



Freeman Gold Corp.
Suite 1570, 505 Burrard Street
Vancouver, British Columbia
Canada V7X 1M5

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 27, 2021**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Freeman Gold Corp. (the “**Company**”) will be held on **Thursday, May 27, 2021, at 10:00 a.m.** (Pacific Time) via teleconference call. Shareholders are invited to attend the Meeting remotely for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended November 30, 2020, together with the auditor’s report thereon, and related management discussion and analysis;
2. To fix the number of directors for the ensuing year at five (5) members;
3. To elect directors of the Company to hold officer for the ensuing year;
4. To appoint Crowe MacKay LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and, if deemed appropriate, to pass an ordinary resolution approving the continuation of the Company’s 10% “rolling” stock option plan, as more particularly described in the accompanying Information Circular (as defined below);
6. To consider and, if deemed appropriate, to pass an ordinary resolution approving the adoption of a restricted share unit plan for the Company, in the form attached as Schedule “C” to and as more particularly described in the accompanying Information Circular; and
7. To transact such further and other business as may be properly brought before the Meeting and any adjournment or postponement thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment or postponement thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

VIRTUAL MEETING ADVANCE REGISTRATION PROCESS

Registered Shareholders and proxyholders who have completed the Company’s virtual meeting advance registration process will be able to attend the Meeting via teleconference. Non-registered Shareholders who have appointed themselves as proxyholder through their intermediary will also be permitted to attend the Meeting via teleconference. Non-registered Shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of attending Shareholders. The Company and its transfer agent do not have a record of the Company’s non-registered Shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please refer to the “Appointment of Proxy” and “Advice to Beneficial Shareholders (Non-Registered Shareholders)” sections of the Information Circular for additional information.

VIRTUAL MEETING ADVANCE REGISTRATION

Advance registration for the Meeting is required by emailing the following information to janet@keystonecorp.ca:

- (a) the name of the registered Shareholder in which common shares of the Company are held;
- (b) the proxy control number given in respect of such common shares of the Company (unless the person is registering as a proxyholder); and
- (c) an email address and/or telephone number at which a Company representative may contact such Shareholder in order to provide the teleconference number, Meeting ID and passcode, or request additional information, as necessary.

The teleconference number will be provided only to Shareholders and proxyholders who complete the virtual meeting advance registration process using the instructions provided above.

The board of directors of the Company (the “**Board**”) has fixed the close of business on April 8, 2021, as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered in the register of Shareholders as at the close of business on April 8, 2021, will be entitled to receive notice of, and to vote at, the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Information Circular under the heading “*Section 2 – Proxies and Voting Rights*”. For information with respect to Shareholders who own their shares through an intermediary, see “*Section 2 – Proxies and Voting Rights – Advice to Beneficial Shareholders (Non-Registered Shareholders)*” in the Information Circular.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided with the Meeting materials and submitting them no later than May 25, 2021, at 10:00 a.m. (Pacific Time), the cut-off time for deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

DATED at Vancouver, British Columbia, this 8th day of **April, 2021**.

BY ORDER OF THE BOARD OF DIRECTORS:

/s/ William Randall
William Randall
President, Chief Executive Officer and Director