

FALCON GOLD CORP.
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**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MONDAY, MARCH 30, 2020**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of the Shareholders of Falcon Gold Corp. (the “Company”) will be held at #520 - 470 Granville Street, Vancouver, BC V6C 1V5 on **Monday, March 30, 2020 at 1:00 p.m. (Pacific time)** for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial years ended June 30, 2019, together with the auditor’s report thereon.
2. To appoint the auditors of the Company for the ensuing year; and to authorize the Directors, in their discretion, to change auditors during the year, subject to compliance with the requirements of the BC Securities Commission.
3. To fix the number of Directors for the ensuing year at three (3).
4. To elect Directors to hold office for the ensuing year.
5. To consider, and if thought advisable, approve an ordinary resolution reconfirming the Company’s Stock Option Plan, as more particularly described in the Information Circular.
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The Board of Directors has fixed the close of business on the 11th day of February, 2020, as the record date for determination of shareholders entitled to notice of this Meeting or any adjournment(s) thereof and the right to vote thereat.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with TSX Trust Company, 301 - 100 Adelaide Street West, Toronto ON M5H 4H1 by mail, fax or by hand (fax: 416-595-9593), or as otherwise instructed in the form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting. The Chair of the Meeting has the discretion to accept proxies received less than 48 hours prior to the Meeting.

If you are a non-registered shareholder of the Company and received these materials either directly from the Company or through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by the Company or your Intermediary.

DATED at Vancouver, British Columbia, this 14th day of February, 2020.

FALCON GOLD CORP.

“Karim Rayani”

Karim Rayani, CEO