

FREEMAN GOLD CORP.
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the Nine Months ended August 31, 2023 and 2022
Unaudited
(Expressed in Canadian dollars)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed consolidated interim financial statements they must be accompanied by a notice indicating that these condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's external auditors have not performed a review of these condensed consolidated interim financial statements.

FREEMAN GOLD CORP.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**

(Unaudited - Expressed in Canadian dollars)

	Note	August 31, 2023 \$	November 30, 2022 \$
ASSETS			
Current assets			
Cash and cash equivalents	3	2,844,127	5,311,644
Receivables		51,860	172,577
Prepaid expenses and deposits	4	91,850	81,110
Total current assets		2,987,837	5,565,331
Non-current assets			
Advances for exploration and evaluation activities		79,417	39,798
Property, plant and equipment	5	66,580	191,125
Reclamation bond	6	110,012	110,012
Exploration and evaluation assets	6	25,379,242	24,068,518
		25,635,251	24,409,453
TOTAL ASSETS		28,623,088	29,974,784
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	7,8	84,606	450,766
Current portion of lease payable	9	52,554	73,417
Warrant liabilities	10	258,648	1,292,095
Total current liabilities		395,808	1,816,278
Lease payable	9	-	33,645
Total liabilities		395,808	1,849,923
SHAREHOLDERS' EQUITY			
Share capital	10	36,313,958	36,313,958
Reserves	10	4,245,090	4,990,950
Deficit		(12,331,768)	(13,180,047)
Total Shareholders' Equity		28,227,280	28,124,861
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		28,623,088	29,974,784

Approved by the Board of Directors on October 18, 2023:

"Simon Marcotte"
Simon Marcotte, Director

"Victor Cantore"
Victor Cantore, Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

FREEMAN GOLD CORP.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Unaudited - Expressed in Canadian dollars, except number of shares)

		Three months ended August		Nine months ended August	
		2023	2022	2023	2022
		\$	\$	\$	\$
EXPENSES					
Bank charges		622	1,292	1,968	3,322
Consulting	8	254,125	279,244	773,687	1,085,047
General and administrative		17,068	40,356	67,396	129,516
Marketing fees		6,995	44,281	23,349	210,241
Professional fees		6,782	1,040	78,265	65,187
Regulatory and filing fees		27,898	28,046	77,362	133,491
Share-based compensation	8,10	-	-	451,152	1,150,159
Net loss before other items		(313,490)	(394,259)	(1,473,179)	(2,776,963)
Other items					
Fair value gain on liability warrants	10	1,042,534	910,291	1,033,447	3,217,959
Interest on lease payable	9	(1,190)	(2,347)	(4,644)	(2,347)
Interest income		34,831	28,497	103,754	39,279
Foreign exchange		(15,266)	315,929	(8,111)	176,353
		1,060,909	1,252,370	1,124,446	3,431,244
Net earnings (loss) and comprehensive earnings (loss)		747,419	858,111	(348,733)	654,281
Basic and diluted earnings (loss) per common share		0.01	0.01	(0.00)	0.00
Weighted average number of common shares outstanding - basic					
		131,751,484	131,743,332	131,751,484	131,478,569
Weighted average number of common shares outstanding - fully diluted					
	11	131,751,484	131,798,645	131,751,484	134,354,758

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FREEMAN GOLD CORP.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(Unaudited - Expressed in Canadian dollars, except number of shares)

	Note	Share Capital		Reserves	Deficit	Total shareholders' equity
		Number of shares outstanding	Amount			
			\$	\$	\$	\$
Balance at November 30, 2021		131,333,359	35,612,684	4,369,480	(13,906,486)	26,075,678
Issuance of common shares pursuant to mining option agreement	10	375,000	163,125	-	-	163,125
Exercise of warrants	10	43,125	37,856	(16,294)	-	21,562
Share issuance costs		-	(12,102)	-	-	(12,102)
Expiry of warrants	10	-	512,395	(512,395)	-	-
Share-based compensation	10	-	-	1,150,159	-	1,150,159
Net earnings for the period		-	-	-	654,281	654,281
Balance at May 31, 2022		131,751,484	36,313,958	4,990,950	(13,252,205)	28,052,703
Net income for the period		-	-	-	72,158	72,158
Balance at November 30, 2022		131,751,484	36,313,958	4,990,950	(13,180,047)	28,124,861
Share-based compensation	10	-	-	451,152	-	451,152
Cancellation of stock options	10	-	-	(1,197,012)	1,197,012	-
Net loss for the period		-	-	-	(348,733)	(348,733)
Balance at August 31, 2023		131,751,484	36,313,958	4,245,090	(12,331,768)	28,227,280

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

FREEMAN GOLD CORP.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**

(Unaudited - Expressed in Canadian dollars)

	Nine months ended August 31,	
	2023	2022
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Earnings (loss) for the period	(348,733)	654,281
Items not affecting cash:		
Fair value gain on warrant liabilities	(1,033,447)	(3,217,959)
Share-based compensation	451,152	1,150,159
Unrealized foreign exchange	(2,641)	138,484
Interest on lease	4,644	-
Changes in non-cash working capital items:		
Receivables	120,717	(17,472)
Prepaid expenses	(10,740)	(42,710)
Accounts payable and accrued liabilities	(132,834)	(90,138)
Cash used in operating activities	(951,882)	(1,425,355)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of reclamation bond	-	(110,012)
Purchase of property, plant and equipment	-	(9,380)
Advances for exploration and evaluation activities	(39,619)	(63,464)
Expenditures for exploration and evaluation assets	(1,419,505)	(10,546,445)
Cash used in investing activities	(1,459,124)	(10,729,301)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from exercise of warrants	-	21,562
Share issuance costs	-	(10,178)
Lease payments	(59,152)	(22,628)
Cash used in financing activities	(59,152)	(11,244)
Change in cash and cash equivalents during the period	(2,470,158)	(12,165,900)
Effect of exchange rate changes on cash	2,641	(138,484)
Cash and cash equivalents, beginning of period	5,311,644	20,054,776
Cash and cash equivalents, end of period	2,844,127	7,750,392
Supplemental Cash Flow Information:		
Evaluation and exploration expenditures included in accounts payable	74,742	555,545
Right of use asset	-	147,171
Depreciation of property, plant and equipment included in exploration and evaluation expenditures	124,545	84,235

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

FREEMAN GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

May 31, 2023 and 2022

(Expressed in Canadian dollars, unless otherwise noted)

1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY

Freeman Gold Corp. (the "Company") was incorporated in the Province of British Columbia on October 24, 2018, under the Business Corporations Act of British Columbia. The Company is in the business of exploring exploration and evaluation assets. The Company's registered office is Suite 1500 – 1055 W. Georgia Street, Vancouver BC V6E 4N7 and its business office is located at 1570 – 505 Burrard Street, Vancouver, BC V7X 1M5. The Company's shares are listed on the TSX Venture Exchange ("TSXV") under the symbol "FMAN".

On April 16, 2020, (the "Closing Date"), the Company completed a share exchange transaction (the "RTO") with 1132144 B.C. Ltd. ("113BC"), the parent company of Lower 48 Resources Inc. ("Lower 48 BC") and Lower 48 Resources (Idaho) LLC ("Lower 48"), whereby the Company acquired all of the issued and outstanding common shares of 113BC through the issuance of 33,740,000 common shares of the Company, subject to escrow terms to 113BC's shareholders. Additionally, the Company issued 3,500,000 common shares as finder fee shares to an arm's length finder that facilitated the RTO. Prior to the Closing Date, 14,257,770 common shares of the Company were outstanding. Following the Closing Date, 51,497,770 common shares of the Company were outstanding, with 66% of the Company's shares held by shareholders of 113BC.

Management determined that the RTO transaction constituted a reverse acquisition for accounting purposes whereby 113BC acquired the Company. For accounting purposes, 113BC is treated as the accounting acquirer (legal subsidiary), and the Company is treated as the accounting acquiree (legal parent) in these condensed consolidated interim financial statements. As 113BC was deemed to be the acquirer for accounting purposes, its assets, liabilities and operations since incorporation are included in these condensed consolidated interim financial statements at their historical carrying values. The Company's results of operations are included from the Closing Date. The comparative figures are those of 113BC prior to the reverse acquisition.

On November 30, 2022, the Company amalgamated all of its Canadian subsidiaries leaving its sole remaining subsidiary Lower 48.

At August 31, 2023, the Company had cash and cash equivalents totalling \$2,844,127. As a result, the Company believes that it has adequate cashflow to meet obligations and carry out planned activities for the next twelve months.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with *International Accounting Standard 34 - Interim Financial Reporting* using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. As such, these condensed consolidated interim financial statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's audited annual consolidated financial statements for the years ended November 30, 2022, and 2021.

The accounting policies applied in these condensed consolidated interim financial statements are the same as those applied in the most recent audited annual financial statements and were consistently applied to all periods presented.

Basis of presentation

These condensed consolidated interim financial statements have been prepared using the historical cost basis, except for certain financial assets and liabilities which are measured at fair value, as specified by IFRS for each type of asset, liability, income and expense as set out in the accounting policies below.

FREEMAN GOLD CORP.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

May 31, 2023 and 2022

(Expressed in Canadian dollars, unless otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**Functional and presentation currency**

The presentation and functional currency of the Company and its subsidiaries is considered to be the Canadian dollar. Transactions in currencies other than the Canadian dollar are recorded at the rates of exchange prevailing on the dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company, and its wholly owned subsidiary Lower 48 (see Note 1). Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are included in the financial statements from the date control commences until the date control ceases. All inter-company balances, transactions, revenues and expenses have been eliminated on consolidation.

Significant accounting estimates and judgments

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated interim financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

These condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant assumptions about the future and other sources of estimation uncertainty that

Accounting standards and interpretations issued but not yet adopted

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its condensed consolidated interim financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed consolidated interim financial statements.

3. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of the following:

	August 31, 2023	November 30, 2022
	\$	\$
Cash	431,265	5,311,644
Redeemable GIC in Canadian dollars including accrued interest at 4.5%	1,025,397	-
Redeemable GIC in US dollars including accrued interest at 4.5%	1,387,465	-
Total cash and cash equivalents	2,844,127	5,311,644

FREEMAN GOLD CORP.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

May 31, 2023 and 2022

(Expressed in Canadian dollars, unless otherwise noted)

4. PREPAID EXPENSES AND DEPOSITS

	August 31, 2023	November 30, 2022
	\$	\$
Marketing	56,424	2,554
Insurance	1,467	27,877
Regulatory and filing fees	20,732	40,033
Computer and software	13,227	9,737
Other	-	909
Total prepaid expenses and deposits	91,850	81,110

5. PROPERTY, PLANT AND EQUIPMENT

	Equipment	Vehicles	Right of Use Asset	Total
	\$	\$	\$	\$
Cost				
Balance at November 30, 2021	57,119	206,237	-	263,356
Additions	9,380	-	147,171	156,551
Balance at November 30, 2022 and August 31, 2023	66,499	206,237	147,171	419,907
Amortization				
Balance at November 30, 2021	21,253	81,778	-	103,031
Additions (Note 6)	20,212	68,746	36,793	125,751
Balance at November 30, 2022	41,465	150,524	36,793	228,782
Additions (Note 6)	17,797	51,559	55,189	124,545
Balance at August 31, 2023	59,262	202,083	91,982	353,327
Net book value				
Balance at November 30, 2022	25,034	55,713	110,378	191,125
Balance at August 31, 2023	7,237	4,154	55,189	66,580

On June 7, 2022, the Company entered into a lease agreement for a warehouse facility. In accordance with IFRS 16, the Company recognized a lease liability of \$147,171 and a right of use asset of \$147,171. The fair value of the lease liability and right of use asset were determined through discounting future lease payments at a discount rate of 8%. The right of use asset is being amortized over the lease period plus one renewal period for a total of two years.

FREEMAN GOLD CORP.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

May 31, 2023 and 2022

(Expressed in Canadian dollars, unless otherwise noted)

6. EXPLORATION AND EVALUATION ASSETS

The Company's exploration and evaluation assets for the period ended August 31, 2023 and year ended November 30, 2022 are as follows:

<u>Period ended August 31, 2023</u>	
Property acquisition costs	
Balance at November 30, 2022	5,819,498
Claim maintenance costs	51,223
Option payments	100,822
	<u>5,971,543</u>
Exploration and evaluation costs	
Balance at November 30, 2022	18,249,020
Costs incurred during the period:	
Depreciation of equipment, vehicles and right of use asset (Note 5)	124,545
Assaying and sampling	152,594
Camp and accommodations	15,327
Drilling	68,483
Fees and taxes	1,181
Geology	349,197
Metallurgy	4,652
Permitting	176,152
Resource estimate	266,548
	<u>19,407,699</u>
Balance at August 31, 2023	<u>25,379,242</u>
<u>Year ended November 30, 2022</u>	
Property acquisition costs	
Balance at November 30, 2021	5,519,808
Option payments	227,933
Claim maintenance payments	71,757
	<u>5,819,498</u>
Exploration and evaluation costs	
Balance at November 30, 2021	5,408,194
Costs incurred during the year:	
Depreciation of equipment, vehicles and right of use asset (Note 5)	125,750
Assaying and sampling	815,944
Archaeology	3,847
Camp and accommodations	13,946
Drilling	9,938,756
Fees and taxes	700
Geology	1,478,478
Metallurgy	36,573
Permitting	226,394
Resource estimate	200,438
	<u>18,249,020</u>
Balance at November 30, 2022	<u>24,068,518</u>

FREEMAN GOLD CORP.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

May 31, 2023 and 2022

(Expressed in Canadian dollars, unless otherwise noted)

6. EXPLORATION AND EVALUATION ASSETS (Continued)**Lemhi Property**

On October 16, 2019, the Company entered into an option agreement to acquire 100% of the rights and interest in certain mining claims located in Lemhi County, Idaho for USD \$1,615,000 (\$1,872,002).

On August 19, 2019, the Company entered into an option agreement to acquire a 100% interest in an additional 46 unpatented mining claims located in Lemhi County, Idaho. In order to exercise the option, the Company is required to make the following payments:

- i) USD \$75,000 within 3 days of the effective date (paid - \$101,475);
- ii) USD \$50,000 on or before the first anniversary of the effective date (paid - \$67,531);
- iii) USD \$50,000 on or before the second anniversary of the effective date (paid - \$62,772);
- iv) USD \$50,000 on or before the third anniversary of the effective date (paid - \$64,415);
- v) USD \$75,000 on or before the fourth anniversary of the effective date (paid - \$100,822);
- vi) USD \$75,000 on or before the fifth anniversary of the effective date;
- vii) USD \$75,000 on or before the sixth anniversary of the effective date; and
- viii) USD \$550,000 on or before the seventh anniversary of the effective date.

On September 8, 2020, the Company acquired and extinguished a back-in right from Yamana Gold Inc. ("Yamana") over the Lemhi Project for the issuance of 4,035,273 common shares with a fair value of \$2,098,342. In connection with the transaction the Company issued finder's fees consisting of 260,000 common shares of the Company with a fair value of \$135,200.

On September 15, 2020, the Company acquired 100% ownership of the Moon #100 and Moon #101 unpatented mining claims ("Moon Claims"), located within the Lemhi project for cash consideration of \$199,950 (US \$150,000) and the issuance of 375,000 common shares of the Company. In the prior year, this agreement was revised, requiring the payment of an additional USD \$100,000 (\$124,546) (paid). On June 6, 2022, the Company issued 375,000 shares with a fair value of \$163,125 to complete the acquisition.

During the year ended November 30, 2022, the Company purchased a reclamation bond in the amount of \$110,012 (US \$85,400) in accordance with the requirements of the USDA Forestry Service.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	August 31, 2023	November 30, 2022
	\$	\$
Accounts payable (Note 8)	84,606	368,840
Accrued liabilities	-	81,926
	84,606	450,766

FREEMAN GOLD CORP.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

May 31, 2023 and 2022

(Expressed in Canadian dollars, unless otherwise noted)

8. RELATED PARTY TRANSACTIONS**Key management compensation**

Key management personnel include those individuals having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and senior corporate officers. The Company entered into the following transactions with related parties during the periods ended August 31, 2023 and 2022:

	August 31,	
	2023	2022
	\$	\$
Consulting fees paid to a company controlled by the CEO	168,750	262,500
Consulting fees paid to the CFO and to a company controlled by the CFO	258,750	352,000
Consulting and equipment rental fees paid to the VP, Exploration	144,250	142,000
Consulting fees paid to the VP, Development	12,000	36,000
Consulting fees paid to a company controlled by the Executive Chairman	168,750	262,000
Share-based compensation paid to officers and directors	451,152	701,792
	<u>1,203,652</u>	<u>1,756,292</u>

Included in accounts payable at August 31, 2023 is \$51,223 (November 30, 2022 - \$48,573) owing to related parties. Amounts due to related parties are unsecured, non-interest bearing and have no specified terms of repayment.

On July 23, 2021, the Company issued 1,000,000 RSU's to the Chief Financial Officer and to the Executive Chairman of the board. The RSUs expire three years from the date of issue and vest upon the occurrence of any one of the following events:

- 1) The Company is sold;
- 2) The participant resigns;
- 3) The participant is terminated without cause; or
- 4) The participant is otherwise unable to perform services for the Company.

On June 22, 2022, the Company issued 150,000 RSU's to two directors of the Company. The RSUs expire three years from the date of issue and vest upon the occurrence of any one of the following events:

- 1) The Company is sold; or
- 2) The participant ceases to perform as director or is otherwise unable to perform services for the Company.

(See Note 10).

9. LEASE LIABILITY

On June 6, 2022, the Company entered into a lease agreement for a warehouse space in Alberta, Canada for a period of one year plus one renewal year. Lease payments are \$6,572 per month.

The Company recognized a lease liability of \$147,171 and a right of use asset of \$147,171. The fair value of the lease liability was determined through discounting future lease payments at a discount rate of 8% over two years. During the period ended May 31, 2023, the Company made total lease payments of \$59,152 (period ended August 31, 2022 - \$22,628) of which \$4,644 was recorded as interest expense in the condensed consolidated interim statements of loss and comprehensive loss for the current period. The balance of the lease liability at August 31, 2023 is \$52,554 (November 30, 2022 - \$107,062).

FREEMAN GOLD CORP.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

May 31, 2023 and 2022

(Expressed in Canadian dollars, unless otherwise noted)

10. SHARE CAPITAL**a) Authorized share capital**

Unlimited number of common shares without par value.

b) Common share transactions

There were no common share transactions for the period ended August 31, 2023.

Year ended November 30, 2022:

On June 6, 2022, the Company issued 375,000 shares with a fair value of \$163,125 for acquisition of the Moon claims (Note 6).

During the year ended November 30, 2022, the Company issued 43,125 common shares for proceeds of \$21,562 pursuant to the exercise of 43,125 warrants and reclassified \$16,294 from reserves to share capital.

c) Warrants

The following is a summary of the Company's warrant transactions for the period ended August 31, 2023 and year ended November 30, 2022:

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance at November 30, 2021	32,067,790	0.64
Exercised	(43,125)	0.50
Expired	(1,356,169)	0.50
Balance at November 30, 2022 and August 31, 2023	30,668,496	0.68

Warrants outstanding at August 31, 2023 are as follows:

	Exercise Price (\$)	Number of Warrants	Expiry Date
Equity Warrants	0.35	11,537,692	September 7, 2024
Liability Warrants	*0.88	19,130,804	November 29, 2026
		30,668,496	

* The liability warrants are exercisable at US\$0.65 (CAD\$0.88).

The remaining life of equity warrants is 1.02 years, and the remaining life of liability warrants is 3.25 years.

The liability warrants were valued based on the closing market price at August 31, 2023 resulting in a fair value gain of \$1,033,447 (period ended August 31, 2022 – gain of \$3,217,959) recorded in the condensed consolidated interim statements of loss and comprehensive loss for the current period.

FREEMAN GOLD CORP.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

May 31, 2023 and 2022

(Expressed in Canadian dollars, unless otherwise noted)

10. SHARE CAPITAL (Continued)**d) Stock Options**

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with Exchange policies, grant to directors, officers and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares issued and outstanding from time to time. Such options are non-transferable and are exercisable at a price per share not below the closing traded price on the date of grant for a period of up to ten years from the date of grant.

The following is a summary of the Company's stock option transactions for the period ended August 31, 2023 and year ended November 30, 2022:

	Number of Options	Weighted Average Exercise Price \$
Balance November 30, 2021	6,750,000	0.49
Granted	2,950,000	0.50
Balance November 30, 2022	9,700,000	0.49
Granted	2,325,000	0.25
Cancelled	(2,450,000)	0.60
Balance August 31, 2023	9,575,000	0.41
Exercisable at August 31, 2023	9,575,000	0.41

The fair value of the stock options granted during the periods ended August 31, 2023 and 2022 was estimated using the Black-Scholes pricing model with the following assumptions:

	August 31, 2023	August 31, 2022
Risk-free interest rate	3.17%	1.63%
Expected life of options	5 years	5 years
Annualized volatility	125.00%	125.00%
Dividend rate	0%	0%

Volatility assumptions for the valuation of options were derived by reference to the volatility of comparable companies.

During the periods ended August 31, 2023 and 2022, the Company incurred \$451,152 and \$1,150,159 respectively, in share-based compensation expense related to the vesting of stock options.

Stock options outstanding at August 31, 2023 are as follows:

Exercise Price (\$)	Number of Shares Issuable on Exercise	Expiry Date
0.60	300,000	May 27, 2025
0.60	300,000	October 6, 2025
0.40	3,700,000	August 31, 2026
0.50	2,950,000	February 1, 2027
0.25	2,325,000	February 10, 2028
	9,575,000	

The weighted average remaining life of stock options is 3.4 years.

FREEMAN GOLD CORP.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

May 31, 2023 and 2022

(Expressed in Canadian dollars, unless otherwise noted)

10. SHARE CAPITAL (Continued)**e) Restricted Share Units**

During the year ended November 30, 2021, the Company adopted a restricted share unit (“RSU) plan to promote and advance the interests of the Company by (i) providing eligible persons (as defined in the RSU plan) with additional incentive through an opportunity to receive discretionary bonuses in the form of shares of the Company, (ii) encouraging stock ownership by such eligible persons, (iii) increasing the proprietary interest of eligible persons in the success of the Company, and (iv) increasing the ability to attract, retain and motivate eligible persons.

The proposed RSU plan provides that RSU’s may be granted by the Board or a committee or member of the Board as the administrator of the RSU plan, to directors, officers, employees, and consultants of the Company. The maximum number of shares made available for issuance pursuant to the RSU plan shall be determined from time to time by the Board, but in any case, shall not exceed 10% of the shares issued and outstanding from time to time, less any shares reserved for issuance under all other share compensation arrangements (including the Company’s stock option plan). Due to uncertainties related to the amount and timing of the future settlement of the RSU’s, no value has been assigned to the RSU’s as of August 31, 2023. See Note 8.

11. BASIC AND DILUTED EARNINGS PER COMMON SHARE

Diluted earnings per common share is calculated based on the following weighted average number of common shares outstanding:

	Three months ended August 31,		Nine months ended August 31,	
	2023	2022	2023	2022
Basic weighted average number of common shares outstanding	131,751,484	131,743,332	131,751,484	131,478,569
Effect of dilutive securities:				
Share purchase options	-	-	-	-
Share purchase warrants	-	55,313	-	2,876,189
Diluted weighted average number of common shares outstanding	131,751,484	131,798,645	131,751,484	134,354,758

The following table lists the number of share purchase options and warrants excluded from the computation of diluted earnings per share because the exercise prices exceeded the average market value of the Company’s common shares or are anti-dilutive during the respective periods as follows:

	Three months ended August 31,		Nine months ended August 31,	
	2023	2022	2023	2022
Share purchase options	9,575,000	9,700,000	9,575,000	9,700,000
Share purchase warrants	30,668,496	30,613,183	30,668,496	27,792,307
Total	40,243,496	40,313,183	40,243,496	37,492,307

FREEMAN GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

May 31, 2023 and 2022

(Expressed in Canadian dollars, unless otherwise noted)

12. FINANCIAL INSTRUMENTS

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include interest rate risk, credit risk, liquidity risk, and currency risk. The carrying value of the Company's financial instruments approximates their fair value due to their short-term nature. Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – Inputs for the asset or liability that are not based on observable market data.

At August 31, 2023, the fair values of the Company's warrant liabilities and cash and cash equivalents are based on Level 1 measurements. The fair values of other financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

Interest rate risk: Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has no debt. The only interest-bearing assets are redeemable guaranteed investment certificates which mature within one year. As such, the Company has minimal interest rate risk.

Credit risk: Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and redeemable GIC's, which are held with a high-credit financial institution and amounts receivable from the Government of Canada. As such, the Company's credit exposure is minimal.

Liquidity risk: Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves to meet its liquidity requirements. The Company addresses its liquidity through equity financing obtained through the sale of common shares. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

Currency risk: Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange. As of August 31, 2023, the Company has US dollar denominated assets of \$1,553,835 and US dollar denominated liabilities of \$24,704. Based on this net US dollar exposure, at August 31, 2023, a 10% change in the Canadian dollar to the US dollar exchange rate would impact the Company's net income or loss by \$152,913.

13. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to pursue its operations and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its shareholders' equity. The Company's primary source of capital is through the issuance of equity. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital.