

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

Item 1 Name and Address of Company

Freeman Gold Corp. (the “**Company**”)
555 Burrard Street, P.O. Box 272
Vancouver, BC
V7X 1M8 Canada

Item 2 Date of Material Change

December 2, 2024

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 December 2, 2024, and a copy was subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced the appointment of David Keough to its board of directors, effective December 2, 2024.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it appointed David Keough to its board of directors, effective December 2, 2024.

Mr. Keough is an experienced mining executive with over 35 years of practice in the mining industry including exploration, engineering, mine operations (Open Pit and Underground), corporate development, contracting, consulting, projects and construction. His extensive mining experience spans jurisdictions across Latin America, North America, Europe, Africa and Asia Pacific. He has direct experience in numerous commodities including precious metals, base metals, mineral sands, and lithium. Furthermore, Mr. Keough has held a number of executive director positions in both private and public companies in Australian and Canada, with broad experience serving on Board audit committees, sustainability committees and compensation committees.

During his 35-year career, Mr. Keough worked for Placer Dome, Minera Alumbrera (Argentina), and spent six years with Goldcorp Inc. in key corporate development and operational roles in numerous countries before his appointment as Executive Vice President and Chief Operating Officer for Crocodile Gold. He later served as Executive Director and Chief Operating Officer of Goldrock Inc., in which he successfully permitted the Lindero gold project (Argentina) for construction. Lindero was subsequently acquired by Fortuna Silver Mines Inc. He is currently a Non-Executive director of Saxum Engineering Solutions, a leading private engineering firm in the Americas.

Mr. Keough holds a Bachelor of Science and post graduate diploma (Mineral Economics) from James Cook University (Queensland) and is a Fellow of the Australian Institute of Mining and Metallurgy and an accredited Chartered Professional (Management). He also holds open-pit mine manager’s certificates of competency (Western Australia).

The Company further announces the grant of an aggregate of 500,000 stock options to a director and to a consultant of the Company, whereby each stock option is exercisable at \$0.11 for a period of five years from the date of grant, subject to regulatory approval.

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 Bassam Moubarak, Chief Executive Officer of the Company, at 604-618-4919.

Item 9 Date of Report

December 2, 2024