



For Immediate Release

TSX.V - FPC

FALCO ANNOUNCES ELECTION OF DIRECTORS, APPOINTMENT OF NEW CHAIR OF THE BOARD AND CLOSING OF ITS SENIOR DEBT TRANSACTIONS

MONTREAL, December 16, 2025 – Falco Resources Ltd. (TSX.V: FPC) (“**Falco**” or the “**Corporation**”) announces that the five (5) nominees listed in the management information circular dated November 4, 2025, were elected as directors of Falco.

The Corporation also announces that Mr. Alexander Dann has been appointed as Chair of the Board, effective immediately, succeeding Mr. Mario Caron, who will continue to serve as lead director. Mr. Dann has served on the Board since 2021 and is a member of the Corporation’s audit committee. Members of the Board and the management team of Falco thank Mr. Caron for his leadership and guidance as Chair and are pleased that Falco will continue to benefit from his contributions as a member of the Board.

Appointment and Remuneration of Auditor

PricewaterhouseCoopers, LLP, Chartered Professional Accountants, was appointed as independent auditor of the Corporation for the ensuing year.

Long-Term Incentive Plan Resolution

Shareholders approved the ordinary resolution with respect to the approval of the Corporation’s existing rolling 10% long-term incentive plan (“**LTIP**”).

OR Royalties Amendments Resolution

The majority of the disinterested shareholders approved the ordinary resolution with respect to the amendment of the Corporation’s existing convertible secured senior loan (the “**OR Royalties Loan**”) with OR Royalties Inc. (“**OR Royalties**”) and the issuance of 19,332,237 warrants of the Corporation to OR Royalties, each exercisable at any time from and after January 1, 2026, for one common share of Falco (each a “**Common Share**”) at an exercise price of \$0.58 per Common Share and expiring on December 31, 2026 (the “**OR Royalties Warrants**”).

Closing of Senior Debt Transactions with OR Royalties and Glencore

The Corporation also confirms that the transactions previously announced on October 31, 2025, with each of OR Royalties and Glencore Canada Corporation (“**Glencore**”) have successfully closed on the date hereof and will be effective as of December 31, 2025 (the “**Effective Date**”).

OR Royalties Loan

In connection with the extension of the maturity date of the OR Royalties Loan, the OR Royalties Loan was amended with effect as of the Effective Date in order for (i) the accrued interest on the existing OR Royalties Loan up to the Effective Date to be capitalized such that the principal

amount of the amended OR Royalties Loan will be \$26,098,521, (ii) the conversion price to be maintained at \$0.45 per Common Share, and (iii) the interest rate to be maintained at 9%. The 17,690,237 common share purchase warrants of the Corporation currently held by OR Royalties, each exercisable for one Common Share at an exercise price of \$0.58 per Common Share, will remain outstanding in accordance with their terms until their expiry on December 31, 2025. In consideration for the extension of the maturity date of the OR Royalties Loan, the Corporation will issue to OR Royalties, on the Effective Date, 19,332,237 OR Royalties Warrants, each exercisable at any time from and after January 1, 2026, for one Common Share at an exercise price of \$0.58 per Common Share and expiring on December 31, 2026.

Glencore Debenture

In connection with the extension of the maturity date of the Corporation's existing senior secured convertible debenture entered into with Glencore (the "**Glencore Debenture**"), the Glencore Debenture was amended with effect as of the Effective Date (the "**Amended Glencore Debenture**") in order for (i) the accrued interest on the existing Glencore Debenture up to the Effective Date to be capitalized such that the principal amount of the Amended Glencore Debenture will be \$15,433,754, (ii) the conversion price to be maintained at \$0.37 per Common Share, and (iii) the interest rate to be maintained at 10%. The 19,424,944 common share purchase warrants currently held by Glencore will remain outstanding in accordance with their terms until their expiry on December 31, 2025. In consideration for the extension of the maturity date of the Glencore Debenture, the Corporation will issue to Glencore, on the Effective Date, 21,381,422 common share purchase warrants (the "**New Glencore Warrants**"), each exercisable at any time from and after January 1, 2026, at an exercise price of (i) \$0.38 per Common Share for 15,061,158 of the New Glencore Warrants and (ii) \$0.42 per Common Share for the remaining 6,320,264 New Glencore Warrants, with the New Glencore Warrants expiring on December 31, 2026.

The Common Shares issuable upon conversion of the OR Royalties Loan and the Glencore Debenture will be subject to a hold period of four months from the Effective Date, in accordance with applicable Canadian securities laws. The OR Royalties Warrants and the New Glencore Warrants (and the underlying Common Shares issuable pursuant thereto) will be subject to a hold period of four months from the Effective Date, in accordance with applicable Canadian securities laws.

About Falco

Falco is one of the largest mineral claim holders in the province of Québec, with an extensive portfolio of properties in the Abitibi-Témiscamingue greenstone belt. Falco holds rights to approximately 63,000 hectares of land in the Noranda Camp, which represents 63% of the camp as a whole and includes 13 former gold and base metal mining sites. Falco's main asset is the Horne 5 project located beneath the former Horne mine, which 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, with an approximate 16% interest in the Corporation.

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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 securities laws. 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. These statements are made as of the date of this news release. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking statements. These risks 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 the Corporation believes the forward-looking statements in this news release are reasonable, it can give no assurance that the expectations and assumptions in such statements will prove to be correct. Consequently, the Corporation cautions investors that any forward-looking statements by the Corporation are not guarantees of future results or performance and that actual results may differ materially from those in forward-looking statements.