FREMONT GOLD LTD.

NOTICE OF CHANGE IN CORPORATE STRUCTURE
PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102

1. Names of the parties to the transaction

Fremont Gold Ltd. (formerly Palisades Ventures Inc.) (the "**Company**"), 1027344 B.C. Ltd. ("**1027344 BC**"), Intermont Exploration, LLC ("**Intermont**"), Alan Carter, Barry Miller, Paul Hansed, Dennis Moore, and Clay Newton.

2. Description of the transaction

Pursuant to an amended and restated binding letter agreement between the Company, 1027344 BC, Intermont, Alan Carter, Barry Miller, Paul Hansed, Dennis Moore, and Clay Newton dated February 22, 2017 as amended, the Company acquired all of the issued and outstanding shares of 1027344 BC and units of Intermont in consideration of a total of 10,000,000 post-consolidated common shares of the Company (the "**Transaction**").

In connection with the Transaction, the Company changed its name from "Palisades Ventures Inc." to "Fremont Gold Ltd." and completed a share consolidation of the issued and outstanding shares of the Company such that every four (4) existing common shares were consolidated into three (3) new common shares. The Company's trading symbol has been changed to "FRE". The Company also issued 300,000 post-consolidated common shares to Nevada Select Royalty, Inc. pursuant to the lease agreement on the Hurricane Project.

Concurrent with the Transaction, the Company completed a non-brokered private placement of 10,257,132 units of the Company at a price of $0.15 per unit for gross proceeds of $1,538,570. Each unit is comprised of one post-consolidated common share and one-half of one share purchase warrant. Each whole warrant is exercisable into one additional post-consolidated common share of the Company at an exercise price of $0.25 per share for a period of 2 years from the closing date. The Company paid a total of $54,258 cash and issued a total of 361,720 broker warrants as finder's fees for the private placement. Each broker warrant is exercisable into one additional post-consolidated common share of the Company at an exercise price of $0.15 per share for a period of 2 years from the closing date.

For additional information relating to the Transaction, please refer to the filing statement of the Company dated May 29, 2017 and news releases of the Company issued on January 4, 2017, February 28, 2017, April 24, 2017, June 1, 2017, June 20, 2017 and July 5, 2017, which documents are available on SEDAR at www.sedar.com.

3. Effective date of the transaction

June 29, 2017.

4. **Name of each party, if any, that ceased to be a reporting issuer after the transaction and of each continuing entity**

The Company remains a reporting issuer in British Columbia and Alberta.

Dated in Vancouver, British Columbia, this 5th day of July, 2017.