

Falcon Announces Results of Annual General Meeting

PRESS RELEASE

FOR IMMEDIATE RELEASE

Abu Dhabi, United Arab Emirates, June 10, 2025 – Falcon Energy Materials plc (TSX-V: FLCN) (“**Falcon**” or the “**Company**”) today announces that all nominees listed in the management proxy circular were elected as directors of the Company at its annual general meeting of shareholders (“**AGM**”) held on Monday, June 9, 2025.

A total of 47,746,095 ordinary shares or 38.43% of the Company’s issued and outstanding ordinary shares as of the record date were represented in person or by proxy at the AGM.

1. Election of Directors

The seven nominees listed in the Management Proxy Circular dated May 2, 2025, were elected as directors of the Company for the ensuing year, receiving the following votes:

Nominee	Votes For	% of Votes For	Votes Withheld	% of Votes Withheld
Benoit La Salle	47,677,993	99.86	68,102	0.14
Marc Fillion	47,211,270	98.88	534,825	1.12
Yves Grou	47,694,970	99.89	51,125	0.11
Abdoul Aziz Nassa	47,697,470	99.90	48,625	0.10
Alhamdou Diagne	47,694,970	99.89	51,125	0.11
Vincent Benoit	47,742,970	99.99	3,125	0.01
Emma Le Ster	47,694,970	99.89	51,125	0.11



2. Appointment of External Auditors

In addition, Pricewaterhouse Coopers LLP, chartered accountants, in accordance with applicable Canadian legal requirements, and Grant Thornton Audit and Accounting Limited in accordance with Abu Dhabi Global Market legal requirements, were approved as External Auditors of the Company for the ensuing year and authorized the Directors to fix their respective remuneration for the next year.

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld
47,745,470	100.00	625	0%

3. Ratification of Previous Issuance of Ordinary Shares Under the 2025 Private Placement

Shareholders passed an ordinary resolution to ratify the issuance of 10,874,832 Units, each Unit being comprised of one ordinary share and a share purchase warrant to purchase an additional warrant share under the 2025 Private Placement ("**2025 Private Placement**") which closed on March 24, 2025.

Votes For	% of Votes For	Votes Against	% of Votes Against
47,733,470	99.97	12,625	0.03

4. Ratification of Control Person

Under the 2025 Private Placement, La Mancha Investments S.à r.l. ("**La Mancha**") agreed to subscribe to 4,166,666 Units for aggregate cash consideration of \$2,499,999.60 (the "**La Mancha Participation**") by exercising its anti-dilution rights granted by the Company pursuant to an investment agreement dated March 31, 2022 between La Mancha and the Company. Immediately prior to the 2025 Private Placement, La Mancha beneficially owned and had control and direction over an aggregate of 27,442,941 ordinary shares, representing 22.09% of the then issued and outstanding ordinary shares.

As part of the 2025 Private Placement, the TSXV required that the La Mancha Participation be approved by disinterested shareholders at the Annual General Meeting. The La Mancha Participation in the 2025 Private Placement is irrevocable and has been closed in escrow, pending disinterested shareholder approval.

Disinterested shareholders approved an ordinary resolution approving: (i) the sale of 4,166,666 Units to La Mancha, and (ii) La Mancha being a "Control Person" of the Company (the "**Control Person Resolution**"). As a result of the disinterested shareholders' approval, La Mancha beneficially owns and has control and direction over an aggregate of 31,609,607 ordinary shares representing 24.62% of the issued and outstanding ordinary shares, and an additional 4,166,666 warrants representing, in aggregate with the ordinary shares, 23.01% of the issued and outstanding ordinary shares, including ordinary shares that would be issued if all warrants and convertible securities issued were converted into ordinary shares.



Votes For	% of Votes For	Votes Against	% of Votes Against
20,242,529 ⁽¹⁾	99.70	60,625	0.30

⁽¹⁾ Excluding 27,442,941 ordinary shares held by disinterested holders.

5. Grant to Board Authority to Allot Additional Ordinary Shares

Shareholders also passed an ordinary resolution granting the Board the authority to allot, until June 9, 2026, up to an additional number of ordinary shares equal to 100% of the total number of issued and outstanding ordinary shares, representing up to 128,413,727 additional ordinary shares, including securities convertible or exchangeable into ordinary shares, at a minimum purchase price per ordinary share based on the then applicable TSXV rules for financing purposes, subject to obtaining all required regulatory approvals, including approval from the TSXV.

The Board's ability to authorize and issue ordinary shares pursuant to the authorized capital resolution will at all times be subject to compliance with applicable regulatory and stock exchange requirements, including the rules and policies of the TSXV.

Votes For	% of Votes For	Votes Against	% of Votes Against
47,682,970	99.87	63,125	0.13

ABOUT FALCON ENERGY MATERIALS PLC

Falcon Energy Materials PLC (TSX-V: FLCN) aims to become a fully integrated supplier of battery anode materials. The Company's integrated business model would result in the creation of a mine-to-market active anode material producer, hosting a large high-purity graphite production mine in the Republic of Guinea, and a value-added, coated spherical purified graphite conversion facility in Morocco.

With attractive operating costs, proximity to European end-markets and strong ESG credentials, the Company is poised to become a reliable supplier while promoting sustainability and supply chain transparency. Falcon is committed to generating sustainable, long-term benefits that are shared with the host countries and communities where it operates.

For additional information, please visit Falcon's website at www.falconem.net

Contact:

Matthieu Bos
President & CEO
Email: m.bos@falconem.net

Matt Johnston
IR Advisor
Email: m.johnston@falconem.net
Telephone: +971 2307 4013



Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This press release contains "forward-looking information" within the meaning of Canadian securities legislation and other statements that are not historical facts. Forward-looking statements are included to provide information about management's current expectations and plans that allow investors and others to have a better understanding of the Company's business plans and financial performance and condition.

All information contained herein that is not clearly historical in nature may constitute forward-looking information. Generally, such forward-looking information can be identified by the use of forward-looking terminology such as "aim", "become", "commit" or variations of such words and phrases or state that certain actions, events or results "may", "could", "will", "would" or "might". Specific forward-looking statements in this press release include, but are not limited to, statements and information with respect to: (1) Falcon's aim to become a fully integrated supplier of battery anode material; (2) the creation of a mine-to-market active anode material producer through Falcon's integrated business model; (3) the development of a high-purity graphite production mine in the Republic of Guinea; (4) the development of a value-added, coated spherical purified graphite (CSPG) conversion facility in Morocco; (5) Falcon being poised to become a reliable supplier of anode materials while promoting sustainability and supply chain transparency, supported by attractive operating costs, proximity to European end-markets, and strong ESG credentials; and (6) Falcon's commitment to generating sustainable, long-term benefits to be shared with host countries and communities where it operates.

Forward-looking information is based upon certain assumptions and other important factors and assumptions subject to significant business, geological, economic and competitive uncertainties and contingencies that, if untrue, could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such information or statements. There can be no assurance that such information or statements will prove to be accurate. Key assumptions upon which the Company's forward-looking information is based include, without limitation, (1) the Company's capacity to execute on its strategic and operational plans; (2) stable political, social, and legal conditions in Morocco and Republic of Guinea and the absence of significant disruptions affecting operations due to civil unrest, regulatory changes, or other external factors; (3) that economic and market conditions, including interest rates, inflation, exchange rates, and commodity prices, remain consistent with current expectations; (4) the ability of Falcon to secure additional financing or strategic investment on favourable terms, if and when needed, to fund projects development; and (5) the assumption that no material adverse events will occur that prevent Falcon from achieving its objective of becoming a fully integrated supplier of battery anode materials.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: (i) volatile stock price; (ii) the general global



markets and economic conditions; (iii) the possibility of write-downs and impairments; (iv) the risk associated with exploration, development and operations of mineral deposits and mine plans for the Company's mining operations; (v) the risk associated with establishing title to mineral properties and assets including permitting, development, operations and production from the Company's operations being consistent with expectations and projections; (vi) there being no significant disruptions affecting the operations of the Company whether due to artisanal miners, access to water, extreme weather events and other or related natural disasters, labour disruptions, supply disruptions, power disruptions, damage to equipment or otherwise; (vii) asset impairment (or reversal) potential, being consistent with the Company's current expectations; (viii) the Government of Guinea's ability to revoke the Project exploitation permit; and (ix) the Company's ability to defend the Company's rights and investment in the Project. In addition, readers are directed to carefully review the detailed risks and uncertainties described or referred to in the section entitled "Risk and Uncertainties" in the Company's management's discussion and analysis for the year ended December 31, 2024, as updated from time to time in the Company's interim management's discussion and analysis for its quarterly financial periods, each of which is filed on SEDAR+ at www.sedarplus.ca.

Although the Company believes its expectations are based upon reasonable assumptions and has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Such forward-looking information has been provided for the purpose of assisting investors in understanding the Company's business, operations and exploration plans and may not be appropriate for other purposes. Accordingly, readers should not place undue reliance on forward-looking information.

Forward-looking information is given as of the date of this press release, and the Company does not undertake to update such forward-looking information except in accordance with applicable securities laws. The Company qualifies all of its forward-looking statements by these cautionary statements.