

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

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

Trading Symbol: FMAN

Date: July 28, 2020

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: June 30, 2020.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: 55,830,181.

Date of News Release Announcing Proposed Prospectus Offering: June 24, 2020.
(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

- (a) Class Common.
- (b) Number 20,690,000 (including 2,690,000 Over-Allotment Option).
- (c) Price per security \$0.50.
- (d) Voting rights Yes, one vote per every share held.

2. Provide details of the net proceeds to the Issuer as follows:

- (a) Per security: \$0.50.
- (b) Aggregate proceeds: \$10,345,000.

3. Provide description of any Warrants (or options) including:
- (a) Number Not applicable .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Not applicable .
 - (c) Exercise price Not applicable .
 - (d) Expiry date Not applicable .
 - (e) Other significant terms Not applicable .
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount Not applicable .
 - (b) Maturity date Not applicable .
 - (c) Interest rate Not applicable .
 - (d) Conversion terms Not applicable .
 - (e) Default provisions Not applicable .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 55,830,181 Common shares .
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.). None .
7. Provide details of the use of the proceeds: The Issuer intends to use the proceeds of the Offering for exploration work on the Company’s Lemhi gold project in Idaho, USA and its Comstock property in British Columbia, Canada with additional proceeds utilized for general and administrative expenses and working capital.

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8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: Not applicable .
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: Not applicable .
10. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the offering (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable)
- A syndicate of underwriters co-led by Canaccord Genuity Corp. and Stifel Nicolaus Canada Inc., and including PI Financial Corp. and INFOR Financial Inc.
- (b) Cash Total of \$709,325, representing 7% of gross proceeds raised (subject to a reduced fee of 3% for certain President's List purchasers and 6.5% for certain broker-referred President's List purchasers) .
- (c) Securities Total of 1,418,650 Broker Warrants, equal to 7% of the total number of shares sold (subject to a reduction to 3% for certain President's List purchasers and 6.5% for certain broker-referred President's List purchasers). Each Broker Warrant will entitle the Underwriters to purchase one Common share at an exercise price of \$0.50 for a period of 24 months from the Closing Date of the Offering .
- (d) Other Not applicable .
- (e) Expiry date of any options, warrants etc. July 28, 2022 .
- (f) Exercise price of any options, warrants etc. \$0.50 .
11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: No .
12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed

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assignments of any such agreements and any rights of first refusal on future offerings: Bought deal by way of a short form prospectus dated July 23, 2020

13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.
Engagement Letter dated June 23, 2020, Amending Agreement dated June 24, 2020, Underwriting Agreement dated June 30, 2020 and Term Sheet dated June 24, 2020
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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 on behalf of the Issuer.
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 8 Notice of Proposed Prospectus Offering is true.

Dated July 28, 2020.

Kelvin Lee

Name of Director or Senior
Officer

"Kelvin Lee"

Signature

Chief Financial Officer

Official Capacity