



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual 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 9, 2024 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, 2023 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 seven (7) 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 Employee Share Purchase Plan as more particularly described in the Company's management information circular dated April 3, 2024 (the "**Circular**");
6. to consider and if thought advisable, to pass an ordinary resolution authorizing an alteration of the Company's Articles to remove the provisions of Section 15 of the Company's Articles which permit the appointment of alternate directors, as more particularly 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 Circular.

The Company is using the notice and access provisions ("**Notice and Access**") under the Canadian Securities Administrators' National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of its Circular to its Shareholders for the Meeting. Under Notice and Access, instead of receiving paper copies of the Circular, Shareholders will be receiving a Notice and Access notification with information on how they may obtain a copy of the Circular electronically or request a paper copy. Registered Shareholders will still receive a proxy form enabling them to vote at the Meeting. The use of the alternative Notice and Access procedures in connection with the Meeting helps reduce paper use, as well as the Company's printing and mailing costs.

The Circular and other Meeting materials will be available on the Company's website at <https://foranmining.com/investors/#agm> as of April 9, 2024 and will remain on the website for one full year thereafter. Meeting materials are also available upon request, without charge, by contacting our transfer agent, Odyssey Trust Company, via www.odysseycontact.com or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

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 March 25, 2024 (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.

If you are a registered Shareholder and are unable to be present at the Meeting in person, in order for your proxy to be valid and your votes to be counted, you must either vote your proxy online at <https://login.odysseytrust.com/pxlogin> using the Control Number that is printed on the form of proxy, or date, execute and return the accompanying form of proxy to Odyssey Trust Company, Suite 350, 409 Granville Street, Vancouver, British Columbia, V6C 1T2 (Attn: Proxy Department) by not later than 9:00 a.m. Pacific time on May 7, 2024 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays and holidays) before the time for holding the adjourned meeting.

If you are a non-registered Shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered Shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

Late proxies may be accepted or rejected by the Chairman of the Meeting at their discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.

DATED this 3rd day of April, 2024

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

"Daniel Myerson"

Chief Executive Officer and Director