



For Immediate Release

TSX.V - FPC

FALCO ANNOUNCES CLOSING OF BROKERED PRIVATE PLACEMENT

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES

MONTREAL, December 20, 2024 – Falco Resources Ltd. (TSX-V:FPC) ("**Falco**" or the "**Corporation**") is pleased to announce the closing of its previously announced "best efforts" brokered private placement (the "**Offering**") with Cantor Fitzgerald Canada Corporation, acting as sole agent and sole bookrunner (the "**Agent**"). Pursuant to the Offering, Falco has issued an aggregate of 24,000,000 units of the Corporation (the "**Units**") at a price of C\$0.25 per Unit, for aggregate gross proceeds of C\$6,000,000.

Each Unit consists of one common share (each, a "**Common Share**") of the Corporation and one common share purchase warrant (each, a "**Warrant**"). Each Warrant is exercisable to acquire one Common Share at a price of C\$0.35 at any time on or before that date which is 60 months after the closing date of the Offering.

The Corporation intends to use the net proceeds from the sale of Units for the advancement of the Horne 5 Project and for working capital and general corporate purposes.

In connection with the closing of the Offering, the Corporation paid the Agent a cash commission totaling C\$324,000 and has issued the Agent 1,152,000 non-transferrable compensation warrants (each, a "**Broker Warrant**"). Each Broker Warrant entitles the Agent to purchase one Common Share of the Corporation at an exercise price of C\$0.25 per Broker Warrant at any time for a term of 24 months following the date of issuance.

All Common Shares and Warrants issued pursuant to the Offering are subject to a hold period of four months plus one day from the date of issuance of such securities under applicable securities laws in Canada.

A related party of the Corporation subscribed for 1,790,000 Units under the Offering. A transaction with a related party of the Corporation constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Corporation is relying on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) in respect of such related party participation as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of the Corporation's market capitalization. The Corporation did not file a material change report 21 days prior to closing of the Offering, as the related party's participation had not been confirmed at that time and the Company wished to close the transaction as soon as practicable for sound business reasons.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements thereunder.

About Falco

Falco Resources Ltd. is one of the largest mineral claim holders in the Province of Québec, with extensive land holdings in the Abitibi Greenstone Belt. Falco owns approximately 67,000 hectares of land in the Noranda Mining Camp, which represents 67% of the entire camp and includes 13 former gold and base metal mine sites. Falco's principal asset is the Horne 5 Project located under the former Horne mine that was operated by Noranda from 1927 to 1976 and produced 11.6 million ounces of gold and 2.5 billion pounds of copper. Osisko Development Corp. is Falco's largest shareholder owning a 16% interest in the Corporation.

For further information, please contact:

Luc Lessard
President and Chief Executive Officer
514-261-3336
info@falcores.com

Anthony Glavac
Chief Financial Officer
514 604-9310

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.

Cautionary Statement on Forward-Looking Information

This news release contains forward-looking statements and forward-looking information (together, "forward-looking statements") within the meaning of applicable Canadian securities laws, which may include, but is not limited to, statements with respect to anticipated business plans or strategies. Statements, other than statements of historical facts, may be forward-looking statements. Often, but not always, forward-looking statements can be identified by words such as "plans", "expects", "seeks", "may", "should", "could", "will", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", or variations including negative variations thereof of such words and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Without limiting the generality of the foregoing statements, the proposed use of the proceeds of the Offering is a forward-looking statement. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual plans, results, performance or achievements of Falco to differ materially from any future plans, results, performance or achievements expressed or implied by the forward-looking statements. These risk and uncertainties include, but are not limited to, the risk factors set out in Falco's annual and/or quarterly management discussion and analysis and in other

of its public disclosure documents filed on SEDAR+ at www.sedarplus.ca, as well as all assumptions regarding the foregoing. Although Falco believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by applicable law, Falco disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.