



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

**Annual General and Special Meeting
(the “Meeting”)**

Meeting Date and Time: Wednesday, September 20, 2023, at 10:30 a.m. (Pacific Time)

Location: Boardroom 16D, 16th Floor, 595 Burrard Street, Bentall III, Vancouver, BC, V7X 1L4

ATTENDANCE

Shareholders and duly appointed proxyholders are advised that the location of the Meeting has QR code security access. To ensure Shareholders and proxyholders are able to access the Meeting location, the Company requests Shareholders and proxyholders planning to attend the Meeting in person to pre-register. Pre-registration will enable the Company to make the necessary arrangements and provide specific access instructions.

To pre-register for attendance, please connect with the Meeting Coordinator via email to Issuers@keystonecorp.ca.

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.sedarplus.ca

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 Friday, September 8, 2023, 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.sedarplus.ca.

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 July 28, 2023 (the "**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, 2022 (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Presentation of Financial Statements*" on page 7 of the Circular);
2. to fix the number of directors to be elected at the Meeting at five (5) (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Fixing the Number of Directors*" on page 7 of the Circular);
3. to elect directors of the Company to hold office until the next annual meeting of shareholders (see section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Election of Directors*" on pages 7-10 of the 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 10-11 of the Circular);
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company's 10% "rolling" stock option plan, as amended and restated on October 27, 2022, in the form attached as Appendix "A" to and as more particularly described in the Circular (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Approval of Stock Option Plan*" on pages 11-12 of the Circular); and
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company's restricted share unit plan, as amended and restated on October 27, 2022, in the form attached as Appendix "B" to and as more particularly described in the Circular (see the section entitled "*Section 4 - Particulars of Matters to be Acted Upon – Approval of Restricted Share Unit Plan*" on pages 12-13 of the Circular).

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

To vote your securities, please refer to the instructions on the enclosed Form of Proxy, which must be received by **10:30 a.m. (Pacific Time) on Monday, September 18, 2022.**

Stratification: The Company is providing paper copies of its Circular to only 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.