



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that a 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, V6C 1T2 on September 16, 2024 at 9:00 a.m. (Pacific time), for the following purposes:

1. to consider and if thought advisable, to pass, with or without variation, an ordinary resolution approving the issuance of that number of common shares (the "**Common Shares**") of Foran Mining Corporation (the "**Company**"), that would exceed 25% of the issued and outstanding Common Shares, in connection with the private placement offerings, as more particularly described in the Company's management information circular dated August 12, 2024 (the "**Circular**");
2. to consider and if thought advisable, to pass, with or without variation, an ordinary resolution, approving the issuance of 12,563,798 Common Shares to Fairfax Financial Holdings Limited or entities controlled by it ("**Fairfax**"), which would result in Fairfax exceeding its pro rata holdings in the Company, in connection with a private placement offering, and such approval to be obtained by the disinterested shareholders, as more particularly described in the Circular; and
3. 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 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 August 12, 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 September 12, 2024 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) 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.

This Notice of Special Meeting of Shareholders, together with the Circular and form of proxy (the "**Meeting Materials**") will be posted under the Company's corporate profile on SEDAR+ at www.sedarplus.ca and will also be available on the Company's website at www.foranmining.com/investors/#agm 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).

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.

DATED this 12th day of August, 2024

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

"Daniel Myerson"

Chief Executive Officer and Director