

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Freeman Gold Corp. (the “**Company**”)
Suite 1570, 505 Burrard Street
Vancouver, British Columbia
Canada V7X 1M5

Item 2 Date of Material Change

June 23, 2022

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Canada Newswire on June 23, 2022, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that at its meeting of shareholders (the “**Shareholders**”) held on June 22, 2022, Shareholders approved the re-election of incumbent directors Paul Matysek, Will Randall, Bassam Moubarak, Simon Marcotte and Victor Cantore. All other matters put forward before the Shareholders at the meeting for consideration were approved. Subsequent to the meeting, an aggregate of 150,000 restricted share units were awarded, subject to the terms and conditions of the RSU Plan, to the independent directors of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that at its meeting of shareholders (the “**Shareholders**”) held on June 22, 2022, Shareholders approved the re-election of incumbent directors Paul Matysek, Will Randall, Bassam Moubarak, Simon Marcotte and Victor Cantore.

All other matters put forward before the Shareholders at the meeting for consideration, including the re-appointment of Crowe MacKay LLP, Chartered Professional Accountants, as auditor of the Company at a remuneration to be fixed by the board of directors, ratification of both the stock option plan and the restricted share unit plan (the “**RSU Plan**”) of the Company, as set out in the Company's Management Information Circular dated May 4, 2022, and the proposed amendment to the Articles of the Company to implement advance notice provisions, were approved.

Subsequent to the meeting, the incumbent officers were re-appointed, namely Paul Matysek as Executive Chairman, Will Randall as Chief Executive Officer and President, Bassam Moubarak as Chief Financial Officer and Corporate Secretary, Dean Besserer as Vice President, Exploration and Tom Panoulis as Vice President, Corporate Development. In addition, an aggregate of 150,000 restricted share units were awarded, subject to the terms and conditions of the RSU Plan, to the independent directors of the Company.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Executive Officer

For further information, please contact William Randall, President and Chief Executive Officer of the Company, at 604-687-7130.

Item 9 Date of Report

June 23, 2022