



FALCON MINERALS LIMITED

ACN 009 256 535

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: Friday 18th November 2016

Time of Meeting: 9:30am (WST)

Place of Meeting: Suite 1, 245 Churchill Avenue
SUBIACO WA 6008

The Falcon Minerals Limited 2016 Annual Report to Shareholders is available online at

www.falconminerals.com.au

This notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company by telephone on +61 8 9382 1596.

Notice of Annual General Meeting

Falcon Minerals Limited ACN 009 256 535

Notice is given that the Annual General Meeting (AGM) of Shareholders of Falcon Minerals Limited (the Company) will be held at the Suite 1, 245 Churchill Avenue, Subiaco, Western Australia on Friday 18th November 2016 at 9:30am WST (“Meeting”).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are the registered holders of Shares in the Company on 16 November 2016 at 5:00pm WST.

Further terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

Members unable to attend the AGM are invited to vote by proxy on the Resolutions to be considered at the Meeting.

BUSINESS OF THE ANNUAL GENERAL MEETING

Receipt of the Financial Statements and Reports

To receive and consider the Financial Statements for the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2016 as set out in the 2016 Annual Report to Shareholders.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That, in accordance with Section 250R(2) of the Corporations Act, the Remuneration Report as set out in the Directors’ Report for the year ended 30 June 2016 be adopted.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 - Re-election of Mr Ray Muskett

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That, Mr Ray Muskett, who retires by rotation in accordance with the Company’s Constitution, and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

OTHER INFORMATION

Voting by Proxy

Any Shareholder of the Company who is entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder’s votes.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Dated 19 October 2016, By Order of the Board



Dean Calder
Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of Falcon Minerals Limited in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Suite 1, 245 Churchill Avenue, Subiaco Western Australia on Friday 18th November 2016 at 9:30am (WST).

The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Receipt of Financial Statements and Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be laid before the AGM.

There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Members will have a reasonable opportunity at the AGM to ask questions and make comments on these Reports and on the business and operations of the Company. Members will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

Resolution 1 – Adoption of Remuneration Report

Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at its Annual General Meeting. Resolution 1 provides Shareholders with the opportunity to vote on the Company's Remuneration Report.

The Remuneration Report is contained in the Directors' Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if 25% or more of the votes cast on this Resolution are "against" the Resolution, this will be considered the first "strike" under the "two strikes test". Under the "two strikes test", when 25% or more of the votes cast on the Remuneration Report Resolution are "against" the Resolution at two consecutive Annual General Meetings, Shareholders will have an additional vote at the second of those Annual General Meetings to determine whether the Directors of the Company need to stand for re-election within 90 days (this is the so-called "Spill Resolution").

If the "Spill Resolution" is passed by over 50% of the eligible votes cast, the Meeting to consider the re-election of the Directors of the Company must be held within 90 days.

At the Company's previous Annual General Meeting the votes cast against the Remuneration Report were less than 25% and accordingly, a Spill Resolution is not relevant for this Annual General Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by any Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report (including Directors), and any Closely Related Party of any such Key Management Personnel.

However, the Company need not disregard a vote if it is cast as proxy for a person entitled to vote on this Resolution: that is,

- in accordance with the directions of how to vote on the Proxy Form; or
- by the Chairman of the Meeting under an express authorisation on the Proxy Form.

The Chairman will vote undirected proxies **FOR** this Resolution.

Resolution 2 – Re-election of Director – Mr Ray Muskett

Article 13.2 of the Company’s Constitution requires that one third of all Directors, or if their number is not a multiple of three, then the number nearest one-third (rounded upwards in case of doubt) must retire at each Annual General Meeting. Article 13.2 of the Constitution states that a Director who retires under Article 13.2 is eligible for re-election.

In accordance with the Company’s Constitution, Mr. Ray Muskett will retire by rotation and seek re-election. Details of the qualifications and experience of Mr. Muskett are contained in the Directors Report.

The Board believes that Mr. Muskett has performed the duties and responsibilities of a Non-Executive Director diligently and professionally, in the best interests of all Shareholders.

The Directors (excluding Mr Ray Muskett) unanimously recommend that Shareholders vote **FOR** Resolution 2.

The Chairman will vote undirected proxies **FOR** this Resolution.

Schedule 1 - Definitions

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

AGM	means Annual General Meeting
Annual Report	means the Directors’ Report, the Financial Report and the Auditor’s Report in respect to the financial year ended 30 June 2016.
ASX	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
Auditor’s Report	means the auditor’s report on the Financial Report.
Board	means the board of Directors of the Company.
Business Day	means: <ol style="list-style-type: none">for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; andfor any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.
Chair or Chairman	means the person appointed to chair the Meeting convened by this Notice.
Closely Related Party	means: a) spouse or child of the member; or b) the meaning given in section 9 of the Corporations Act.
Falcon and Company	means Falcon Minerals Limited ACN 009 256 535
Constitution	means the constitution of the Company as at the commencement of the Meeting.
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a director of the Company.
Director Report	means the annual directors’ report prepared under chapter 2M of the Corporations Act for the Company.
Explanatory Memorandum	means the Explanatory Memorandum attached to the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company.
Key Management Personnel	means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning in the introductory paragraph of the Notice.
Notice or Notice of Meeting	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors’ Report.
Resolution	means a resolution contained in this Notice.
Schedule	means a schedule to this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of Shares.
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
WST	means Australian Western Standard Time, being the time in Perth, Western Australia.

LODGE YOUR VOTE

By Hand: Suite 1, 245 Churchill Avenue, Subiaco, WA 6008

By Mail: PO Box 8319, Subiaco East, WA 6008

By Fax: +61 8 9382 4637

Shareholder Name
Shareholder Address

PROXY FORM

I/We being a Member(s) of Falcon Minerals Limited and entitled to attend and vote hereby appoint:

Please mark to indicate your directions

STEP 1 APPOINT A PROXY

The Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf, including to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company and at any adjournment or postponement of that Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2 VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with

	For	Against	Abstain*
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Ray Muskett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the **Abstain** box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGNATURE OF SHAREHOLDER(S) - THIS MUST BE COMPLETED

Individual or Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director

Joint Shareholder 3 (Individual)

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

Your name and address: This is your name and address as it appears on the Company's share register. Please note that you cannot change your details using this form.

Appointment of Proxy: If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a Shareholder of the Company.

If you appoint a member of the Key Management Personnel of the Company or one of their Closely Related Parties as your proxy, that person will not be able to cast your votes on the Resolutions unless you direct them how to vote, or the Chair of the Meeting is your proxy. "Key Management Personnel" is defined in the Schedule 1 of the Explanatory Memorandum and includes each of the Directors of the Company, all those executives named in the Remuneration Report, and any other persons who are the Company's Key Management Personnel at the date of the Meeting.

Default to Chairman of the Meeting: Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

Votes on Items of Business – Proxy Appointment: You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy: You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may copy this form and return them both together. To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes; and
- (b) return both forms together.

Signing Instructions:

You must sign this form as follows in the spaces provided:

- Individual:** where the holding is in one name, the holder must sign.
- Joint Holding:** where the holding is in more than one name, all of the holders must sign.
- Power of Attorney:** if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy, of the Power of Attorney to this Proxy Form when you return it.
- Companies:** a Director can sign jointly with another Director or Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicated the office held by signing in the appropriate space.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission on accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's Share Registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and any Power of Attorney or other authority) must be received not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting. Proxy Forms can be lodged:

By Hand

Delivered to Falcon Minerals Limited
Suite 1, 245 Churchill Avenue, SUBIACO WA 6008
During business hours (Monday to Friday 9:00am-5:00pm)

BY Mail

Falcon Minerals Limited
PO Box 8319, SUBIACO EAST WA 6008

BY FAX

+61 8 9382 4637