

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

Item 1. Name and Address of Reporting Issuer

Northern Freegold Resources Ltd.
900 – 475 Howe Street
Vancouver, B.C.
V6C 2B3

Item 2. Date of Material Change

August 5, 2011

Item 3. News Release

A News Release dated August 19, 2011 was disseminated via Marketwire.

Item 4. Summary of Material Changes

A summary of the nature and substance of the material change is as follows:

Northern Freegold Amends Private Placement Total to \$8.37 Million

Item 5. Full Description of Material Change

See the attached News Release for complete details.

Item 6. Reliance on subsection 7.1(2) and (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

For further information, please contact John Anderson at (604) 893-8757.

August 25, 2011

PRESS RELEASE

August 19, 2011
TSX.V: NFR

PR #11-09

**NORTHERN FREEGOLD
RESOURCES LTD.**

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Northern Freegold Amends Private Placement Total to \$8.37 Million

Vancouver, BC: August 19, 2011. Northern Freegold Resources Ltd. (NFR: TSX-V) is pleased to announce that it has completed its previously announced financing, raising total gross proceeds of \$8,378,562. The financing was initially announced at \$8.0 million and was increased due to demand. The closing occurred in two tranches of \$6 million and \$2,378,562 respectively. A total of 20 million units were issued in the first tranche. The second tranche was amended to include an additional \$200,000, resulting in a total of 7,928,540 units being issued in the second tranche. Finders received \$3,150.00 and 10,500 finders' warrants in connection with the additional \$200,000.

Each unit sold consists of a common share a share purchase warrant, each warrant being exercisable to acquire an additional share at \$0.45 for 18 months following the closing. All of the securities are subject to a hold period expiring December 9, 2011. The company did not proceed with the loans to directors, officers and employees as announced in its August 4 press release.

Net proceeds from the private placement will be applied towards advancement of the Company's Yukon mineral properties and for general working capital purposes.

Northern Freegold is a well financed rapidly advancing Canadian-based precious metals exploration and development company that brings local expertise and strong management to focus on the development of economic mineral resources on the district-scale Freegold Mountain gold and copper project in the Yukon and the Burro Creek gold and silver property in Arizona.

Northern Freegold Resources Ltd.

On behalf of the Board of Directors

Signed "John Anderson"

**John Anderson
Chair**

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information, please contact Julie Hajduk,
Investor Relations Manager 1-877-893-8757
The TSX Venture Exchange has not reviewed and does not accept
responsibility for the adequacy or accuracy of this release

900-475 Howe Street
Vancouver, BC Canada V6C 2B3
Tel. 604.893.8757 Fax 604.893.8758
Toll Free 877.893.8757
northernfreegold.com TSX.V: NFR