



**Notice of Availability of Proxy Materials
for
FREEMAN GOLD CORP.
(the “Company”)**

Annual General and Special Meeting

Meeting Date and Time: Wednesday, June 22, 2022, at 10:00 a.m. (Pacific Time)

Location: Meeting is being held via teleconference

TELECONFERENCE REGISTRATION

Registered Shareholders and proxyholders who have completed the Company’s teleconference registration process will be able to attend the Meeting via teleconference. Non-registered Shareholders who have appointed themselves as proxyholder through their intermediary will also be permitted to attend the Meeting via teleconference. Non-registered Shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of attending Shareholders. The Company and its transfer agent do not have a record of the Company’s non-registered Shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please refer to the “Appointment of Proxy” and “Advice to Non-Registered Shareholders” sections of the Information Circular for additional information.

TELECONFERENCE REGISTRATION PROCESS

Advance registration for the Meeting is required by emailing the following information to janet@keystonecorp.ca:

- (a) the name of the Shareholder in which common shares of the Company are held; and
- (b) an email address and/or telephone number at which a Company representative may contact such Shareholder in order to provide the teleconference number, Meeting ID and passcode, or request additional information, as necessary.

The teleconference number will be provided only to Shareholders and proxyholders who complete the teleconference registration process.

Please be advised that the proxy materials for the above noted shareholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

www.freemangoldcorp.com/investors/

OR

www.sedar.com

Obtaining Paper Copies of the Proxy Materials

Shareholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by 5:00 p.m. (Pacific Time) on Monday, June 13, 2022, in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the materials for up to one year from the date the materials were filed on www.sedar.com.



For more information regarding notice-and-access or to obtain a paper copy of the materials you may contact our transfer agent, Odyssey Trust Company, via www.odysseycontact.com or by telephone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

Notice of Meeting

The resolutions to be voted on at the meeting, described in detail in the Company's Management Information Circular dated May 4, 2022 (the "**Information Circular**"), are as follows:

1. to receive and consider the audited financial statements of the Company, together with the notes thereto and the auditor's report thereon, for the financial year ended November 30, 2021 (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Financial Statements*" on page 9 of the Information Circular);
2. to fix the number of directors of the Company at five (5) (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Fixing the Number of Directors*" on page 9 of the Information Circular);
3. to elect directors of the Company to hold office for the ensuing year (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Election of Directors*" on pages 10-12 of the Information Circular);
4. to appoint Crowe MacKay LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Appointment of Auditor*" on pages 12-13 of the Information Circular);
5. to consider and, if deemed advisable, to pass an ordinary resolution to ratify, confirm and approve the Company's 10% "rolling" stock option plan, as amended February 3, 2022, in the form attached as Schedule "A" to and as more particularly described in the Information Circular (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Approval of Stock Option Plan*" on pages 13-14 of the Information Circular);
6. to consider and, if deemed advisable, to pass an ordinary resolution to ratify, confirm and approve the Company's restricted share unit plan, as amended February 3, 2022, in the form attached as Schedule "B" to and as more particularly described in the Information Circular (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Approval of Restricted Share Unit Plan*" on pages 14-15 of the Information Circular); and
7. to consider and, if deemed advisable, to pass an ordinary resolution to approve amending the Company's Articles to add an advance notice requirement for nominations of directors by Shareholders in certain circumstances, as more particularly described in the Information Circular see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Approval of Amendment to the Articles of the Company to Implement Advance Notice Provisions*" on pages 15-17 of the Information Circular).

Voting: The Company reminds shareholders that it is important to review the Information Circular before voting.

To vote your securities, please refer to the instructions on the enclosed Form of Proxy, which must be received by **10:00 a.m. (Pacific Time) on Monday, June 20, 2022.**

Stratification: The Company is providing paper copies of its Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

Annual Financial Statements: The Company is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders who have opted to receive annual financial statements and have indicated a preference for either delivery method.