

**FORM 51-102F3**  
**(Previously Form 53-901F)**  
***Material Change Report***

**Item 1: Name and Address of Company**

**Freegold Ventures Limited**

PO Box 10351, Suite 888 - 700 West Georgia Street, Vancouver, BC V7Y 1G5

**Item 2: Date of Material Change:**

May 19, 2015

**Item 3: News Release:**

A news release dated and issued on May 19, 2015 was disseminated through Canada News Wire

**Item 4: Summary of Material Change:**

Freegold Appoints Gregory Hanks to the Board of Directors

**Item 5: Full Description of Material Change:**

May 19th 2015 (Vancouver, BC) – Freegold Ventures Limited (TSX: FVL, Frankfurt: FR4N) ("Freegold") is pleased to announce the appointment of Greg Hanks to the Board of Directors of Freegold effective immediately. We are extremely pleased to welcome Mr. Hanks to the Board of Freegold and believe he will add considerable strength with his strong financial background.

Mr. Hanks holds a B.Comm (Honors) with a major in Finance. He has held a number of management and senior management roles throughout his more than 20 years in the Financial Services Industry. He has extensive experience in commercial and industrial lending and is currently Senior Manager, Commercial Services at Integris Credit Union. He has held several nonprofit board positions and is currently Treasurer of the Northern Interior Mining Group in British Columbia.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not Applicable

**Item 7: Omitted Information**      Not Applicable

**Item 8: Executive Officer**      Kristina Walcott, President and CEO, Telephone: 604.662.7307

**Item 9: Statement of Senior Officer**

Dated at the City of Vancouver, in the Province of British Columbia this 19th day of May 2015