanying management information circular); and
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**”).

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 December 14, 2022 (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, December 12, 2022

By Order of the Board of Directors,

“Mario Caron”
Mario Caron
Chair of the Board