

F O R A N

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Foran Mining Corporation (the “**Company**”) will be held at Suite 904, 409 Granville Street, Vancouver, British Columbia, on May 26, 2022 at 9:00 a.m. (Pacific time), for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended December 31, 2021 and the report of the auditors thereon;
2. to appoint KPMG LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
3. to set the number of directors at five (5) for the ensuing year;
4. to elect the directors of the Company for the ensuing year;
5. to consider and if thought advisable, to pass, with or without amendment, an ordinary resolution approving the Company’s Long-Term Performance Incentive Plan (“**LTIP**”), as more particularly described in the attached management information circular of the Company dated April 13, 2022 (the “**Circular**”);
6. to consider and if thought advisable, to approve a special resolution authorizing an alteration of the Company’s Articles to include advance notice provisions, as described in the Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying information circular.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is April 13, 2022 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.

To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with Odyssey Trust Company, Suite 350, 409 Granville Street, Vancouver British Columbia, V6C 1T2 (Attn: Proxy Department) by no later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

The proxy can also be voted online at: <https://login.odysseytrust.com/pxlogin>
The Control Number that is printed on the form of proxy is required to vote online.

DATED this 22nd day of April, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS OF
FORAN MINING CORPORATION**

“Daniel Myerson”

Executive Chairman,
Chief Executive Officer and Director