
**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 24, 2024**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of **FREEMAN GOLD CORP.** (the “**Company**”) will be held at **14th Floor, 555 Burrard Street, Bentall II, Vancouver, BC V7X 1M8, in Boardroom 14F** on **Tuesday, September 24, 2024, at 10:15 a.m., (Pacific Time)** for the following purposes:

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, 2023;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect directors of the Company to hold office until the next annual meeting of Shareholders;
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;
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 Management Information Circular of the Company dated July 29, 2024 (the “**Circular**”);
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 July 29, 2024, in the form attached as Appendix “B” to and as more particularly described in the Circular; and
7. to transact such other business as may be properly brought before the Meeting and any adjournment thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Circular before voting.

Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or any adjournment thereof. Accompanying this Notice and Circular is a (i) form of proxy or voting instruction form – please follow the voting instructions detailed therein - and (ii) financial statements request form.

The board of directors of the Company (the “**Board**”) has fixed the close of business on July 29, 2024, as the record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting.

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their common shares (“**Shares**”) will be voted at the Meeting are requested to complete, date, and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the enclosed form of proxy and in the Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form to ensure that their Shares will be voted at the Meeting. If you hold your Shares in a brokerage account, you are a non-registered Shareholder.

Shareholders and duly appointed proxyholders are advised that the location of the Meeting has restricted access. To ensure Shareholders and proxyholders are able to access the Meeting location, the Company requests Shareholders and proxyholders planning to attend the Meeting 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 contact the Meeting Coordinator via email to Issuers@keystonecorp.ca.

DATED at Vancouver, British Columbia, this **29th** day of **July, 2024**.

BY ORDER OF THE BOARD

/s/ Will Randall _____

Will Randall

President, Chief Executive Officer, and Director