

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on June 9, 2025

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 5:00 p.m. (Abu Dhabi Time) on June 5, 2025.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of securities of Falcon Energy Materials plc (the "Corporation") hereby appoint: Benoit La Salle, Chair of the Board of the Corporation, or failing this person, Matthieu Bos, President of the Corporation (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General Meeting of shareholders of the Corporation to be held in the Boardroom at Level 7, Al Maryah Tower, Al Maryah Island, Abu Dhabi Global Market, United Arab Emirates, on June 9, 2025 at 5:00 p.m. (Abu Dhabi Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Benoit La Salle	<input type="checkbox"/>	<input type="checkbox"/>	02. Marc Filion	<input type="checkbox"/>	<input type="checkbox"/>	03. Yves Grou	<input type="checkbox"/>	<input type="checkbox"/>
04. Abdoul Aziz Nassa	<input type="checkbox"/>	<input type="checkbox"/>	05. Alhamdou Diagne	<input type="checkbox"/>	<input type="checkbox"/>	06. Vincent Benoit	<input type="checkbox"/>	<input type="checkbox"/>
07. Emma Le Ster	<input type="checkbox"/>	<input type="checkbox"/>						

For **Withhold**

2. Appointment of Auditors

Appointment of each of PricewaterhouseCoopers 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, as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration

For **Against**

3. Ratification of previous issuance of Ordinary Shares under the non-brokered private placement closed on March 24, 2025

Ratify the issuance of 10,874,832 units of the company (each a "Unit") for gross proceeds of \$6,524,900, each Unit being comprised of one (1) ordinary share of the company (each an "Ordinary Share") and one (1) purchase warrant to purchase one (1) additional Ordinary Share.

For **Against**

4. Ratification of Control Person

Approve the issuance of 4,166,666 Units to La Mancha Investment S. à rl. ("La Mancha") and approve La Mancha being a "Control Person", as such term is defined in the TSX Venture Exchange (the "TSXV") Policy 1.1 – Interpretation.

For **Against**

5. Granting the board of directors authority to allot additional Ordinary Shares

Grant the board of directors of the Corporation 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 as of May 2nd, 2025, representing up to an additional 128,413,727 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 the approval from the TSXV.

Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.

Signature(s)

Date

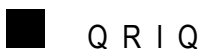
DD / MM / YY

Signing Capacity

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.



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