

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **Freeman Gold Corp.** (the "Issuer")

Trading Symbol: **FMAN**

Date: **September 8, 2021**

1. New Options Granted:

Date of Grant: **August 31, 2021**

| Name of Optionee | Position (Director/ Officer/ Employee/ Consultant/ Management Company) | Insider Yes or No? | No. of Optioned Shares | Exercise Price | Expiry Date | No. of Options Granted in Past 12 Months |
|------------------|--|--------------------|------------------------|----------------|-----------------|--|
| William Randall | Chief Executive Officer and Director | Yes | 600,000 | \$0.40 | August 31, 2026 | Nil |
| Bassam Moubarak | Chief Financial Officer and Director | Yes | 925,000 | \$0.40 | August 31, 2026 | 500,000 |
| Victor Cantore | Director | Yes | 75,000 | \$0.40 | August 31, 2026 | Nil |
| Simon Marcotte | Director | Yes | 75,000 | \$0.40 | August 31, 2026 | Nil |
| Tom Panoulis | VP Corporate Development | Yes | 175,000 | \$0.40 | August 31, 2026 | Nil |
| Dean Besserer | VP Exploration | Yes | 175,000 | \$0.40 | August 31, 2026 | Nil |
| Consultants | Consultants | No | 1,675,000 | \$0.40 | August 31, 2026 | 500,000 |

Total Number of optioned shares proposed for acceptance: **3,700,000**

2. Other Presently Outstanding Options:

| Name of Optionee | No. of Optioned Shares | Exercise Price | Original Date of Grant | Expiry Date |
|---|------------------------|----------------|------------------------|-------------------|
| Simon Marcotte | 300,000 | \$0.60 | May 27, 2020 | May 27, 2025 |
| Ronald Stewart | 300,000 | \$0.60 | May 27, 2020 | November 29, 2021 |
| Victor Cantore | 300,000 | \$0.60 | May 27, 2020 | May 27, 2025 |
| Geomin Consulting Inc. (William Randall) | 500,000 | \$0.60 | May 27, 2020 | May 27, 2025 |
| 878160 Alberta Ltd. (Dean Besserer) | 350,000 | \$0.60 | May 27, 2020 | May 27, 2025 |
| Tom Panoulis | 300,000 | \$0.60 | May 27, 2020 | May 27, 2025 |
| Bassam Moubarak | 500,000 | \$0.60 | October 5, 2020 | October 5, 2025 |
| Consultants | 800,000 | \$0.60 | October 5, 2020 | October 5, 2025 |
| Bassam Moubarak ⁽¹⁾ | 500,000 | - | July 23, 2021 | July 23, 2024 |
| Consultant ⁽¹⁾ | 500,000 | - | July 23, 2021 | July 23, 2024 |

Note:

(1) This Participant was granted Restricted Share Units, all as defined in the Issuer's Restricted Share Unit Plan effected May 27, 2021.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

Shareholder approval was not required for the grant of options.

- (b) State the date of the news release announcing the grant of options.

September 1, 2021

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

As of the date of grant, a total of 81,453,170 common shares of the Issuer were issued and outstanding.

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

The aggregate number of shares that were subject to incentive stock options, including new options, amended options and other presently outstanding options as at August 31, 2021, represent 8.655% of the issued and outstanding shares of the Issuer.

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

1,095,317 as at August 31, 2021

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

Not applicable

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

There are no proposed material changes in the affairs of the Issuer.

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4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated September 8, 2021

Bassam Moubarak
Name of Director or Senior Officer

/s/ Bassam Moubarak
Signature

Chief Financial Officer and Director
Official Capacity