FREEGOLD VENTURES LIMITED

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(UNAUDITED)

(Expressed in U.S. Dollars)

September 30, 2020 and 2019

MANAGEMENT'S COMMENTS ON
UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of Freegold Ventures Limited (the "Company") have been prepared by and are the responsibility of the Company's management. The unaudited condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgements based on information currently available.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Freegold Ventures Limited
(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Financial Position
(unaudited)

(Expressed in U.S. Dollars)

ASSETS		September 30, 2020		December 31, 2019
Current				
Cash and cash equivalents	**$**	**31,262,798**	$	1,168,089
Restricted cash ((*Note 4*)		**303,994**		71,950
Amounts receivable		**28,605**		21,792
Prepaid expenses and deposits		**314,839**		21,601
		31,910,236		1,283,432
Exploration and Evaluation Properties *(Note 5)*		**40,771,658**		37,867,103
Property, Plant and Equipment *(Note 6 (a))*		**348,110**		353,247
Right-of-Use Asset *(Note 6 (b))*		**47,281**		82,293
	$	**73,077,285**	$	39,586,075

LIABILITIES				
Current				
Trade payables	**$**	**467,245**	$	181,159
Accrued liabilities		**-**		27,043
Current portion of lease liability *(Note 6 (b))*		**47,978**		50,943
Project cost advance received *(Note 4)*		**303,994**		-
Due to related parties *(Note 7)*		**-**		829,815
		819,217		1,088,960
Non-Current				
Lease liability (*Note 6(b))*		**-**		35,922
Restoration and environmental obligations *(Note 8)*		**247,141**		239,808
		1,066,358		1,364,690
EQUITY				
Share Capital *(Note 9)*		**106,076,913**		86,714,664
Reserves		**32,235,306**		17,312,208
Deficit		**(66,301,292)**		(65,805,487)
		72,010,927		38,221,385
	$	**73,077,285**	$	39,586,075

Nature and Continuance of Operations *(Note 1)*, **Commitments** *(Note 10)* and **Subsequent Events** *(Note 14)*

- See Accompanying Notes -

Freegold Ventures Limited
(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Changes in Equity
(unaudited)

(Expressed in U.S. Dollars)

	Common Shares	Amount	Stock Options Reserve	Warrants Reserve	Foreign Currency Translation Reserve	Deficit	Total
Balance – December 31, 2018	**188,953,906**	**$ 85,849,508**	**$ 7,740,279**	**$ 9,714,597**	**$ (777,630)**	**$ (65,458,043)**	**$ 37,068,711**
Private placement (Note 9a)	31,492,304	1,483,583	-	-	-	-	1,483,583
Value assigned to warrants (Notes 9a and 9b)	-	(603,249)	-	603,249	-	-	-
Share issue costs (Note 9a)	-	(2,412)	-	-	-	-	(2,412)
Fair value of change in re-pricing of warrants (Note 9d)	-	-	-	47,700	-	-	47,700
Share-based payments (Note 9d)	-	-	2,901	-	-	-	2,901
Foreign currency translation adjustment	-	-	-	-	(15,394)	-	(15,394)
Loss for the period	-	-	-	-	-	(397,914)	(397,914)
Balance – September 30, 2019	**220,446,210**	**86,727,430**	**7,743,180**	**10,365,546**	**(793,024)**	**(65,855,957)**	**38,187,175**
Balance – December 31, 2019	**220,446,210**	**86,714,664**	**7,743,180**	**10,365,657**	**(796,629)**	**(65,805,487)**	**38,221,385**
Private placements (Note 9a)	79,942,700	33,392,525	-	-	-	-	33,392,525
Value assigned to warrants (Notes 9a and 9b)	-	(14,265,158)	-	14,265,158	-	-	-
Exercise of warrants (Note 9b)	27,657,430	3,972,596	-	(1,321,831)	-	-	2,650,765
Exercise of options (Note 9c)	1,000,000	226,698	(98,591)	-	-	-	128,107
Share issue costs (Note 9a)	-	(2,439,105)	-	-	-	-	(2,439,105)
Share issue costs – agent warrants (Note 9a)	-	(1,525,307)	-	1,525,307	-	-	-
Foreign currency translation adjustment	-	-	-	-	553,055	-	553,055
Loss for the period	-	-	-	-	-	(495,805)	(495,805)
Balance – September 30, 2020	**329,046,340**	**$ 106,076,913**	**$ 7,644,589**	**$ 24,834,291**	**$ (243,574)**	**$ (66,301,292)**	**$ 72,010,927**

Freegold Ventures Limited
(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(unaudited)

(Expressed in U.S. Dollars)

		3 Months Ended September 30, 2020	3 Months Ended September 30, 2019	9 Months Ended September 30, 2020		9 Months Ended September 30, 2019
General and Administrative Expenses						
Accretion *(Notes 6(b) & 8)*	**$**	**3,286**	2,757	**9,435**	$	7,867
Consulting fees *(Note 7)*		**8,176**	2,288	**13,652**		6,784
Depreciation *(Notes 6(a) & 6(b))*		**14,111**	14,482	**41,293**		42,464
Office and miscellaneous		**11,912**	10,357	**33,313**		28,939
Professional fees (*Note 7)*		**38,984**	15,981	**69,530**		47,895
Promotion and shareholder relations		**304**	850	**16,313**		19,714
Rent and utilities		**616**	513	**1,714**		1,521
Share-based payments *(Notes 9c)*		**-**	-	**-**		2,901
Transfer, filing and other fees		**33,742**	20,164	**69,587**		64,967
Travel and transportation		**81**	192	**7,620**		38,240
Wages, salaries and benefits *(Note 7)*		**87,356**	85,472	**252,322**		253,470
Total General and Administrative Expenses		**(198,568)**	(153,056)	**(514,779)**		(514,762)
Foreign exchange gain (loss), net		**1,662**	(1,009)	**5,268**		(343)
Financing costs		**-**	(47,700)	**-**		(47,700)
Gain on forgiveness of debt		**-**	-	**-**		20,013
Interest and bank charges		**(1,210)**	(1,807)	**(2,650)**		(6,271)
Overhead recovery fee		**1,462**	107,379	**6,065**		142,946
Interest income		**3,970**	4,311	**10,291**		8,203
		5,884	61,174	**18,974**		116,848
Net Loss for the Period	**$**	**(192,684)**	(91,882)	**(495,805)**	$	(397,914)
Loss per Share – Basic and Diluted	**$**	**(0.00)**	(0.00)	**(0.00)**	$	(0.00)
Weighted Average Number of Shares Outstanding – Basic and Diluted		**273,840,141**	197,701,768	**242,596,327**		191,827,291
Comprehensive Loss						
Net loss for the period	**$**	**(192,684)**	(91,882)	**(495,805)**	$	(397,914)
Foreign currency translation adjustment		**509,639**	20,322	**553,055**		(15,394)
Total Comprehensive Gain (Loss) for the Period	**$**	**316,955**	(71,560)	**57,250**	$	(413,308)

Freegold Ventures Limited
(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Cash Flows

For the Nine Months Ended September 30,
(unaudited)

(Expressed in U.S. Dollars)

Cash Resources Provided By (Used In)	**2020**	2019
Operating Activities		
Loss for the period	**$ (495,805)**	$ (397,914)
Items not affecting cash:		
Depreciation	**41,293**	42,464
Accretion	**9,435**	7,867
Gain on forgiveness of debt	**-**	(20,013)
Financing cost	**-**	47,700
Overhead recovery fee	**-**	(106,576)
Share-based payments		2,901
Net changes in non-cash working capital components:		
Amounts receivable	**(6,813)**	40,883
Prepaid expenses and deposits	**(293,238)**	(41,270)
Trade payables	**59,677**	53,406
Accrued liabilities	**(27,042)**	(30,805)
Project cost advance received	**303,994**	121,327
Due to related parties	**(829,815)**	291,898
	(1,238,314)	11,868
Investing Activities		
Exploration and evaluation property acquisition costs	**(1,230,890)**	(43,500)
Exploration and evaluation property deferred exploration costs	**(1,514,411)**	(1,396,215)
Exploration and evaluation property deferred exploration cost recovery	**67,155**	1,581,243
Overhead recovery	**-**	200,000
	(2,678,146)	341,528
Financing Activities		
Share capital issued	**36,171,397**	1,483,583
Share issue costs	**(2,439,105)**	(2,412)
Repayment of lease liability	**(40,798)**	-
Restricted cash	**(232,044)**	(495,807)
	33,459,450	985,364
Effect of Foreign Currency on Cash and Cash Equivalents	**551,719**	76,938
Net Increase in Cash and Cash Equivalents	**30,094,709**	1,415,698
Cash and Cash Equivalents - Beginning of Year	**1,168,089**	99,989
Cash and Cash Equivalents - End of Period	**$ 31,262,798**	$ 1,515,687
Interest received	**$ 6,745**	$ -
Income taxes paid	**$ -**	$ -
Supplemental Disclosure of Non-Cash Items		
Exploration expenditures included in trade payables and due to related parties	**$ 226,409**	$ 378,478

1. Nature and Continuance of Operations

Freegold Ventures Limited (the "Company") is in the process of acquiring, exploring and developing precious and base metal properties. The Company will attempt to bring the properties to production, structure joint ventures with others, option or lease properties to third parties or sell the properties outright. The Company has not determined whether these properties contain ore reserves and the Company is considered to be in the exploration stage. The recoverability of the amounts expended by the Company on acquiring and exploring mineral properties is dependent upon future profitable production or selling the property.

The head office, principal address and registered records office of the Company is Suite 888 – 700 West Georgia Street, Vancouver, British Columbia, Canada, V7Y 1G5.

The Company's condensed consolidated interim financial statements as at September 30, 2020 and for the period then ended have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company had a net loss of $495,805 for the nine-month period ended September 30, 2020 (September 30, 2019 – $397,914) and had working capital of $31,091,019 at September 30, 2020 (December 31, 2019 – working capital of $194,472).

The Company had cash and cash equivalents of $31,262,798 at September 30, 2020 (December 31, 2019 - $1,168,089), but management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. If the Company is unable to raise additional capital in the immediate future, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures or cease operations. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus (COVID-19) a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds and/or carry out exploration programs.

2. Significant Accounting Policies

The financial statements of the Company and its subsidiaries (the "Group") have been prepared in accordance with International Accounting Standards ("IAS") 34, "*Interim Financial Reporting*" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's annual consolidated financial statements for the year ended December 31, 2019.

a) **Consolidation**

These condensed consolidated interim financial statements include the accounts of the Company's wholly-owned subsidiaries, Free Gold Recovery, USA, Freegold Ventures Limited, USA, Grizzly Bear Gold Inc., McGrath Gold Inc. and Dolphin Gold Inc. (inactive). All subsidiaries are US corporations which are involved in exploration and evaluation of properties. Inter-company balances are eliminated upon consolidation.

b) **Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the Company's condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed consolidated interim financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments and share-based payments, the recognition and valuation of provisions for restoration and environmental obligations, the recoverability and measurement of deferred tax assets and liabilities, determination of functional currencies and ability to continue as a going concern. Actual results may differ from those estimates and judgments.

c) **Cash and Cash Equivalents**

The Company considers cash and cash equivalents to include amounts held in banks and highly liquid investments with remaining maturities at point of purchase of 90 days or less. The Company places its cash and cash equivalents with institutions of high-credit worthiness.

As at September 30, 2020, cash and cash equivalents includes a redeemable guaranteed investment certificate of $40,118 (December 31, 2019 - $40,997).

d) **Financial Instruments**

Financial instruments consist of financial assets and financial liabilities, and are initially recognized at fair value net of transaction costs that are directly attributable to the acquisition or issue of the financial asset or liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit and loss.

The Company classifies its financial assets and financial liabilities in the following measurement categories:

a) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
b) those to be measured at amortized cost.

The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income. The Company's cash and cash equivalents, and amounts receivable are recorded at amortized cost.

Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). Any fair value changes due to credit risk for liabilities designated at fair value through profit and loss are recorded in other comprehensive income. The Company's trade payables, accrued liabilities and due to related parties are recorded at amortized cost. The Company does not currently have any fair value through profit or loss financial liabilities.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Impairment of Financial Assets

An expected credit loss (ECL) model applies to financial assets measured at amortized cost, contract assets and debt investments at fair value through other comprehensive income, but not to investments in equity instruments. The Company's financial assets, measured at amortized cost and subject to the ECL model, include cash and cash equivalents, and amounts receivable.

IFRS 9 no longer requires a triggering event to have occurred before credit losses are recognized. An entity is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments. In addition, IFRS 9 requires additional disclosure requirements about expected credit losses and credit risk.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods, if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as fair value through profit or loss ("FVTPL") or amortized cost. Financial liabilities classified as amortized cost are initially recognized at fair value less directly attributable transaction costs.

The Company's trade payables, accrued liabilities and due to related parties are classified at amortized cost. The Company does not currently have any FVTPL financial liabilities.

e) **Exploration and Evaluation Properties**

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Option payments received are treated as a reduction of the carrying value of the related exploration and evaluation properties and deferred costs until the receipts are in excess of costs incurred, at which time they are credited to income. Option payments are at the discretion of the optionee, and accordingly, are recorded on a cash basis.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

3. Approval

These condensed consolidated interim financial statements were approved and authorized for issue by the Audit Committee of the Board of Directors on November 12, 2020.

4. Restricted Cash

Restricted cash consists of an advance from an earn-in partner who has forwarded funds to the Company for use on a specific property.

(Expressed in U.S. Dollars)

5. Exploration and Evaluation Properties

	Golden Summit Property	Shorty Creek Property	Total
Acquisition costs			
Balance, December 31, 2018	$ 3,169,819	$ 198,546	$ 3,368,365
Additions	53,000	-	53,000
Balance, December 31, 2019	$ 3,222,819	$ 198,546	$ 3,421,365
Exploration and evaluation costs			
Balance, December 31, 2018	$ 28,786,525	$ 5,433,651	$ 34,220,176
Assaying	-	64,977	64,977
Camp costs	-	211,897	211,897
Drilling	-	427,050	427,050
Engineering and consulting	-	68,783	68,783
Geological and field expenses	18,915	122,587	141,502
Geophysics	-	297,099	297,099
Helicopter support	-	391,971	391,971
Land maintenance and tenure	78,036	116,975	195,011
Legal	4,323	-	4,323
Metallurgical studies	-	16,993	16,993
Overhead cost	-	174,899	174,899
Personnel	45,147	250,615	295,762
Travel	8,265	58,451	66,716
Total incurred during the year ended December 31, 2019	$ 154,686	$ 2,202,297	$ 2,356,983
Less:			
Expenditure recovery	-	(1,931,421)	(1,931,421)
Overhead recovery	-	(200,000)	(200,000)
Balance, December 31, 2019	$ 28,941,211	$ 5,504,527	$ 34,445,738
Total	**$ 32,164,030**	**$ 5,703,073**	**$ 37,867,103**

Notes to Condensed Consolidated Interim Financial Statements

September 30, 2020 and 2019

(Expressed in U.S. Dollars)

		Golden Summit Property		Shorty Creek Property		Total
Acquisition costs						
Balance, December 31, 2019	$	3,222,819	$	198,546	$	3,421,365
Additions		1,230,890		-		1,230,890
Balance, September 30, 2020	$	4,453,709	$	198,546	$	4,652,255
Exploration and evaluation costs						
Balance, December 31, 2019	$	28,941,211	$	5,504,527	$	34,445,738
Assaying		100,689		13,447		114,136
Drilling		900,974		-		900,974
Engineering and consulting		102,925		15,049		117,974
Geological and field expenses		385,231		42,533		427,764
Land maintenance and tenure		24,755		-		24,755
Legal		47,646		-		47,646
Metallurgical studies		-		12,310		12,310
Overhead cost		-		6,065		6,065
Personnel		73,926		-		73,926
Travel		10,690		4,580		15,270
Total incurred during the period ended September 30, 2020	$	1,646,836	$	93,984	$	1,740,820
Less:						
Expenditure recovery		-		(67,155)		(67,155)
Balance, September 30, 2020	$	30,588,047	$	5,531,356	$	36,119,403
Total	**$**	**35,041,756**	**$**	**5,729,902**	**$**	**40,771,658**

(Expressed in U.S. Dollars)

a) **Golden Summit Property, Alaska, USA**

Fairbanks Exploration Inc.

By various agreements dated from December 1, 1992 to May 9, 1997, the Company acquired from Fairbanks Exploration Inc. ("FEI") certain mineral claims in the Fairbanks Mining District of Alaska known as the Golden Summit Property. In the deed conveying its remaining interest, FEI reserved a 7% working interest which is held in trust for FEI by the Company. The property is controlled by the Company through long-term lease agreements or outright claim ownership.

The Company will fund 100% of the costs until commercial production is achieved at which point FEI will be required to contribute 7% of any approved budget. The property is subject to a 2% Net Smelter Royalty ("NSR"), unless otherwise noted. The Company has a 30 day right of first refusal in the event that the 7% working interest of FEI or the NSR is to be sold. The Company can also purchase the NSR at any time following commercial production, based on its net present value as determined by commercial ore reserves.

(i) **Keystone Claims**

By an agreement dated May 17, 1992, the Company entered into a lease with Keystone Mines Partnership ("Keystone") whereby the Company agreed to make advance royalty payments of US$15,000 per year. In May 2000, the agreement was renegotiated and on October 15, 2000, a US$50,000 signing bonus was paid. On November 30, 2001, the Company restructured the advance royalty payments as follows:

1992 – 1998 ($15,000 per year)	$	105,000		(paid)
2000	$	50,000		($25,000 paid in cash and $25,000 with 9,816 treasury shares issued)
2001 - 2006 ($50,000 per year)	$	300,000		(paid)
2007	$	150,000		(paid)
2008	$	150,000		(paid)
2009	$	150,000		(paid)
2010	$	150,000		(paid)
2011	$	150,000		(paid)
2012	$	150,000		(paid)
2013	$	150,000		(paid)
2014	$	112,500		(paid)
2014	$	37,500		(paid)
2015	$	75,000		(paid)
2015	$	75,000	*	(paid)
2016	$	150,000	**	(paid $75,000)
2017	$	150,000	**	(paid $75,000)
2018	$	150,000	***	(paid $15,000)
2019	$	150,000	***	(paid $15,000)
2020	$	150,000	***	(paid $15,000)

The property is subject to a 3% NSR.

In 2011, the Company negotiated an extension of the lease. As long as there is either permitting, development mining or processing being conducted on a continuous basis or advance royalties being paid, the lease shall be renewable for successive 10 year terms.

* $75,000 was paid during the year ended December 31, 2016.

** On December 8, 2015, the Company renegotiated the lease to reduce the annual royalty payments to $75,000 payable in two equal installments on August 1 and November 1, until such time as the price of gold averages $1,400 per ounce for a period of 3 months, at which time the original agreement will be re-instated. In addition, the Company will undertake $75,000 in annual exploration expenditures as consideration for the reduced payments, until such time as the advance royalty payments are resumed at $150,000 per year.

*** The Company renegotiated the lease to decrease the annual royalty payments of $75,000 to $15,000, pursuant to a forbearance agreement in March 2019. The agreement permits the Company to pay $15,000 on August 1 of each year with the remaining balance of $60,000 payable in equal monthly installments over 2 years, following the price of gold averaging US$1,400 per ounce for a period of 3 months. On November 3, 2020, the Company renegotiated the lease to reduce the annual royalty payments from $150,000 per annum to $75,000 beginning in 2021. As consideration for this reduction, the Company paid $180,000 subsequent to September 30, 2020 in order to offset the previous advance royalty payments of $15,000 per annum for each 2018, 2019, and 2020 payment made under the forbearance agreement.

(ii) **Newsboy Claims**

By lease agreement dated February 28, 1986 and amended March 26, 1996, the Company assumed the obligation to make advance royalty payments of $2,500 per year until 1996 (paid) and $5,000 per year until 2006 (paid). During 2006, the Company renewed the existing lease term for an additional 5 years on the same terms and conditions.

On October 12, 2012, the Company amended the lease agreement and the lease term was extended for an additional 5 years from March 1, 2011 to February 29, 2016. The minimum royalty payable under the amended lease was $12,000 per year for the term of the lease. The Company amended the lease agreement whereby the $12,000 due on February 29, 2016 was deferred to May 31, 2016 (paid), and the lease term was extended for an additional 5-year term from March 1, 2016 to February 28, 2021. The lease payments are $12,000 for 2017 (paid), $12,000 for 2018 (paid), $5,000 for 2019 (paid), $5,000 for 2020 (paid) and $5,000 for 2021. As consideration, the Company had agreed to a one-time payment of $50,000 (the “Signing Bonus”) due on or before February 28, 2017. The Company renegotiated the agreement to defer payments of the Signing Bonus to two installments of $25,000 due on February 28, 2017 ($25,000 paid) and $25,000 due on February 28, 2018 ($25,000 paid).

The claims are subject to a 4% NSR. The Company has the option to purchase the NSR for the greater of the current value or US$1,000,000 less all advance royalty payments completed to date.

(Expressed in U.S. Dollars)

(iii) **Tolovana Claims**

In May 2004, the Company entered into an agreement with a third party (the "Seller") whereby the Seller transferred 100% of the rights via a Quit Claim Deed to a 20-year lease on the Tolovana Gold Property in Alaska.

Under the terms of the agreement, the Company assumed all of the Seller's obligations under the lease, which include making annual payments of $1,000 per month for the first 23 months, increasing to $1,250 per month for the 24th to the 48th months, and $1,500 per month after the 49th month and for the duration of the lease. These payments are current.

In addition, the Company made a cash payment to the Seller of $7,500 on signing, and issued 66,667 shares on regulatory approval. An additional 33,333 shares were to be issued within 30 days of a minimum 200,000 ounce mineral resource being calculated on the property, if the resource was established in 5 years or less from the date of the agreement. No resource was calculated during the prescribed timeframe; therefore, these shares were not issued to the Seller.

The property is subject to a sliding scale NSR as follows: 1.5% NSR if gold is below $300 per ounce, 2.0% NSR in the event the price of gold is between $300 to $400, and 3.0% NSR in the event that the price of gold is above $400.

The Company, at its option, can purchase 100% of the Tolovana Gold Property claims and NSR for $1,000,000 less any amounts paid.

(iv) **Green Claims**

On December 16, 2010, the Company entered into a 20-year lease agreement with Christina Mining Company, LLC ("Christina Mining") to acquire certain mineral claims in the Fairbanks Mining District of Alaska known as the Green Property. The claims are subject to a 3% NSR. The Company is required to make annual cash payments and cumulative exploration expenditures as follows:

	Payments	Cumulative Exploration Expenditures
December 1, 2010	$100,000 (paid)	-
December 1, 2011	$100,000 (paid)	$250,000 (incurred)
December 1, 2012	$100,000 (paid)	$500,000 (incurred)
December 1, 2013	$100,000 (paid)	$750,000 (incurred)
December 1, 2014	$50,000 (paid)	$1,000,000 (incurred)
December 1, 2014	$50,000 (paid)	-
December 1, 2015	$50,000 * (paid)	-
December 1, 2016	$50,000 ** (paid)	-
December 1, 2017	$50,000 ** (paid)	-
December 1, 2018 to 2019	$100,000*** per year	-
December 1, 2020 to 2028	$200,000 per year	-
December 1, 2029	$150,000 per year	-
Total	$2,800,000	

(Expressed in U.S. Dollars)

*In December 2015, an amendment was negotiated to reduce the annual advance royalty for 2015 to $50,000, with the payment deferred until March 31, 2016.

** In 2016, the Company renegotiated the lease to reduce the annual royalty payments to $50,000 until such time as the price of gold averages $1,400 per ounce for a period of 3 months at which time the original agreement will be re-instated. In addition, the Company guaranteed to pay the 2017 and 2018 land maintenance costs as consideration for the reduced payments or until such time as the advance royalty payments are resumed pursuant to the original agreement.

*** The Company amended the lease to waive the 2018 and 2019 advance royalty payment. This concession may be extended with notice to the Company for a further two years and with further agreement to waive the annual advance royalty payment for the following two years. As consideration for this concession, the Company agreed to relinquish its rights to certain mineral claims. Following reclamation and in the event the advance royalty payments are made in full, the Company shall have the right, but not the obligation, to reincorporate the claims into the lease. The Company shall reimburse Christina Mining the annual claim rents for the relinquished claims until such time as the mineral lease is terminated.

(v) **Chatham Claims**

On July 11, 2011, the Company entered into a 4-year lease agreement to acquire certain mineral claims in the Fairbanks Mining District of Alaska known as the Chatham Property. The claims are subject to a 2% NSR. The Company was required to make annual cash payments and exploration expenditures as follows:

	Payments	Exploration Expenditures
Execution of agreement	$20,000 (paid)	-
July 11, 2012	$30,000 (paid)	$50,000 (incurred)
July 11, 2013	$40,000 (paid)	$50,000 (incurred)
July 11, 2014	$50,000 (paid)	$50,000 (waived)
July 11, 2015	-	$50,000 (waived)
Total	$140,000	$200,000

On July 11, 2015, the Company renegotiated and extended the lease agreement for an additional 4 years. The Company is now required to make annual cash payments and exploration expenditures as follows:

	Payments	Exploration Expenditures
September 30, 2016	$25,000 (paid)	$20,000 (incurred)
September 30, 2017	$50,000 (paid)	$20,000 (incurred)
September 30, 2018	$50,000* (paid $15,000)	$20,000*
September 30, 2019	$50,000* (paid $15,000)	$20,000*
Total	$175,000	$80,000

The Company has the option to purchase the property for $750,000 less the annual payments made under the amended lease agreement.

(Expressed in U.S. Dollars)

*A payment of $15,000 was made in 2018 and, on March 27, 2019, the Company renegotiated and extended the lease agreement for an additional 2 years. The Company is now required to make annual cash payments as follows:

	Payments
September 30, 2019	$15,000 (paid)
September 30, 2020	$35,000 (paid)
September 30, 2021	$35,000
Total	$85,000

The Company has the option to purchase the property for $750,000 less the annual payments made under the amended lease agreements.

The Company also has the option to purchase one-half of the NSR for $750,000.

(vi) **Alaska Mental Health Trust Property**

By lease agreement effective June 1, 2012, the Company entered into a mining lease to acquire certain mineral claims in the Fairbanks Mining District of Alaska known as the Alaska Mental Health Trust Property. The property is controlled by the Company through a 3-year lease agreement and may be extended for two extensions of 3 years. On February 1, 2013, the Company entered into an agreement to amend the terms of the lease to reflect an increase in the size of the lease to 403 acres. On June 1, 2015, the Company entered into an agreement to amend the terms of the lease to reflect an increase in the size of the lease to 1,576 acres. On June 1, 2018, the Company entered into an agreement to amend the terms of the lease to reflect a decrease in the size of the lease to 1,030 acres. On June 1, 2020, the Company entered into an agreement to amend the terms of the lease to reflect an increase in the size of the lease to 1,576 acres. As a result, the work commitment schedule and annual cash payments have been modified. The Company is required to make annual cash payments and exploration expenditures as follows:

(Expressed in U.S. Dollars)

For the amendment to 403 acres:

	Payments	Exploration Expenditures
Execution of agreement	$25,000 (paid)	-
Year 1 (2012)	$10 per acre per year (paid)	$125 per acre per year (incurred)
Year 2 (2013)	$10 per acre per year (paid)	$125 per acre per year (incurred)
Year 3 (2014)	$10 per acre per year (paid)	$125 per acre per year (incurred)
Year 4 (2015)	$10 per acre per year (paid)	$235 per acre per year (incurred)
Year 5 (2016)	$15 per acre per year (paid)	$235 per acre per year (incurred)
Year 6 (2017)	$15 per acre per year (paid)	$235 per acre per year (incurred)
Year 7 (2018)	$20 per acre per year (paid)	$355 per acre per year *
Year 8 (2019)	$20 per acre per year (paid in 2020)	$355 per acre per year*
Year 9 (2020)	$20 per acre per year (paid)	$355 per acre per year

For the amendment for an additional 627 acres:

	Payments	Exploration Expenditures
Year 1 (2015)	$10 per acre per year (paid)	$125 per acre per year (incurred)
Year 2 (2016)	$10 per acre per year (paid)	$125 per acre per year (incurred)
Year 3 (2017)	$10 per acre per year (paid)	$125 per acre per year (incurred)
Year 4 (2018)	$15 per acre per year (paid)	$235 per acre per year*
Year 5 (2019)	$15 per acre per year (paid in 2020)	$235 per acre per year*
Year 6 (2020)	$15 per acre per year (paid)	$235 per acre per year
Years 7-9	$20 per acre per year	$355 per acre per year

(Expressed in U.S. Dollars)

For the amendment for an additional 546 acres:

	Payments	Exploration Expenditures
Year 1 (2020)	$10 per acre per year (paid)	$125 per acre per year * (incurred)
Years 2-3	$10 per acre per year	$125 per acre per year
Years 4-6	$15 per acre per year	$235 per acre per year
Years 7-9	$20 per acre per year	$355 per acre per year

*The Company is currently renegotiating the terms of the exploration expenditure requirement.

The claims will be subject to the following NSR:

Price of Gold (per ounce)	Net Royalty
$500 or below	1.0%
$500.01 - $700.00	2.0%
$700.01 - $900.00	3.0%
$900.01 - $1,200.00	3.5%
above $1,200.00	4.5%

(vii) **Alaska Mining and Development Property**

By agreement effective September 9, 2020, the Company acquired certain mineral claims in the Fairbanks Mining District of Alaska known as the Alaska Mining and Development Property.

b) **Shorty Creek Property, Alaska, USA**

By agreement dated July 17, 2014, the Company entered into a renewable 10-year lease agreement to acquire certain mineral claims located 100 km northwest of Fairbanks, Alaska known as the Shorty Creek Property. On August 8, 2014, the Company issued 750,000 common shares as consideration. The vendor will retain a 2% NSR and is responsible for the annual State of Alaska rents for the first 5 years after which the Company will be responsible. In 2014 and 2016, additional claims were staked within and outside the area of interest and the Company will be responsible for these annual State of Alaska rents.

On March 5, 2019, the Company entered into an agreement (the “SC Option Agreement”) with a wholly-owned subsidiary of South32 Limited (“South32”) whereby South32 has the option to earn a 70% interest in the Shorty Creek Property. To maintain the option in good standing under the SC Option Agreement, South32 was required to contribute minimum exploration funding of $10 million over a 4-year option period with minimum exploration expenditures of $2 million in Years 1 and 2, and $3 million in Years 3 and 4 for an aggregate of $10 million. The first year expenditure of a minimum of $2 million was completed.

On November 2, 2020, the Company and South32 entered into an amendment to the SC Option Agreement (the "Amending Agreement") to modify and defer South 32's funding obligations for Years 2,3 and 4 in light of safety concerns presented by the COVID-19 pandemic. Pursuant to the Amending Agreement, Year 2, which was originally to have expired on January 31, 2021, was divided into two parts: Year 2, Part 1, which expires on March 31, 2021 and Year 2, Part 2, which expires on January 31, 2022. In order to maintain the option in good standing, South32 must contribute minimum exploration funding of $300,000 in Year 2, Part 1 and an additional $2 million in Year 2, Part 2. The Year 3 and Year 4 expiry dates have been deferred for one year and now expire on January 31, 2023 and January 31, 2024, respectively.

South 32 has committed to making the required expenditures for Year 2, Part 1 and, subject to an approved budget, has also committed to making the required expenditures for Year 2, Part 2. The program for Year 2, Part 1 is now focussing on re-logging, hyperspectral analysis, age dating and geological modeling in preparation for a drilling program to be carried out in 2021 as part of the Year 2, Part 2 expenditures. Freegold has until February 28, 2021 to deliver the exploration data and information from Year 2, part 1 program and propose a budget for Year 2, Part 2.

Should South32 withdraw prior to exercising its option, the option will lapse and South32 will have no further interest in or claim against the Project.

South32 may exercise its option at any time following Year 1 to subscribe for 70% of the shares of a newly formed project company by committing $30 million to the newly formed company, less the amount of exploration expenditures contributed by South32 during the option period.

After the subscription funding has been expended by the project holding company, the parties will contribute funding on a pro rata basis (70% and 30% to South 32 and the Company, respectively), as contemplated by the operating agreement which will govern the period subsequent to the option exercise.

The Company will act as the operator of the Project during the option period and will provide annual reports and budgets to a technical committee formed by the Company and South32, for the purpose of reviewing and approving each year's program.

During the nine-month period ended September 30, 2020, management fee revenue of $6,065 was earned pursuant to the 10% operator fee.

(Expressed in U.S. Dollars)

6 (a) Property, Plant and Equipment

	Automotive	Computer Equipment	Office Equipment	Exploration Office	Exploration Office Equipment	Land	Total
Costs							
Balance, December 31, 2018	$ 33,602	$ 12,209	$ 6,658	$ 179,944	$ 13,396	$ 218,892	$ 464,701
Additions	-	-	-	-	-	-	-
Balance, December 31, 2019	$ 33,602	$ 12,209	$ 6,658	$ 179,944	$ 13,396	$ 218,892	$ 464,701
Accumulated Depreciation							
Balance, December 31, 2018	$ (31,250)	$ (9,031)	$ (5,133)	$ (47,432)	$ (10,867)	$ -	$ (103,713)
Depreciation	(705)	(995)	(234)	(5,301)	(506)	-	(7,741)
Balance, December 31, 2019	$ (31,955)	$ (10,026)	$ (5,367)	$ (52,733)	$ (11,373)	$ -	$ (111,454)
Net Book Value	$ 1,647	$ 2,183	$ 1,291	$ 127,211	$ 2,023	$ 218,892	$ 353,247

Notes to Condensed Consolidated Interim Financial Statements

September 30, 2020 and 2019

(Expressed in U.S. Dollars)

	Automotive	Computer Equipment	Office Equipment	Exploration Office	Exploration Office Equipment	Land	Total
Costs							
Balance, December 31, 2019	$ 33,602	$ 12,209	$ 6,658	$ 179,944	$ 13,396	$ 218,892	$ 464,701
Additions	-	-	-	-	-	-	-
Balance, September 30, 2020	$ 33,602	$ 12,209	$ 6,658	$ 179,944	$ 13,396	$ 218,892	$ 464,701
Accumulated Depreciation							
Balance, December 31, 2018	$ (31,955)	$ (10,026)	$ (5,367)	$ (52,733)	$ (11,373)	$ -	$ (111,454)
Depreciation	(371)	(509)	(137)	(3,817)	(303)	-	(5,137)
Balance, September 30, 2020	$ (32,326)	$ (10,535)	$ (5,504)	$ (56,550)	$ (11,676)	$ -	$ (116,591)
Net Book Value	**$ 1,276**	**$ 1,674**	**$ 1,154**	**$ 123,394**	**$ 1,720**	**$ 218,892**	**$ 348,110**

(Expressed in U.S. Dollars)

6 (b) Right-of-Use Asset and Lease Liability

The Company has an office lease with a lease term to September 30, 2021. Upon transition to IFRS 16, the Company recognized a right-of-use asset of $131,468 and a lease liability of $131,468.

The lease liability at January 1, 2019 can be reconciled to the operating lease obligation as of December 31, 2018 as follows:

Operating lease obligation as of December 31, 2018	$ 139,235
Discounted at the incremental borrowing rate (1)	(7,767)
Lease liability recognized as of January 1, 2019	$ 131,468

(1) The lease liability was discounted using an incremental borrowing rate as at January 1, 2019 of 4.25% per annum.

The continuity of the lease liability for the nine-month period ended September 30, 2020 is as follows:

	Lease Liability
January 1, 2020	$ 86,865
Less: lease payments	(40,989)
Accretion expense	2,102
	47,978
Less: Current portion of lease liability	(47,978)
Long-term portion of lease liability – September 30, 2020	$ -

The continuity of the right-of-use asset for the nine month period ended September 30, 2020 is as follows:

	Right-of-Use Asset
January 1, 2020	$ 82,293
Plus foreign exchange	1,144
Less: Amortization of right-of-use asset	(36,156)
September 30, 2020	$ 47,281

(Expressed in U.S. Dollars)

7. Related Party Balances and Transactions

A summary of key management compensation is as follows:

		Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
Accounting – Chief Financial Officer	$	15,292	14,891	44,425	44,810
Consulting – Corporate Secretary		8,176	2,264	13,652	6,780
Salaries and benefits – President and Vice President		73,474	73,700	215,852	220,472
Total	$	96,942	90,855	273,929	272,062

The Company incurred $153,863 in share issue costs and legal costs with WeirFoulds LLP, a legal firm of which a Director of the Company is a partner.

A summary of amounts due to related parties is as follows:

		September 30, 2020		December 31, 2019
President and Chief Executive Officer	**$**	**-**	$	351,847
Vice President, Exploration and Development		**-**		346,233
Chief Financial Officer		**-**		105,300
Corporate Secretary		**-**		26,435
Total	**$**	**-**	$	829,815

Key management personnel includes individuals having authority and responsibility for planning, directing and controlling the activities of the Company, including the directors, and any companies controlled by these parties.

Amounts owing to key management are non-interest bearing, unsecured and due on demand unless otherwise noted.

8. Restoration and Environmental Obligations

The Company's restoration and environmental obligations consist of reclamation and closure costs for the Golden Summit Property *(Note 5a)*. As at September 30, 2020, the present value of the estimated obligations relating to properties is $247,141 (December 31, 2019 – $239,808) using a discount rate of 4.25% (2019 – 4.25%) and no consideration of an inflation rate (2019 – none). Significant reclamation and closure cost activities include land rehabilitation, demolition of field camps, ongoing care and maintenance and other costs.

(Expressed in U.S. Dollars)

The undiscounted reclamation and closure cost obligation at September 30, 2020 is $250,000 (December 31, 2019 – $250,000) and remediation work is expected to commence in 2020. Movements in the reclamation and closure cost balance during the year are as follows:

		September 30, 2020		December 31, 2019
Balance, beginning of year	**$**	**239,808**	$	230,033
Accretion		**7,333**		9,775
Balance, end of period	**$**	**247,141**	$	239,808

9. Share Capital

The Company has authorized an unlimited number of common shares with no par value. At September 30, 2020, the Company had 329,046,340 common shares outstanding (December 31, 2019 – 220,446,210).

a) Share Issuances and Other

On May 26, 2020, the Company closed a brokered private placement of 20,895,674 Units ("First Tranche Units") at a price of Cdn$0.17 per First Tranche Unit for gross proceeds of Cdn$3,552,265 ($2,621,404) and 8,516,326 subscription receipts (the "First Tranche Subscription Receipts") at a price of $0.17 per First Tranche Subscription Receipt for gross proceeds of Cdn$1,447,775 ($1,068,390). Paradigm Capital Inc. ("Paradigm") acted as sole agent on the private placement. Each First Tranche Unit consists of one common share (each a "Common Share") and one-half of one common share purchase warrant (each whole warrant a "First Tranche Warrant"). Each whole First Tranche Warrant will entitle the holder thereof to purchase one Common Share at a price of $0.28 until May 26, 2022. Each First Tranche Subscription Receipt will entitle the holder thereof to receive, without payment of any additional consideration, one Unit *(Note 9b)*.

The Company granted Paradigm 1,462,697 agent warrants relating to the 20,895,674 private placement of First Tranche Units and 596,143 agent warrants relating to the placement of 8,516,326 First Tranche Subscription Receipts. Each agent warrant entitles Paradigm to acquire one Common Share at a price of Cdn$0.225 until May 26, 2022. The Company incurred share issue costs associated with this financing of $978,622 of which $295,958 were commissions and related expenses and $682,664 was the value attributable to the agent warrants *(Note 9b)*.

On June 2, 2020, the Company closed a brokered private placement of 19,167,000 subscription receipts ("Second Tranche Subscription Receipts") at a price of Cdn$0.30 for gross proceeds of Cdn$5,750,100 ($4,243,303). Paradigm acted as sole agent on the placement. Each Second Tranche Subscription Receipt will entitle the holder thereof to receive, without payment of any additional consideration, one Unit (a "Second Tranche Unit"). Each Second Tranche Unit will consist of one Common Share and one-half of one common share purchase warrant (each whole warrant a "Second Tranche Warrant"). Each whole Second Tranche Warrant will entitle the holder thereof to purchase one Common Share at a price of $0.45 until June 2, 2022.

The Company granted Paradigm 1,341,690 agent warrants relating to the 19,167,000 Second Tranche Subscription Receipts. Each agent warrant entitles the agent to acquire one Common Share at a price of Cdn$0.30 until June 2, 2022. The Company incurred share issue costs associated with this financing of $786,231, of which $312,239 were commissions and related expenses and $473,992 was the value attributable to the agent warrants *(Note 9b)*.

On July 29, 2020, the Company closed a brokered private placement of 31,363,700 subscription receipts ("Third Tranche Subscription Receipts") at a price of Cdn$1.10 for gross proceeds of Cdn$34,500,070 ($25,459,428). Paradigm acted as sole agent on the placement. Each Third Tranche Subscription Receipt will entitle the holder thereof to receive, without payment of any additional consideration, one Unit (a Third Tranche Unit"). Each Third Tranche Unit will consist of one Common Share and one-half of one common share purchase warrant (each whole warrant a "Third Tranche Warrant"). Each whole Third Tranche Warrant will entitle the holder thereof to purchase one Common Share at a price of $1.65 until July 29, 2022.

The Company granted Paradigm 395,454 agent warrants relating to the Third Tranche Subscription Receipts. Each agent warrant entitles the agent to acquire one Common Share at a price of Cdn$1.34 until July 29, 2022. The Company incurred share issue costs associated with this financing of $1,927,744 of which $1,559,093 were commissions and related expenses and $368,651 was the value attributable to the agent warrants *(Note 9b)*.

The exchange of the First Tranche Subscription Receipts, Second Tranche Subscription Receipts and Third Tranche Subscription Receipts (collectively the "Subscription Receipts") for Units was approved by Freegold shareholders on September 15, 2020. The Company incurred $271,815 in other share issue costs associated with all three financings. The Company will have sufficient working capital to fund its operations and planned exploration activities for the foreseeable future.

On September 5, 2019, the Company closed a non-brokered private placement of 31,492,304 ("Units"), priced at Cdn$0.0625 per Unit for total proceeds of Cdn$1,968,269 ($1,483,583). Each Unit consists of one common share (a "Share") and one-half common share purchase warrant. Each whole warrant entitles the holder to acquire an additional Share at a price of Cdn$0.081 until September 5, 2022. The Company incurred $15,178 in share issue costs associated with this financing.

(Expressed in U.S. Dollars)

b) **Share Purchase Warrants**

The following is a summary of the changes in the Company's share purchase warrants for the periods ended September 30, 2020 and December 31, 2019:

	September 30, 2020		December 31, 2019	
	Number of warrants	Weighted average exercise price (Cdn$)	Number of warrants	Weighted average exercise price (Cdn$)
Outstanding, beginning of the year	44,454,582	0.11	51,771,637	0.19
Granted	14,706,000	0.28	15,746,152	0.081
Granted	2,058,840	0.225	-	-
Granted	9,583,500	0.45	-	-
Granted	1,341,690	0.30	-	-
Granted	15,681,850	1.65	-	-
Granted	395,454	1.34	-	-
Exercised	(12,521,300)	0.15	-	-
Exercised	(1,252,130)	0.10	-	-
Exercised	(13,660,000)	0.12	-	-
Exercised	(224,000)	0.081	-	-
Expired	-	-	(20,230,883)	0.25
Expired	-	-	(2,832,324)	0.18
Outstanding, end of the period	60,564,486	0.61	44,454,582	0.11

The following table summarizes information regarding share purchase warrants outstanding as at September 30, 2020:

	Number	Price per Share (Cdn$)	Expiry Date	
	1,275,000	0.12	October 26, 2021	(viii)
	15,522,152	0.081	September 5, 2022	(vii)
	14,706,000	0.28	May 26, 2022	(i)
	2,058,840	0.225	May 26, 2022	(ii)
	9,583,500	0.45	June 2, 2022	(iii)
	1,341,690	0.30	June 2, 2022	(iv)
	15,681,850	1.65	July 29, 2022	(v)
	395,454	1.34	July 29, 2022	(vi)
Total	60,564,486			

(i) During the period ended September 30, 2020, 14,706,000 share purchase warrants having a relative fair value of $1,650,128 were issued relating to the May 26, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.28 per share exercisable until May 26, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.28%, a dividend yield of 0% and historical volatility of 155% *(Note 9a)*.

(ii) During the period ended September 30, 2020, 2,058,840 agent warrants having a relative fair value of $682,664 were issued relating to the May 26, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.225 per share exercisable until May 26, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.28%, a dividend yield of 0% and historical volatility of 155% *(Note 9a)*.

(iii) During the period ended September 30, 2020, 9,583,500 share purchase warrants having a relative fair value of $1,837,525 were issued relating to the June 2, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.45 per share exercisable until June 2, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.26%, a dividend yield of 0% and historical volatility of 155% *(Note 9a)*.

(iv) During the period ended September 30, 2020, 1,341,690 agent warrants having a relative fair value of $473,992 were issued relating to the June 2, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.30 per share exercisable until June 2, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.26%, a dividend yield of 0% and historical volatility of 155% *(Note 9a)*.

(v) During the period ended September 30, 2020, 15,681,850 share purchase warrants having a relative fair value of $10,777,504 were issued relating to the July 29, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$1.65 per share exercisable until July 29, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.23%, a dividend yield of 0% and historical volatility of 157% *(Note 9a)*.

(vi) During the period ended September 30, 2020, 395,454 agent warrants having a relative fair value of $368,650 were issued relating to the July 29, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$1.34 per share exercisable until July 29, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.23%, a dividend yield of 0% and historical volatility of 157% *(Note 9a)*.

(vii) During the period ended September 30, 2019, 15,746,152 share purchase warrants having a relative fair value of $603,249 were issued relating to a private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.081 per share exercisable until September 5, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 3.0

(Expressed in U.S. Dollars)

years, risk-free interest rate of 1.27%, a dividend yield of 0% and historical volatility of 115% *(Note 9a)*.

(viii) During the year ended December 31, 2018, 14,935,000 share purchase warrants having a relative fair value of $372,760 were issued relating to a private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.12 per share exercisable until October 26, 2021. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 3.0 years, risk-free interest rate of 2.29%, a dividend yield of 0% and historical volatility of 113%.

(ix) During the year ended December 31, 2017, 1,252,130 agent warrants having a fair value of $87,186 were issued to Paradigm relating to the 2017 Prospectus offering. Each warrant entitles the agent to purchase one additional common share at a price of Cdn$0.12 per share exercisable until September 19, 2019. The fair value was calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.69%, a dividend yield of 0% and historical volatility of 123%. On September 13, 2019, these warrants were reduced to Cdn$0.10 per share and extended to September 19, 2020. An incremental value of $47,811 was calculated relating to the warrant modification using the Black-Scholes option pricing model with an expected life of 1.0 year, risk-free interest rate of 1.61%, a dividend yield of 0% and historical volatility of 135%.

c) **Stock Options**

The Company has established a stock option plan (the "Stock Option Plan") whereby the Board of Directors (the "Board"), may from time to time, grant options to directors, officers, employees or consultants. At the Company's Annual General Meeting held on June 29, 2018, shareholders re-approved a resolution which reserves up to 10% of the issued and outstanding shares from time to time (including existing stock options), as a "rolling stock option plan". Stock options may be granted under the Stock Option Plan with an exercise period of up to ten (10) years from the date of grant or such lesser period as determined by the Board, subject to a short extension in the case of a Company imposed blackout period. Any stock options granted under the Stock Option Plan will not be subject to any vesting schedule, unless otherwise determined by the Board. The exercise price of an option will not be less than the closing price of the common shares on the day prior to grant. The policies of the TSX require the approval of all unallocated options, rights or entitlements under the Stock Option Plan by the Company's shareholders every three years with the next such renewal approval requested by shareholders on or before June 29, 2021.

A summary of the Company's stock options at September 30, 2020 and the changes for the period are as follows:

Number Outstanding December 31, 2019	Granted	Exercised	Cancelled	Expired	Number Outstanding September 30, 2020	Number Exercisable September 30, 2020	Exercise Price (Cdn$)	Expiry Date
150,000	-	(150,000)	-	-	-	-	0.12	July 28, 2020
4,220,000	-	(650,000)	-	-	3,570,000	3,570,000	0.21	July 8, 2021
50,000	-	(50,000)	-	-	-	-	0.155	April 6, 2022
3,150,000	-	(150,000)	-	-	3,000,000	3,000,000	0.10	July 23, 2023
100,000	-	-	-	-	100,000	100,000	0.07	May 15, 2024
7,670,000	-	(1,000,000)	-	-	6,670,000	6,670,000	0.16	

(Expressed in U.S. Dollars)

During the year ended December 31, 2019, the Company granted the following options which vested immediately:

	Exercise Price (Cdn$)	Number of options	2019 Vested Amount
Officer	0.07	100,000	$2,901*
Total	0.07	100,000	$2,901

*The $2,901 ($0.029 per option) estimated fair value of 100,000 options is recorded in the Company accounts as share-based payments expense calculated on the vesting date. The offsetting entry was to the stock options reserve.

A summary of the Company's stock options at December 31, 2019 and the changes for the year are as follows:

Number Outstanding December 31, 2018	Granted	Exercised	Cancelled	Expired	Number Outstanding December 31, 2019	Number Exercisable December 31, 2019	Exercise Price (Cdn$)	Expiry Date
700,000	-	-	-	(700,000)	-	-	0.25	January 1, 2019
150,000	-	-	-	(150,000)	-	-	0.20	July 23, 2019
150,000	-	-	-	-	150,000	150,000	0.12	July 28, 2020
4,220,000	-	-	-	-	4,220,000	4,220,000	0.21	July 8, 2021
50,000	-	-	-	-	50,000	50,000	0.155	April 6, 2022
3,150,000	-	-	-	-	3,150,000	3,150,000	0.10	July 23, 2023
-	100,000	-	-	-	100,000	100,000	0.07	May 15, 2024
8,420,000	100,000	-	-	(850,000)	7,670,000	7,670,000	0.16	

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	September 30, 2020	December 31, 2019
Expected dividend yield	**-**	0.00%
Historical volatility	**-**	114.92%
Risk-free interest rate	**-**	1.56%
Expected life of options	**-**	5.00 years

d) **Shareholders Rights Plan**

Effective May 9, 2012, the Board had approved and adopted a Shareholders' Rights Plan (the "Rights Plan"). The Rights Plan extended the minimum expiry period for a takeover bid to 60 days and required a bid to remain open for an additional 10 business days after an offeror publicly announces it had received tenders for more than 50% of the Company's voting shares. The principal purpose of the Rights Plan was to ensure that shareholders had sufficient time to consider a takeover bid without undue time constraints. It was designed to provide the Board additional time to consider alternatives in maximizing for shareholders the full and fair value for their common shares. The Company let the plan expire on May 9, 2020 as it was no longer necessary given recent amendments to the take-over bid provisions contained in Canadian securities legislation.

(Expressed in U.S. Dollars)

10. Commitments

a) The Company has the following commitments related to payments required under a photocopier lease:

	< 1 year (Cdn$)	2-5 years (Cdn$)	> 5 years (Cdn$)	Total (Cdn$)
Photocopier lease payments	2,003	-	-	2,003

b) The Company has future commitments under exploration and evaluation property option agreements to pay cash and incur exploration expenditures *(Note 5).*

11. Segmented Information

Details on a geographic basis as at September 30, 2020 are as follows:

	USA	Canada	Total
Loss for the period	$ (14,152)	$ (481,653)	$ (495,805)
Current assets	$ 1,160,655	$ 30,749,581	$ 31,910,236
Right-of-use asset	$ -	$ 47,281	$ 47,281
Property, plant and equipment	$ 345,282	$ 2,828	$ 348,110
Exploration and evaluation properties	$ 40,771,658	$ -	$ 40,771,658
Total assets	$ 42,277,595	$ 30,799,690	$ 73,077,285

Details on a geographic basis as at December 31, 2019 are as follows:

	USA	Canada	Total
Income (loss) for the year	$ 12,620	$ (360,064)	$ (347,444)
Current assets	$ 110,629	$ 1,172,803	$ 1,283,432
Right-of-use asset	$ -	$ 82,293	$ 82,293
Property, plant and equipment	$ 349,773	$ 3,474	$ 353,247
Exploration and evaluation properties	$ 37,867,103	$ -	$ 37,867,103
Total assets	$ 38,327,505	$ 1,258,570	$ 39,586,075

Details on a geographic basis as at September 30, 2019 are as follows:

	USA	Canada	Total
Income (loss) for the period	$ 14,355	$ (412,269)	$ (397,914)

12. Comparative Figures

Certain comparative figures have been adjusted to conform to the current year’s presentation.

(Expressed in U.S. Dollars)

13. Financial Instruments and Risk Management

a) **Financial Instruments**

The carrying value of financial assets and liabilities at September 30, 2020 and December 31, 2018 are as follows:

		September 30, 2020		December 31, 2019
Financial Assets				
Amortized cost				
Cash and cash equivalents	$	**31,262,798**	$	**1,168,089**
Restricted cash		**303,994**		**71,950**
Amounts receivable		**4,015**		**15,621**
Financial Liabilities				
Amortized cost				
Trade payables	$	**467,245**	$	**181,159**
Accrued liabilities		**-**		**27,043**
Due to related parties		**-**		**829,815**

Financial instrument hierarchy

Financial instruments measured at fair value on the condensed consolidated interim statement of financial position are summarized into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company does not carry any financial instruments at fair value through profit or loss.

b) **Capital Management**

The capital structure of the Company consists of equity attributable to common shareholders, comprising issued capital, accumulated other comprehensive income and deficit. The Company's objectives when managing capital are to: (i) preserve capital, (ii) obtain the best available net return, and (iii) maintain liquidity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended September 30, 2020. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

c) **Credit Risk**

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises primarily from the Company's cash and cash equivalents and amounts receivable. The Company manages its credit risk relating to cash and cash equivalents by dealing only with highly-rated Canadian financial institutions. As at September 30, 2020, amounts receivable of $28,605 (December 31, 2019 - $21,792) was comprised of goods and services tax receivable of $24,590 (December 31, 2019 - $6,171), interest receivable of $3,546 (December 31, 2019 - $4,703) and other receivables of $469 (December 31, 2019 - $10,918). As a result, credit risk is considered insignificant.

d) **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by continuously monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities. As at September 30, 2020, the Company had cash of $31,262,798 to settle current liabilities of $467,245, which have contractual maturities of less than 30 days and are subject to normal trade terms.

e) **Currency Risk**

Foreign currency exchange risk is the risk that future cash flows, net income (loss) and comprehensive income (loss) will fluctuate as a result of changes in foreign exchange rates. As the Company's operations are conducted internationally, operations and capital activity may be transacted in currencies other than the functional currency of the entity party to the transaction.

The Company's objective in managing its foreign currency risk is to minimize its net exposures to foreign currency cash flows by obtaining most of its estimated annual U.S. cash requirements and holding the remaining currency in Canadian dollars. The Company monitors and forecasts the values of net foreign currency cash flow and condensed consolidated interim statement of financial position exposures and from time to time could authorize the use of derivative financial instruments such as forward foreign exchange contracts to economically hedge a portion of foreign currency fluctuations.

The following table provides an indication of the Company's foreign currency exposures during the periods ended September 30, 2020 and December 31, 2019:

	September 30, 2020 (Cdn$)	December 31, 2019 (Cdn$)
Cash and cash equivalents	**15,460,053**	1,192,239
Trade payables and accruals	**258,099**	126,075
Due to related parties	**-**	1,077,764

A 1% change in Canadian/US foreign exchange rate at period end would have changed the net loss of the Company, assuming that all other variables remained constant, by approximately $152,020 for the nine-month period ended September 30, 2020 (September 30, 2019 - $4,618). The Company has not entered into any derivative instruments to offset the impact of foreign currency fluctuations.

f) **Interest Rate Risk**

The Company's interest rate risk is primarily related to the Company's cash and cash equivalents for which amounts were invested at interest rates in effect at the time of investment. Changes in market interest rate affect the fair market value of the cash and cash equivalents. However, as these investments come to maturity within a short period of time, the impact would likely not be significant.

g) **Commodity Price Risk**

The Company is in the exploration stage and is not subject to commodity price risk.

14. Subsequent Events

The Company issued 3,403,126 shares for proceeds of Cdn$845,773 on the exercise of warrants.

FORM 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR
FREEGOLD VENTURES LIMITED

DATED: NOVEMBER 12TH, 2020

This discussion contains certain forward-looking information and is expressly qualified by the cautionary statement at the end of this Management's Discussion and Analysis ("MD&A").

INTERNATIONAL FINANCIAL REPORTING STANDARDS

The 2020 and 2019 information set forth in this document should be read in conjunction with the consolidated unaudited interim financial statements and related notes, prepared in accordance with IFRS, for the three and nine-month periods ended September 30th, 2020 and 2019.

PRESENTATION CURRENCY

The consolidated interim financial statements are presented in United States Dollars ("U.S. Dollars"), unless otherwise specified. The functional currency of Freegold Ventures Limited (the "Company") is Canadian Dollars. However, the functional currency of the Company's foreign subsidiaries is the U.S. Dollar. Accordingly, the consolidated financial statements are presented in U.S. Dollars. Unless otherwise noted, all currency amounts presented in this MD&A are stated in U.S. Dollars.

BUSINESS OF FREEGOLD

Freegold is an exploration stage company engaged in the acquisition, exploration and evaluation of mineral properties of merit with the aim of developing them to a stage where they can be exploited at a profit or to arrange joint ventures whereby other companies provide funding for development and exploitation. The Company was incorporated in 1985 and is listed on the Toronto Stock Exchange under the symbol "FVL". As of November 12th, 2020, the Company had 332,449,466 shares outstanding. The Company has its registered corporate office in Vancouver, Canada.

REVIEW OF EXPLORATION PROJECTS

The Company continues to focus its exploration activities in Alaska on its Golden Summit and Shorty Creek Projects.

GOLDEN SUMMIT

The Golden Summit Project (the "Project") is a road accessible gold exploration project near Fairbanks, Alaska. The Project consists of a several long-term leases ("Keystone Claims", "Tolovana Claims", "Newsboy Claims", "Green Claims", "Chatham Claims" and "Alaska Mental Health Trust Property") and claims and lands owned by Freegold. The Project is subject to various fixed and sliding net smelter return royalties ("NSR's") ranging from 1 to 5% dependent on the price of gold. The Project is also subject to various payments and work commitments on an annual basis. In a deed conveying its remaining interest, Fairbanks Exploration Inc. ("FEI") reserved a 7%

working interest, which is held in trust for FEI by the Company on certain mineral claims. The Company will fund 100% of the costs until commercial production is achieved at which point FEI is required to contribute 7% of any approved budget. These claims are subject to a 2% NSR to FEI unless otherwise noted. The Company has a 30 day right of first refusal in the event that the 7% working interest of FEI or the NSR is to be sold. The Company can also purchase the NSR at any time following commercial production, based on its net present value as determined by commercial ore reserves.

In September 2020, the Company completed the acquisition of 13 federal mining claims by outright purchase within the project area as part of its efforts to further consolidate its property position.

Freegold has been exploring the Golden Summit Project intermittently since 1992. Exploration activities have included ground and airborne geophysics, rock, soil and trench sampling and drilling (reverse circulation, rotary air blast and core). In addition, detailed geochemical and geophysical programs have been undertaken over the entire Project. The Project is host to several high-grade historical gold mines as well as significant historical placer gold production. It is estimated that some 6.75 million ounces of placer gold have been recovered from the streams that drain the Golden Summit Project area.

Since 2011, four resource updates have been completed on the Project. The most recent technical report on the Golden Summit Project, entitled "*Technical Report, Golden Summit Project, Preliminary Economic Assessment, Fairbanks North Star Borough, Alaska, USA*" dated January 20th, 2016 and Amended and Restated as of May 11th, 2016 prepared by Tetra Tech, Inc. and Mark J. Abrams, C.P.G. and Gary Giroux, P. Eng., M.A.Sc. of Giroux Consultants Ltd. (the "Golden Summit Technical Report") has been filed under the Company's profile on SEDAR.

The preliminary economic assessment ("PEA") reflected in the Golden Summit Technical Report is preliminary in nature, it includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized.

The PEA evaluates a two-phase, 24-year life of mine open pit mine generating two gold streams, each operating at 10,000 tonnes per day (tpd). Processing operations for the oxide and sulfide mineralized materials are heap leach and bio-oxidation, respectively. All values are presented in US$.

Based on a gold price of $1,300/oz, highlights of the PEA include:

- A post-tax net present value using a 5% discount rate and an internal rate of return of $188 million and 19.6%, respectively;
- A mine life of 24 years with peak annual gold production of 158 thousand ounces (koz) and average annual gold production of 96 koz;
- 2,358 koz of doré produced over the life of mine;
- Total cash cost estimated at $842/oz Au (including royalties, refining and transport);
- Ability to execute Phase 1 with low initial capital; initial and sustaining capital costs, including contingency, estimated at $88 million and $348 million respectively;
- A payback of 3.3 years post-tax; and

- Favourable geopolitical climate; completion risk is ameliorated through strong legislative and financial support at state and federal levels.

Potential optimization of the project includes the expansion of the oxide material, which may have the potential to increase the project's overall IRR and NPV, by increasing the throughput during the oxide phase. During the 2017 season, a total of 27 holes were drilled in an area to the north of the current resource area. Using results of the previously completed RAB (Rotary Air Blast) drilling, ground resistivity and soil geochemistry, a series of vertical holes, spaced roughly 50 metres apart were completed. The hole pattern was designed to determine if the current oxide resource could be expanded to the north as well as to establish boundaries to the current oxide resource. The results of the 2017 program demonstrated the potential for expansion of the current oxide resource at Golden Summit to the north with the majority of the holes returning average grades above the oxide grade cut-off used in the 2016 PEA. The oxide resource is contained largely within the upper 200 feet (60 metres) of the surface. To date, resource drilling has been confined to a 300 metre by 1.5 kilometre area (approx. 110 acres) however, the entire Golden Summit project area covers 13,000 acres and hosts numerous other significant exploration targets with potential to host additional resources, all of which would have the potential for an oxide cap within 200 feet (60 metres) of surface.

The 2020 winter drill program at Golden Summit commenced on February 26th, 2020. The program was designed to test a revised interpretation based on the Company's work that higher-grade mineralization may extend to the west of the old Cleary Hill Mine workings in an area of limited previous drilling.

On March 25th, 2020, the Company announced the program was suspended as the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. Exploration was temporarily suspended as a result of the pandemic but recommenced on June 16, 2020.

On May 6th, 2020, the Company announced assay results from its temporarily suspended drill program.

Drill results returned multiple intercepts of higher-grade mineralization within the projected extension of the Cleary Vein system ("CVS"). Hole GSDL2001 was drilled to a depth of 548 metres and intersected 188 metres grading 3.69 grams per tonne (g/t). Significantly, the last 20 metres graded 9.87 g/t Au, indicating the system is open to depth. GSDL2002, drilled 150 metres to the east of GSDL 2001, was drilled to a depth of 165 metres and had just intersected the projected CVS returning 2.4 g/t over 9metres before drilling activities were suspended due to COVID-19. Drilling on this hole was resumed when the program restarted.

These intercepts correspond with Freegold's revised interpretation that the strike of the Cleary Hill vein system may extend west of the old Cleary Hill Mine working towards the Dolphin intrusive in an area of limited previous drilling. As the district's highest grade historical underground mine Cleary Hill produced 281,000 ounces at an average grade of 1.3 oz/t before production ceased in 1942. The historic Cleary Hill mine workings are projected to lie approximately 500-600 metres to the northeast of the current drilling.

Following the announcement of the May 6th, 2020 drill results at Golden Summit, the Company raised gross proceeds of Cdn$45,250,210 ($33,392,525) pursuant to three private placements (the "Private Placements"). Of the funds raised, Cdn$41,697,945 were completed via subscription receipts, which were approved by the Company's shareholders on September 15, 2020. The proceeds of the Private Placements will allow the Company to aggressively pursue further exploration at Golden Summit. Although drilling activities have re-commenced at Golden Summit, the duration and extent of exploration programs may be hampered as a result of COVID-19 restrictions.

Significant results from drilling completed until program suspension in March are reported below:

Hole Number	Dip	Azimuth	Depth (m)	From (m)	To (m)	Int. (m)	Au g/t
GSDL2001	-80°	360°	548	290.6	548	257.4	2.94
			including	365.2	367.2	2.0	169.5
			including	360	548	188.0	3.69
			including	528	548	20.0	9.87
GSDL2002	**-70°**	**360°**	**165**	**156**	**165**	**9**	**2.4**

Width refers to drill hole intercepts, true widths cannot be determined due to uncertain geometry of mineralization.

On June 16th, 2020, drilling recommenced with a Phase1 (10,000 metre) drill program (approximately 15-20 holes) starting with the completion of Hole GSDL2002 which was shut-down at 165 metres in March due to safety concerns resulting from COVID-19. Hole GSDL2020, located 150 metres to the east of GSDL2001 was completed as planned. Holes GSDL2003 and GSDL 2004 were drilled 50 metres east and west of GSDL2001, respectively. Drilling during the current program will focus on systematically drilling the areas to the north, west and east of the initial 2020 holes to further test and refine the Company's revised interpretation.

On September 11th, 2020, the Company reported that Hole GSDL2002 intersected 136 metres grading 1.02 g/t Au. A previous hole, (GSDL1201) drilled within the projected vein zone on the same section, averaged 1.3 g/t Au over the last 113 metres (from 209–322 m). GSDL2002 was collared to intersect the projected downdip extension of the Cleary Hill vein system below GSDL1201 and was successful in intersecting similar tenure mineralization..

Significant results are reported below:

Hole Number	Dip	Azimuth	Depth (m)	From (m)	To (m)	Int. (m)	Au g/t
GSDL2002	-70°*	360°	576	156	168	12	2.3
				270	319.7	49.7	0.93
				370.6	507	136.4	1.02

Width refers to drill hole intercepts, true widths cannot be determined due to uncertain geometry of mineralization.
**Originally collared @ -70°, the hole steadily steepened downhole to near vertical.*

On November 10th, 2020, the Company reported intercepts from drill holes GSDL2003 to GSDL2005. All holes intersected significant widths of mineralization with GSDL2005 intersecting 3.78 g/t Au over 119 metres including 131.5 g/t Au over 3 metres within 573 metres of 1.21 g/t Au.

The holes were designed to test Freegold's interpretation that the strike of the Cleary Hill vein system may extend west of the old Cleary Hill Mine workings towards the Dolphin intrusive. A series of step out holes were aimed at determining the orientation of the higher-grade mineralization intercepted in both GSDL2001 and GSDL2002. Holes GSDL2003, 2004 and 2005 intercepted higher than resource grade mineralization across substantial widths. The results continue to confirm Freegold's revised interpretation. The orientation of the higher-grade zone remains to be determined and considerable additional drilling will be necessary to further define the orientation of the Cleary Hill vein system. The current program is testing the Cleary Hill vein system at depth as well as the area to the south of it where historic workings included the Wackwitz and Colorado vein zones, which have never been tested to depth or along strike to the east.

Table of Significant Intercepts:

Hole #	Hole Depth (m)	Dip	Azimuth	From (m)	To (m)	Interval (m)	Au g/t
GSDL2003	587.6	-70°	360°	21	54	33	1.32
				306	452.1	146.1	0.80
				504	**507**	**3**	**107**
				525	580.5	55.5	0.95
GSDL2004	420	-70°	360°	19.5	84	64.5	0.67
				252	420	168	0.78
incl				**327**	**420**	**93**	**0.93**
GSDL2005	645	-80°	360°	**18**	**591**	**573**	**1.21**
incl				273	591	318	1.83
incl				**472**	**591**	**119**	**3.78**
incl				**588**	**591**	**3**	**131.5**

Width refers to drill hole intercepts, true widths cannot be determined due to uncertain geometry of mineralization.

Hole GSDL2003 was situated 50 metres to the east of hole GSDL2001 and intersected 146.1 metres grading 0.80 g/t Au starting at 306 metres depth and 3 metres grading 107 g/t Au starting at 504.0 metres depth. The zone was projected to be intercepted at approximately 300 metres. Hole GSDL2004 lies 50 metres west of GSDL2001 and was planned to a depth of 600 metres but completed to a depth of only 420 metres, as a result of difficult drilling conditions. The zone was projected to be intercepted at a depth of approximately 300 metres and the hole ended within the projected mineralized zone. Hole GSDL2005 was a step out hole collared approximately 110 metres north of GSDL 2001 and returned an intercept of 573 metres grading 1.21 g/t Au beginning at a depth of 18 metres. This intercept included 119 metres grading 3.78 g/t Au. GSDL2005 was a significant step out hole to the north and the results continue to demonstrate the potential for significant tonnage of higher-grade mineralization to the north. Lying well outside of the pit constrained resource, both GSDL2001 and GSDL2005 contain broad zones of mineralization that have the potential to add significant tonnage to the existing resource.

Three rigs are currently operating on the property. Given the large scope of the program, results are expected to reported as meaningful groups of assays are received rather than on a hole-by-hole basis. Freegold anticipates reporting additional results before the end of the year; however assay reporting remains slow as a result of restrictions imposed by the COVID-19 pandemic and volume of samples received by the laboratory.

The expanded 2020-2021 drill program has multiple objectives:

- Determining the orientation of the higher-grade mineralization successfully intercepted in GSDL2001, GSDL2002 and GSDL 2005;
- Expanding the currently known resource and upgrading the resource categories as part of the efforts to further advance the project through pre-feasibility, including additional environmental baseline studies, further metallurgical test work, and cultural resource studies; and
- Testing other targets on the project that may have potential to host additional resources, including American Eagle/Saddle zone, Hi Yu, and other areas.

Drill cores were cut in half using a diamond saw, with one-half placed in sealed bags for preparation and subsequent geochemical analysis by ALS Chemex. All assays were performed by ALS Global Ltd., with sample preparation carried out at the ALS facility in Fairbanks, Alaska with subsequent analyses performed at its Vancouver and Reno laboratories. The Company maintains a Quality control/quality assurance program for all sampling. .

A full all-season exploration camp has been established at Golden Summit in order to limit exploration personnel contact with the community. Drilling remains ongoing and is expected to continue until mid-December. Drilling is planned to resume in early February 2021 and continue throughout 2021.

The Company may adjust its exploration program plans as it continues to monitor the COVID-19 pandemic and in the interim has implemented extensive safety protocols designed to minimizing the spread of COVID-19 and to protect its contractors, employees and the local community.

SHORTY CREEK

The Company entered into a renewable ten-year lease agreement to acquire certain mineral claims comprising the Shorty Creek Project in July 2014. The Project is located 120 kilometres northwest of Fairbanks, Alaska and 4 kilometres to the south of the all-weather paved Elliott Highway within the Livengood-Tolovana Mining District. The Company issued 750,000 common shares as consideration. The vendor will retain a 2% net smelter returns royalty ("NSR") and be responsible for the annual State of Alaska rents for the first five years after which, the Company will assume responsibility. In 2014, additional claims were staked in the area of interest and the Company will be responsible for these annual State of Alaska rents. Additional claims were also staked during the 2016 exploration program.

Shorty Creek is a copper–gold porphyry target on which Freegold intersected 91.4 metres grading 0.55% copper during its initial drill campaign in 2015. Subsequent drilling in 2016 and 2017 intersected broad zones of copper mineralization. Highlights include 434.5 metres grading 0.36% copper, 0.12 g/t gold, 7.46 g/t silver in hole SC 16-01, and 409.6 metres grading 0.29% copper, 0.06 g/t gold, and 5.66 g/t silver in Hole SC 16-02. A follow-up program in 2017 continued to expand upon these broad zones of copper mineralization. Highlights from 2017 include 360 metres grading 0.24% copper, 0.07 g/t gold, and 4.04 g/t silver in hole SC 17-01, and 408 metres grading 0.27% copper, and 0.05 g/t gold and 4.97 g/t silver in hole SC 17-02. In addition to the copper mineralization at Hill 1835, significant tungsten mineralization was intersected. Significant intercepts include 207 metres grading 0.045% W03 in hole SC 16-01, 0.03% $W0_3$ over 409.6 metres in hole SC 16-02, 0.06% $W0_3$ over 87 metres in hole SC 17-01 and 0.06% $W0_3$ over 339 metres in hole SC 17-02.

On January 16th, 2019, the Company reported results from holes SC 18-01 and SC 18-02 drilled during the 2018 program. A total of 1,166 metres were drilled in two holes within the magnetic high at Hill 1835. Both holes intersected consistent mineralization over broad widths.

Highlights from the Hole SC 18-01 & SC 18-02: 2018 program include:

Hole Number	From	To	Interval (m)	Cu %	Au g/t	Ag g/t	W03 %	Cu EQ %
SC 18-01	113	555.2	442.2	0.24	0.09	4.74	0.02	0.42
Incl	**194**	**315.15**	**121.15**	**0.45**	**0.15**	**10.5**	**0.045**	**0.80**
SC 18-02	92	534.4	442.4	0.22	0.13	4.03	0.02	0.42
Incl	92	407	315	0.25	0.08	4.61	0.026	0.44
Incl	**281**	**407**	**126**	**0.36**	**0.09**	**6.3**	**0.018**	**0.54**

*Freegold has not as yet collected sufficient data to determine how the downhole drill intervals might relate to the actual true thickness of mineralization. *Copper equivalent grades are based on metal prices of US$2.70/lb copper, US$1,280 per oz gold and US$16 per oz silver and US$220/mtu tungsten. Metal recoveries have not been applied in the copper equivalent calculation. The copper equivalent calculation is as follows; CuEq=Cu grade+(Au grade x Au price + Ag grade x Ag price)/(22.0462 x 31.1035 x Cu price) + tungsten.*

Hole SC 18-01 was drilled to a depth of 555.2 metres and terminated in a significant fault zone. Hole SC 18-02, located 175 metres southeast of Hole SC 18-01, was drilled to a depth of 610.85 metres.

The Shorty Creek Project area hosts a cluster of magnetic anomalies commonly seen in porphyry districts. Hill 1835 is only one of the potentially significant areas identified to date. The mineralized area at Hill 1835 extends over a 600 metre x 300 metre area and remains open. The 2016 program also tested a broad magnetic anomaly with coincident geochemistry at Hill 1710, an area located two kilometres north of Hill 1835, with 4 holes spaced on average 400 metres apart. The holes intersected copper mineralization with the copper grades increasing as drilling moved to the northeast. Only 1.6 kilometres of this 6.0 kilometre long magnetic feature has been drill tested.

Other exploration targets within the 100 square kilometre property include the Quarry target, where oxidized porphyritic rock with stockwork veining returned values of 500 ppm copper in rock samples. Steel Creek, which was initially tested with one hole in 2017, lies two kilometres northeast of Hill 1835 and drilling intersected anomalous copper and a mineral suite similar to that seen at Hill 1835.

Drill cores were cut in half using a core saw. In all cases, one-half of the core was placed in sealed bags for geochemical analysis and the other half stored on site. Core samples were either delivered to ALS Chemex at its facility in Fairbanks, Alaska or picked up by ALS Chemex at the camp facility. A quality control assurance program was part of the sampling program to ensure the quality of the assay results.

For results of the 2015 - 2018 drill programs, reference should be made to the full news releases contained on the Company's website at www.freegoldventures.com, as well as a technical report with respect to the Shorty Creek Project entitled, "An Updated *Technical Report for the Shorty Creek Project, Livengood – Tolovana Mining District, Alaska*" by John R. Woodman, B.Sc., P. Geo., dated April 2nd, 2018, which was filed under the Company's profile on SEDAR.

On March 5, 2019, the Company entered into an agreement (the "SC Option Agreement") with a wholly-owned subsidiary of South32 Limited ("South32") whereby South32 has the option to earn a 70% interest in the Shorty Creek Property. To maintain the option in good standing under the SC Option Agreement, South32 was required to contribute minimum exploration funding of $10 million over a 4-year option period with minimum exploration expenditures of $2 million in Years 1 and 2, and $3 million in Years 3 and 4 for an aggregate of $10 million. The first year expenditure of a minimum of $2 million was completed.

On November 2, 2020, the Company and South32 entered into an amendment to the SC Option Agreement (the “Amending Agreement”) to modify and defer South 32’s funding obligations for Years 2,3 and 4 in light of safety concerns presented by the COVID-19 pandemic. Pursuant to the Amending Agreement, Year 2, which was originally to have expired on January 31, 2021, was divided into two parts: Year 2, Part 1, which expires on March 31, 2021 and Year 2, Part 2, which expires on January 31, 2022. In order to maintain the option in good standing, South32 must contribute minimum exploration funding of $300,000 in Year 2, Part 1 and an additional $2 million in Year 2, Part 2. The Year 3 and Year 4 expiry dates have been deferred for one year and now expire on January 31, 2023 and January 31, 2024, respectively.

South 32 has committed to making the required expenditures for Year 2, Part 1 and, subject to an approved budget, has also committed to making the required expenditures for Year 2, Part 2. The program for Year 2, Part 1 is now focussing on re-logging, hyperspectral analysis, age dating and geological modeling in preparation for a drilling program to be carried out in 2021 as part of the Year 2, Part 2 expenditures. Freegold has until February 28, 2021 to deliver the exploration data and information from Year 2, part 1 program and propose a budget for Year 2, Part 2.

Should South32 withdraw prior to exercising its option, the option will lapse and South32 will have no further interest in or claim against the Project.

South32 may exercise its option at any time following Year 1 to subscribe for 70% of the shares of a newly formed project company by committing $30 million to the newly formed company, less the amount of exploration expenditures contributed by South32 during the option period.

After the subscription funding has been expended by the project holding company, the parties will contribute funding on a pro rata basis (70% and 30% to South 32 and the Company, respectively), as contemplated by the operating agreement which will govern the period subsequent to the option exercise.

The Company will act as the operator of the Project during the option period and will provide annual reports and budgets to a technical committee formed by the Company and South32, for the purpose of reviewing and approving each year’s program.

The 2019 exploration program commenced in May with a budget of $2 million fully funded by South32. During the 2019 program 100 km of induced polarization and 98 km of ground magnetic surveys were completed. In addition, 543 soil samples were collected. Results of these surveys will be utilized in helping select further drill targets on the project. A diamond drill program commenced in mid-August and a total of 5 holes (1,542 metres) were drilled. Difficult drill conditions resulted in the abandonment of three holes. Two holes were abandoned before their target depth on Hill 1835 and one hole on Hill 1710 area was also abandoned before reaching target depth.

The first drill holes of the 2019 drilling program (SC1901 and SC1901A) were collared northeast of Hill 1835. Hole SC1901, the first hole of the 2019 program, was lost at a depth of 67 metres. Hole SC1901A was subsequently drilled from the same platform as SC1901 and intersected 99.1 metres grading 0.29% Cu starting at a down-hole depth of 225.3 metres. The style of mineralization intercepted in hole SC1901A is typical of previous holes that Freegold completed to depth on Hill 1835. Copper mineralization occurs as chalcopyrite within quartz stockwork veining hosted in shale/siltstones and as fine disseminations and blebs primarily along bedding planes.

The second and third drill holes (SC1902 and SC1902A) were collared west of the Hill 1835 magnetic high anomaly. No significant assay values were intersected; however, both holes were abandoned due to ground conditions at 274 metres and 129 metres depth, respectively.

Hole SC1903 was collared near the southwest edge of the Hill 1835 magnetic high anomaly. A significant width of copper mineralization was intersected, and it remains open along strike and to depth. Copper mineralization is primarily chalcopyrite, which occurs within zones of intense biotite alteration within the siltstone/shale sequence. The siltstone/shale sequence are cut by several narrow mineralized porphyritic sills/dikes.

Hole SC1904 was located northeast of Hill 1710. SC1904 was drilled to a depth of 167 metres, far short of the target depth of 450 metres.

Highlights from the 2019 program include:

Hole ID	Dip	Azimuth	Depth (m)	From (m)	To (m)	Int. (m)	Cu %	Au g/t	Ag g/t
SC 1901A	-75°	135°	336.6	225.3	324.4	99.1	0.29	0.014	1.61
SC 1902	-70°	135°	No significant values						
SC1902A	-60°	135°	No significant values						
SC1903	-75°	180°	572	251.65	505.5	253.85	0.17	NSV	2.67
			incl	268.75	424	155.25	0.195	NSV	3.58
SC1904	-75°	135°	Hole abandoned before reaching target depth (NSV)						

Insufficient data to determine the true thickness of mineralization intersected in drilling.

The technical disclosure contained in the MD&A has been reviewed and approved by Alvin Jackson, P.Geo., Vice President Exploration and Development for the Company, who is a “Qualified Person” as defined under National Instrument 43-101.

RESULTS OF OPERATIONS

Nine-month period ended September 30th, 2020

On January 1st, 2019, the Company adopted all of the requirements of IFRS 16 – Leases. It provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. The Company has one-year remaining on its office lease, which resulted in a “right-of-use” asset of $47,281 and a corresponding current lease liability of $47,978 as of September 30th, 2020. The associated depreciation is $36,156 and rent expense is reduced accordingly.

The Company’s net loss for the nine-month period ended September 30th, 2020 was $495,805 compared to $397,914 for the nine-month period ended September 30th, 2019. The increase in net loss was mainly attributable to a reduction in the overhead recovery fee from $142,946 in the previous nine-month period ended September 30th, 2019 compared to $6,065 during the nine-month period ended September 30th, 2020. The general and administrative expenses of $514,779 for the nine-month period ended September 30th, 2020 were similar to the $514,762 expenses in the prior year. The changes in general and administrative expenses were mainly attributable to:

- an increase of $6,868 in consulting fees, from $6,784 in 2019 to $13,652 due to increased corporate secretarial costs;

- an increase of $21,635 in professional fees, from $47,895 in 2019 to $69,530 due to costs associated with the Annual General and Special Meeting to approve the conversion of outstanding subscription receipts;

- a decrease of $30,620 in travel and transportation expenses, from $38,240 in 2019 to $7,620 as travel was severally restricted due to the COVID-19 pandemic; and

- a $6,065 overhead recovery fee was recorded to recognize the 10% management fee associated with the Shorty Creek option agreement as compared to $142,946 in 2019. The current year program has been severally restricted due to the COVID-19 pandemic;

  All other general and administrative costs were relatively similar to those incurred in the previous year.

During the nine-month period ended September 30th, 2020, the Company incurred the below acquisition and exploration and evaluation property expenditures:

		Golden Summit Property		Shorty Creek Property		Total
Acquisition costs						
Balance, December 31st, 2019	$	3,222,819	$	198,546	$	3,421,365
Additions		1,230,890		-		1,230,890
Balance, September 30th, 2020	$	4,453,709	$	198,546	$	4,652,255
Exploration and evaluation costs						
Balance, December 31st, 2019	$	28,941,211	$	5,504,527	$	34,445,738
Assaying		100,689		13,447		114,136
Drilling		900,974		-		900,974
Engineering and consulting		102,925		15,049		117,974
Geological and field expenses		385,231		42,533		427,764
Land maintenance and tenure		24,755		-		24,755
Legal		47,646		-		47,646
Metallurgical studies		-		12,310		12,310
Overhead cost		-		6,065		6,065
Personnel		73,926		-		73,926
Travel		10,690		4,580		15,270
Total incurred during the period ended September 30th, 2020	$	1,646,836	$	93,984	$	1,740,820
Less:						
Expenditure recovery		-		(67,155)		(67,155)
Balance, September 30th, 2020	$	30,588,047	$	5,531,356	$	36,119,403
Total	**$**	**35,041,756**	**$**	**5,729,902**	**$**	**40,771,658**

Three-month period ended September 30th, 2020

The Company's net loss for the three-month period ended September 30th, 2020 was $192,684 compared to $91,882 for the three-month period ended September 30th, 2019. The increase in net loss was mainly attributable to a reduction in the overhead recovery fee from $107,379 in the prior year three-month period ended September 30th, 2019 compared to $1,462 during the three-month period ended September 30th, 2020. The general and administrative expenses increased $45,512 from $153,056 for the three-month period ended September 30th, 2019 to $198,568 for the three-month period ended September 30th, 2020. The changes in general and administrative expenses were mainly attributable to:

- an increase of $5,888 in consulting fees, from $2,288 in 2019 to $8,176 due to increased corporate secretarial costs;
- an increase of $23,003 in professional fees, from $15,981 in 2019 to $38,984 due to costs associated with the Annual General and Special Meeting to approve the conversion of outstanding subscription receipts;
- an increase of $13,578 in filing fees, from $20,164 in 2019 to $33,742 due to costs associated with the Annual General and Special Meeting to approve the conversion of outstanding subscription receipts; and

All other general and administrative costs were relatively similar to those incurred in the previous year.

During the three-month period ended September 30th, 2020, the Company incurred the below acquisition and exploration and evaluation property expenditures:

		Golden Summit Property		Shorty Creek Property		Total
Acquisition costs						
Balance, June 30th, 2020	$	3,318,749	$	198,546	$	3,517,295
Additions		1,134,960		-		1,134,960
Balance, September 30th, 2020	$	4,453,709	$	198,546	$	4,652,255
Exploration and evaluation costs						
Balance, June 30th, 2020	$	29,489,341	$	5,526,731	$	35,016,072
Assaying		72,268		-		72,268
Drilling		542,247		-		542,247
Engineering and consulting		65,925		-		65,925
Geological and field expenses		293,524		15,792		309,316
Land maintenance and tenure		24,755		-		24,755
Legal		47,646		-		47,646
Overhead cost		-		1,502		1,502
Personnel		50,210		-		50,210
Travel		2,131		-		2,131
Total incurred during the three-month period ended September 30th, 2020	$	1,098,706	$	17,294	$	1,116,000
Less:						
Expenditure recovery		-		(12,669)		(12,669)
Balance, September 30th, 2020	$	30,588,047	$	5,531,356	$	36,119,403
Total	**$**	**35,041,756**	**$**	**5,729,902**	**$**	**40,771,658**

The increase in cash of $30,094,709 for the nine-month period ended September 30th, 2020 was mainly attributable to net proceeds of shares issued of $33,732,292 offset by $2,678,146 in net mineral exploration activities, $829,815 for amounts owing to related parties and the loss of $495,805. Mineral exploration and acquisition cash expenditures were $2,745,301 with $67,155 being recovered pursuant to the option agreement with South32. This compares to an increase in cash of $1,415,698 for the nine-month period ended September 30th, 2019.

SUMMARY OF QUARTERLY RESULTS

The following selected financial information is derived from the unaudited consolidated interim financial statements of the Company prepared in accordance with IFRS:

Quarters Ended (unaudited)

	Sept. 30th 2020	**June 30th 2020**	**Mar. 31st 2020**	**Dec. 31st 2019**	**Sept. 30th 2019**	**June 30th 2019**	**Mar. 31st 2019**	**Dec. 31st 2018**
Total revenues	$1,462	$1,992	$2,611	$31,953	$106,576	$36,370	$Nil	$Nil
Net (loss) income – before tax	(192,684)	(148,502)	(154,619)	50,470	(91,882)	(115,748)	(190,284)	(19,272)
Net (loss) income per share	(0.00)	(0.00)	(0.00)	0.00	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	73,077,285	43,161,155	39,464,700	39,586,075	40,115,631	39,682,967	38,920,856	38,148,331

The Company's exploration expenses generally tend to be lower during winter months as much of the field exploration is carried out during the summer season, however in 2021 a winter drill program will significantly increase the exploration expenses. In particular, the Shorty Creek drill season is limited largely from May to September, although drilling is possible year-round at Golden Summit.

Liquidity and capital resources

At September 30th, 2020, the Company's working capital, defined as current assets less current liabilities, was $31,091,019 compared to $194,472 at December 31st, 2019. The Company has current liabilities of $819,217 of which $467,245 relates to trade payables, $47,978 relates to the current portion of the office lease liability and $303,994 relates to a project cost advance.

On May 26, 2020, the Company closed a brokered private placement of 20,895,674 Units ("First Tranche Units") at a price of Cdn$0.17 per First Tranche Unit for gross proceeds of Cdn$3,552,265 ($2,621,404) and 8,516,326 subscription receipts (the "First Tranche Subscription Receipts") at a price of $0.17 per First Tranche Subscription Receipt for gross proceeds of Cdn$1,447,775 ($1,068,390). Paradigm Capital Inc. ("Paradigm") acted as sole agent on the private placement. Each First Tranche Unit consists of one common share (each a "Common Share") and one-half of one common share purchase warrant (each whole warrant a "First Tranche Warrant"). Each whole First Tranche Warrant will entitle the holder thereof to purchase one Common Share at a price of $0.28 until May 26, 2022. Each First Tranche Subscription Receipt will entitle the holder thereof to receive, without payment of any additional consideration, one Unit.

The Company granted Paradigm 1,462,697 agent warrants relating to the 20,895,674 private placement of First Tranche Units and 596,143 agent warrants relating to the placement of 8,516,326 First Tranche Subscription Receipts. Each agent warrant entitles Paradigm to acquire one Common Share at a price of Cdn$0.225 until May 26, 2022. The Company incurred share issue costs associated with this financing of $978,622, of which $295,958 were commissions and related expenses and $682,664 was the value attributable to the agent warrants.

On June 2, 2020, the Company closed a brokered private placement of 19,167,000 subscription receipts ("Second Tranche Subscription Receipts") at a price of Cdn$0.30 for gross proceeds of Cdn$5,750,100 ($4,243,303). Paradigm acted as sole agent on the placement. Each Second Tranche Subscription Receipt will entitle the holder thereof to receive, without payment of any additional consideration, one Unit (a "Second Tranche Unit"). Each Second Tranche Unit will consist of one Common Share and one-half of one common share purchase warrant (each whole warrant a "Second Tranche Warrant"). Each whole Second Tranche Warrant will entitle the holder thereof to purchase one Common Share at a price of $0.45 until June 2, 2022.

The Company granted Paradigm 1,341,690 agent warrants relating to the 19,167,000 Second Tranche Subscription Receipts. Each agent warrant entitles the agent to acquire one Common Share at a price of Cdn$0.30 until June 2, 2022. The Company incurred share issue costs associated with this financing of $786,231, of which $312,239 were commissions and related expenses and $473,992 was the value attributable to the agent warrants.

On July 29, 2020, the Company closed a brokered private placement of 31,363,700 subscription receipts ("Third Tranche Subscription Receipts") at a price of Cdn$1.10 for gross proceeds of Cdn$34,500,070 ($25,459,428). Paradigm acted as sole agent on the placement. Each Third Tranche Subscription Receipt will entitle the holder thereof to receive, without payment of any additional consideration, one Unit (a Third Tranche Unit"). Each Third Tranche Unit will consist of one Common Share and one-half of one common share purchase warrant (each whole warrant a "Third Tranche Warrant"). Each whole Third Tranche Warrant will entitle the holder thereof to purchase one Common Share at a price of $1.65 until July 29, 2022.

The Company granted Paradigm 395,454 agent warrants relating to the Third Tranche Subscription Receipts. Each agent warrant entitles the agent to acquire one Common Share at a price of Cdn$1.34 until July 29, 2022. The Company incurred share issue costs associated with this financing of $1,927,744, of which $1,559,093 were commissions and related expenses and $368,651 was the value attributable to the agent warrants.

The exchange of the First Tranche Subscription Receipts, Second Tranche Subscription Receipts and Third Tranche Subscription Receipts (collectively the "Subscription Receipts") for Units was approved by Freegold shareholders on September 15, 2020. The Company incurred $271,815 in other share issue costs associated with all three financings. The Company will have sufficient working capital to fund its operations and planned exploration activities for the foreseeable future.

In March 2019, the Company announced an option agreement with South32 whereby South32 has the option to earn a 70% interest in the Shorty Creek Property by committing $30 million. The 2019 program of $2 million was funded by South32 and the 2020 program was also to be funded by South32. In February 2020, the Company received notice that South32 intended to proceed to the Year 2 of the option. The Company and South 32 have subsequently decided to defer the 2020 program to 2021 due to concerns regarding the Covid-19 pandemic.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments and share-based payments, the recognition and valuation of provisions for restoration and environmental obligations, the recoverability and measurement of deferred tax assets and liabilities, determination of functional currencies and ability to continue as a going concern. Actual results may differ from those estimates and judgments.

A detailed summary of all of the Company's significant accounting policies is included in Note 2 to the consolidated financial statements for the year ended December 31st 2019.

Going Concern Assumption

The recoverability of amounts shown for exploration and evaluation properties and related exploration and development expenditures is dependent upon the economic viability of recoverable reserves, the ability of the Company to obtain the necessary permits and financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Currently, the Company has interest income and management fee revenue but is dependent on equity financings to fund the majority of its activities. The Company has positive working capital at September 30th, 2020 and the Company endeavors to manage the cash position prudently through ongoing monitoring of current and future cash and working capital balances relative to planned activities. The proceeds from the Private Placements completed in May, June and July 2020, will be sufficient to fund the Company's planned activities for the foreseeable future.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise additional funds and/or conduct exploration programs.

Interests in Mining Properties and Exploration and Development Expenditures

In accordance with the Company's accounting policies, acquisition costs and exploration expenditures relating to exploration and evaluation properties are capitalized until the properties are brought into commercial production or disposed. Amortization will commence when a property is put into commercial production. As the Company does not currently have any properties in commercial production, no amortization has been recorded.

Mineral reserve and mineral resource estimates are not precise and also depend on statistical inferences drawn from drilling and other data, which may prove to be unreliable. Future production could differ from mineral resource estimates for the following reasons:

- mineralization could be different from those predicted by drilling, sampling and similar tests;
- the grade of mineral resources may vary from time to time and there can be no assurance that any particular level of recovery can be achieved from the mineral resources; and
- declines in the market prices of contained minerals may render the mining of some or all of the Company's mineral resources uneconomic.

Any of these factors may result in impairment of the carrying amount of interests in mining properties or exploration and development expenditures.

Share-Based Payments, Warrants and Compensation Options

Directors, officers, employees and contractors are granted options to purchase common shares under the Company's Stock Option Plan. This plan and its terms and outstanding balance are disclosed in Note 9(c) to the consolidated interim financial statements for the nine-month period ended September 30th, 2020.

The Company recognizes an expense for option awards using the fair value method of accounting. The Company also records the fair value of warrants granted through private offerings or in lieu of fees and compensation options granted using a fair-value estimate. Management estimates the fair value of stock options, warrants granted through private offerings or in lieu of fees, and compensation options using the Black-Scholes Option Pricing Model. The Black-Scholes Option Pricing Model, used by the Company to calculate fair values, as well as other accepted option valuation models, was developed to estimate fair value of freely tradable, fully transferable options and warrants, which may significantly differ from the Company's stock option awards or warrant grants. These models also require four highly subjective assumptions, including future stock price volatility and expected time until exercise, which greatly affect the calculated values. Accordingly, management believes that these models do not necessarily provide a reliable single measure of the fair value of the Company's stock option awards. The valuation models are used to provide a reasonable estimate of fair value given the variables used.

Restoration and Environmental Obligations

Legal or constructive obligations associated with site restoration on the retirement of assets are recognized when they are incurred and when a reasonable estimate of the value of the obligation can be made. While, the Company has not commenced operations on its mining properties and the principal projects are in the exploration stage, certain exploration activities have occurred that have given rise to a constructive obligation related to the reclamation of the site for the Golden Summit Project. As such, the Company has recognized an environmental rehabilitation provision for the project. Due to the uncertainty around the settlement date and measurement of potential asset retirement obligations for the Company's projects, management considers the assumptions used to calculate the present value of such liabilities at each reporting period and updates the value recognized as required.

Contractual Commitments

The following table discloses, as of November 12th, 2020, the Company's contractual obligations, including anticipated mineral property payments and work commitments. Under the terms of the Company's mineral property purchase agreements, mineral leases and the terms of the unpatented mineral claims held by it, the Company is required to make certain scheduled acquisition payments, incur certain levels of expenditures, make lease or advance royalty payments, make payments to government authorities and incur assessment work expenditures as summarized in the table below in order to maintain and preserve the Company's interest in the related mineral properties. If the Company is unable or unwilling to make any such payments or incur any such expenditures, it is likely that the Company would lose or forfeit it rights to acquire or hold the related mineral properties. The following table assumes that the Company retains the rights to all of its current mineral properties, but does not exercise any lease purchase or royalty buyout options:

The Company is committed under exploration and evaluation property option agreements to pay cash and incur exploration expenditures as outlined in the table below but has the ability to reduce or terminate the option agreements upon appropriate notice.

		2020	2021	2022	2023	2024	* 2025 and beyond		Total
Golden Summit payments	$	59,500	439,060	404,060	404,060	406,790	406,790	$	2,120,260
Golden Summit exploration	$	-	75,000	75,000	75,000	75,000	75,000	$	375,000
Total	$	59,500	514,060	479,060	479,060	481,790	481,790	$	2,495,260

*Annual amounts

For more detailed information on the Company's statutory property payments and exploration commitments, see the Company's Annual Information Form for the year ended December 31st, 2019 and Note 5 to the Company's unaudited interim financial statements for the nine-month period ended September 30th, 2020.

The Company has future commitments related to payments required under a photocopier lease agreement (amounts in Canadian dollars).

	< 1 year (Cdn$)	2-5 years (Cdn$)	Total (Cdn$)
Photocopier lease payments	2,003	-	2,003

See Note 10 of the Company's consolidated financial statements for the nine-month period ended September 30th, 2020.

Off-balance sheet arrangements

The Company has no off-balance sheet arrangements.

Financial Instruments

On January 1, 2018, the Company adopted all of the requirements of IFRS 9 – Financial Instruments. The effect of initially applying this standard did not have a material impact on the Company's financial statements.

The details of the new significant accounting policies and the nature and effect of the changes to previous accounting policies are set out in Note 2(d) in the audited consolidated financial statements for the year ended December 31, 2019.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises primarily from the Company's cash and cash equivalents and amounts receivable. The Company manages its credit risk relating to cash and cash equivalents by dealing only with highly-rated Canadian financial institutions. As at September 30th, 2020, amounts receivable of $28,605 (December 31st, 2019 - $21,792) was comprised of goods and services tax receivable of $24,590 (December 31st, 2019 - $6,171), interest receivable of $3,546 (December 31st, 2019 - $4,703) and other receivables of $469 (December 31st, 2019 - $10,918). As a result, credit risk is considered insignificant.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by continuously monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities. As at September 30th, 2020, the Company had cash of $31,262,798 to settle current liabilities of $467,245 which have contractual maturities of less than 30 days and are subject to normal trade terms.

Currency Risk

Foreign currency exchange risk is the risk that future cash flows, net income and comprehensive income will fluctuate as a result of changes in foreign exchange rates. As the Company's operations are conducted internationally, operations and capital activity may be transacted in currencies other than the functional currency of the entity party to the transaction.

The Company's objective in managing its foreign currency risk is to minimize its net exposures to foreign currency cash flows by obtaining most of its estimated annual U.S. cash requirements and holding the remaining currency in Canadian dollars. The Company monitors and forecasts the values of net foreign currency cash flow and consolidated statement of financial position exposures and from time to time could authorize the use of derivative financial instruments such as forward foreign exchange contracts to economically hedge a portion of foreign currency fluctuations.

The following table provides an indication of the Company's foreign currency exposures during the periods ended September 30th, 2020 and December 31, 2019:

	September 30th 2020 (Cdn$)	December 31st, 2019 (Cdn$)
Cash and cash equivalents	15,460,053	1,192,239
Trade payables and accrued liabilities	258,099	126,075
Due to related parties	-	1,077,764

A 1% change in Canadian/US foreign exchange rate at period-end would have changed the net loss of the Company, assuming that all other variables remained constant, by approximately $152,020 for the nine-month period ended September 30th, 2020 compared to $4,618 for the nine-month period ended September 30th, 2019.

The Company has not entered into any derivative instruments to offset the impact of foreign currency fluctuations.

Interest Rate Risk

The Company's interest rate risk is primarily related to the Company's cash and cash equivalents for which amounts were invested at interest rates in effect at the time of investment. Changes in market interest rate affect the fair market value of the cash and cash equivalents. However, as these investments come to maturity within a short period of time, the impact would likely not be significant.

Commodity Price Risk

The Company is in the exploration stage and is not subject to commodity price risk.

SUBSEQUENT EVENTS

The Company issued 3,403,126 shares for proceeds of Cdn$845,773 on the exercise of warrants.

On November 3, 2020, the Company renegotiated the lease with Keystone Mines Partnership to reduce the annual royalty payments from $150,000 per annum to $75,000 beginning in 2021. As consideration for this reduction, the Company paid $180,000 in order to offset the previous advance royalty payments of $15,000 per annum for each 2018, 2019, and 2020 payment made under the forbearance agreement.

OUTSTANDING SHARE DATA

The Company is authorized to issue unlimited common shares without par value. As at November 12th, 2020, there were 332,449,466 outstanding common shares compared to 220,446,210 outstanding shares at December 31st, 2019.

As at November 12th, 2020 there were 57,161,360 warrants outstanding.

	Number	Price per Share (Cdn$)	Expiry Date	
	650,000	0.12	October 26th, 2021	(viii)
	15,522,152	0.081	September 5th, 2022	(vii)
	13,209,624	0.28	May 26th, 2022	(i)
	1,058,840	0.225	May 26th, 2022	(ii)
	9,301,750	0.45	June 2nd, 2022	(iii)
	1,341,690	0.30	June 2nd, 2022	(iv)
	15,681,850	1.65	July 29th, 2022	(v)
	395,454	1.34	July 29th, 2022	(vi)
Total	57,161,360			

(i) During the period ended September 30, 2020, 14,706,000 share purchase warrants having a relative fair value of $1,650,128 were issued relating to the May 26, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.28 per share exercisable until May 26, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.28%, a dividend yield of 0% and historical volatility of 155%.

(ii) During the period ended September 30, 2020, 2,058,840 agent warrants having a relative fair value of $682,664 were issued relating to the May 26, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.225 per share exercisable until May 26, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.28%, a dividend yield of 0% and historical volatility of 155%.

(iii) During the period ended September 30, 2020, 9,583,500 share purchase warrants having a relative fair value of $1,837,525 were issued relating to the June 2, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.45 per share exercisable until June 2, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.26%, a dividend yield of 0% and historical volatility of 155%.

(iv) During the period ended September 30, 2020, 1,341,690 agent warrants having a relative fair value of $473,992 were issued relating to the June 2, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.30 per share exercisable until June 2, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.26%, a dividend yield of 0% and historical volatility of 155%.

(v) During the period ended September 30, 2020, 15,681,850 share purchase warrants having a relative fair value of $10,777,504 were issued relating to the July 29, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$1.65 per share exercisable until July 29, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.23%, a dividend yield of 0% and historical volatility of 157%.

(vi) During the period ended September 30, 2020, 395,454 agent warrants having a relative fair value of $368,650 were issued relating to the July 29, 2020 private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$1.34 per share exercisable until July 29, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 2.0 years, risk-free interest rate of 0.23%, a dividend yield of 0% and historical volatility of 157%.

(vii) During the period ended September 30, 2019, 15,746,152 share purchase warrants having a relative fair value of $603,249 were issued relating to a private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.081 per share exercisable until September 5, 2022. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 3.0 years, risk-free interest rate of 1.27%, a dividend yield of 0% and historical volatility of 115%.

(viii) During the year ended December 31, 2018, 14,935,000 share purchase warrants having a relative fair value of $372,760 were issued relating to a private placement. Each warrant entitles the holder to purchase one additional common share at a price of Cdn$0.12 per share exercisable until October 26, 2021. The fair values were calculated using the Black-Scholes option pricing model with an expected life of 3.0 years, risk-free interest rate of 2.29%, a dividend yield of 0% and historical volatility of 113%.

Directors, officers, employees and contractors are granted options to purchase common shares under the Company's Stock Option Plan. This plan and its terms and outstanding balance are disclosed in Note 9c to the consolidated financial statements for the nine-month period ended September 30th, 2020.

As at November 12th, 2020 there were 6,670,000 stock options outstanding as disclosed in the below table:

	Number Outstanding November 12th, 2020	**Number Exercisable November 12th, 2020**	**Exercise Price per Share Cdn$**	**Expiry Date**
	3,570,000	3,570,000	$ 0.21	July 8th, 2021
	3,000,000	3,000,000	$ 0.10	July 23rd, 2023
	100,000	100,000	$ 0.07	May 15th, 2024
Total	6,670,000	6,670,000		

RELATED PARTY TRANSACTIONS

The Company considers the President and Chief Executive Officer, Chief Financial Officer, Vice-President of Exploration and Development, Corporate Secretary, directors and any companies controlled by these parties to be key management personnel.

A summary of compensation paid to key management personnel is as follows:

		Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
Kristina Walcott – President	$	36,737	36,850	107,926	110,236
Alvin Jackson – Vice-President		36,737	36,850	107,926	110,236
Gord Steblin – Chief Financial Officer		15,292	14,891	44,425	44,810
Taryn Downing – Corporate Secretary		8,176	2,264	13,652	6,780
Total	$	96,942	90,855	273,929	272,062

The Company incurred $153,863 in share issue costs and legal costs with WeirFoulds LLP, a legal firm of which a Director of the Company is a partner.

A summary of amounts due to related parties is as follows:

		September 30th, 2020		December 31st, 2019
Kristina Walcott - President and CEO	$	-	$	351,847
Alvin Jackson - VP Exploration and Development		-		346,233
Gordon Steblin - CFO		-		105,300
Taryn Downing - Corporate Secretary		-		26,435
Total	$	-	$	829,815

The amounts owing to related parties were paid after the subscription receipts financings were received.

Key management personnel include individuals having authority and responsibility for planning, directing and controlling the activities of the Company, including the directors, and any companies controlled by these parties.

These amounts were incurred in the ordinary course of business, are non-interest bearing, unsecured and due on demand unless otherwise noted.

DISCLOSURE CONTROLS AND PROCEDURES

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), together with other members of management, evaluated the design and operating effectiveness of the Company's disclosure controls and procedures as at the financial period ended September 30th, 2020. Based on that evaluation, the CEO and the CFO concluded that the design and operation of these disclosure controls and procedures were effective as at September 30th, 2020 to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, would be made known to them by others within those entities and that information required to be disclosed by the Company in its annual and interim filings and other reports submitted under securities legislation was recorded, processed, summarized and reported within the periods specified in securities legislation.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The CEO and CFO, together with other members of management, evaluated the design and operating effectiveness of the Company's internal controls over financial reporting as at the financial period ended September 30th, 2020. Based on that evaluation, the CEO and CFO concluded that the design and operation of internal controls over financial reporting were effective as at September 30th, 2020 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS. In designing and implementing such controls, it should be recognized that any system of the internal control over financial reporting, no matter how well designed and operated, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to consolidated financial statement preparation and may not prevent or detect all misstatements due to error or fraud.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no changes in the Company's internal controls over financial reporting during the nine-month period ended September 30th, 2020 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

RISKS AND UNCERTAINTIES

The Company believes that the following items represent significant areas for consideration.

Cash Flows and Additional Funding Requirements

The Company has limited financial resources, no sources of operating cash flows and no assurances that sufficient funding will be available to continue to carry on its business and develop its mineral properties. Although the Company received the net proceeds from the Private Placements and currently has sufficient working capital to fund its operations and currently planned exploration activities, further funding may be required in the future.

Industry

The Company is engaged in the exploration of mineral properties, an inherently risky business. There is no assurance that funds spent on the exploration and development of a mineral deposit will result in the discovery of an economic ore body. Most exploration projects do not result in the discovery of commercially mineable ore deposits.

Commodity Prices

The success of the Company's operations will be dependent in part upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself with respect to the discovery and acquisition of interests in mineral properties, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Foreign Political Risk

The Company's material property interests are currently located in the United States. A significant portion of the Company's interests are exposed to various degrees of political, economic and other risks and uncertainties. The Company's operations and investments may be affected by local political and economic developments, including expropriation, nationalization, invalidation of government orders, permits or agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitations on mineral exports, limitations on foreign ownership, inability to obtain or delays in obtaining necessary mining permits, opposition to mining from local, environmental or other non-governmental organizations, government participation, royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

Government Laws, Regulation & Permitting

Mining and exploration activities of the Company are subject to both domestic and foreign laws and regulations governing prospecting, development, production, taxes, labour standards, occupational health, mine safety, waste disposal, toxic substances, the environment and other matters. Although the Company believes that all exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a substantial adverse impact on the Company.

The operations of the Company will require licenses and permits from various governmental authorities to carry out exploration and development at its projects. There can be no assurance that the Company will be able to obtain the necessary licences and permits on acceptable terms, in a timely manner or at all. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

Title to Properties

Acquisition of rights to the exploration and evaluation properties is a very detailed and time-consuming process. Title to, and the area of, exploration and evaluation properties may be disputed. Although the Company has made reasonable efforts to investigate the title to all of the properties for which it holds mineral leases or licenses or in respect of which it has a right to earn an interest, the Company cannot give an assurance that title to such properties will not be challenged or impugned.

The Company has the right to earn an interest in certain of its properties. To earn its interest in each property, the Company is required to make certain cash payments and incur certain exploration expenditures. If the Company fails to make these payments and incur such expenditures, the Company may lose its right to such properties and forfeit any funds expended to such time.

Estimates of Mineral Resources

The mineral resource estimates used by the Company are estimates only and no assurance can be given that any particular level of recovery of minerals will in fact be realized or that an identified resource will ever qualify as a commercially mineable (or viable) deposit which can be legally or commercially exploited. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material.

Key Management

The success of the Company will be largely dependent upon the performance of its key officers, consultants and employees. Locating and developing mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. The success of the Company is largely dependent on the performance of its key individuals. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success.

Volatility of Share Price

Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries, financial results, and other factors could have a significant effect on the price of the Company's shares.

Foreign Currency Risk

A substantial portion of the Company's expenses and payables are now, and are expected to continue to be incurred in United States currency. The Company's business will be subject to risks typical of an international business including, but not limited to, differing tax structures, regulations and restrictions and general foreign exchange rate volatility. Fluctuations in the exchange rate between the Canadian dollar and United States dollar may have a material effect on the Company's business, financial condition and results of operations and could result in downward price pressure for the Company's products in or losses from currency exchange rate fluctuations. The Company does not actively hedge against foreign currency fluctuations.

Conflict of Interest

Some of the Company's directors and officers are directors and officers of other natural resource or mining-related companies. These associations may give rise from time to time to conflicts of interest which will be subject to the procedures and remedies under the *Business Corporation Act (British Columbia)*. As a result of any such conflict, the Company may miss the opportunity to participate in certain transactions.

Public Health Crises

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises beyond its control, including the current outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a global health emergency. Many governments have likewise declared that the COVID-19 outbreak in their jurisdictions constitutes an emergency. Reactions to the spread of COVID-19 have led to, among other things, significant restrictions on travel, business closures, quarantines and a general reduction in economic activity. While these effects are expected to be temporary, the duration of the business disruptions and related financial impact cannot be reasonably estimated at this time. Such public health crises can result in volatility and disruptions in the supply and demand for various products and services, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect interest rates, credit ratings, credit risk and inflation. The risks to the Company of such public health crises also include risks to employee health and safety and a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak. As a result of the COVID-19 outbreak, the Company temporarily suspended its drill program at its Golden Summit property and may have to delay or modify its proposed 2020 exploration activities at its Shorty Creek property. While the extent to which COVID-19 may impact the Company is uncertain, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

OUTLOOK

On March 5, 2019, the Company entered into an agreement (the "SC Option Agreement") with a wholly-owned subsidiary of South32 Limited ("South32") whereby South32 has the option to earn a 70% interest in the Shorty Creek Property. To maintain the option in good standing under the SC Option Agreement, South32 was required to contribute minimum exploration funding of $10 million over a 4-year option period with minimum exploration expenditures of $2 million in Years 1 and 2, and $3 million in Years 3 and 4 for an aggregate of $10 million. The first year expenditure of a minimum of $2 million was completed.

On November 2, 2020, the Company and South32 entered into an amendment to the SC Option Agreement (the "Amending Agreement") to modify and defer South 32's funding obligations for Years 2,3 and 4 in light of safety concerns presented by the COVID-19 pandemic. Pursuant to the Amending Agreement, Year 2, which was originally to have expired on January 31, 2021, was divided into two parts: Year 2, Part 1, which expires on March 31, 2021 and Year 2, Part 2, which expires on January 31, 2022. In order to maintain the option in good standing, South32 must contribute minimum exploration funding of $300,000 in Year 2, Part 1 and an additional $2 million in Year 2, Part 2. The Year 3 and Year 4 expiry dates have been deferred for one year and now expire on January 31, 2023 and January 31, 2024, respectively.

South 32 has committed to making the required expenditures for Year 2, Part 1 and, subject to an approved budget, has also committed to making the required expenditures for Year 2, Part 2. The program for Year 2, Part 1 is now focussing on re-logging, hyperspectral analysis, age dating and geological modeling in preparation for a drilling program to be carried out in 2021 as part of the Year 2, Part 2 expenditures. Freegold has until February 28, 2021 to deliver the exploration data and information from Year 2, part 1 program and propose a budget for Year 2, Part 2.

The 2020 winter drill program at Golden Summit commenced on February 26th, 2020. The program was expected to test a interpretation based on the Company's work that higher-grade mineralization may extend to the west of the old Cleary Hill Mine workings in an area of limited historic drilling. As the district's highest grade historical underground mine, Cleary Hill produced 281,000 ounces at an average grade of 1.3 oz. per/t before production ceased in 1942. The potential for higher grade could potentially increase the overall resource grade.

On March 25th, 2020, the Company announced the program was suspended as the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise additional funds and/or conduct its exploration programs.

On May 6, 2020, the Company announced assay results from its temporarily suspended drill program which included 188 metres grading 3.69 g/t gold including 2 metres of 169.5 g/t gold in drill hole GSDL 2001.

On June 16th, 2020, drilling recommenced with a Phase1 (10,000 metre) drill program (approximately 15-20 holes) starting with the completion of Hole GSDL2002 which was shut-down at 165 metres in March due to safety concerns resulting from COVID-19. Hole GSDL2020, located 150 metres to the east of GSDL2001 was completed as planned. Holes GSDL2003 and GSDL 2004 were drilled 50 metres east and west of GSDL2001 respectively. Drilling during the current program will focus on systematically drilling the areas to the north, west and east of the initial 2020 holes to further test and refine the Company's revised interpretation.

A full all-season exploration camp has been established at Golden Summit in order to limit contact with the local community. Given the large scope of the program, results are expected to be reported as meaningful groups of assays received rather than on a hole-by-hole basis. Assay reporting remains slow in Alaska as a result of restrictions imposed by the COVID-19 pandemic. Drilling remains ongoing and is expected to continue until mid-December. Drilling is planned to resume in early February 2021 and continue throughout 2021.

The expanded 2020-2021 drill program has multiple objectives:

- Determining the orientation of the higher-grade mineralization successfully intercepted in GSDL2001, GSDL2002 and GSDL 2005;

- Expanding the currently known resource and upgrading the resource categories as part of the efforts to further advance the project through pre-feasibility, including additional environmental baseline studies, further metallurgical test work, and cultural resource studies; and
- Testing other targets on the project that may have potential to host additional resources, including American Eagle/Saddle zone, Hi Yu, and other areas.

The Company may adjust its exploration program plans as it continues to monitor the COVID-19 pandemic and in the interim has implement extensive safety protocols designed to assist minimizing the spread of COVID-19 and to protect its contractors, employees and community.

On September 15, 2020, shareholders of the Company approved the exchange of the Subscription Receipts issued pursuant to the Private Placements. The Company raised net proceeds of Cdn$41,944,979 ($30,953,420). With these proceeds, the Company is in a position to aggressively pursue further exploration at Golden Summit and currently has three drills operating on the project.

This discussion contains certain forward-looking information. This forward-looking information includes, or may be based upon, estimates, forecasts, and statements as to management's expectations with respect to, among other things, the size and quality of the Company's mineral resources, progress in development of mineral properties and the amount and quality of metal products recoverable from the Company's mineral resources. Forward-looking information is based on the opinions and estimates of management at the date the information is given, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. These factors include the, inherent risks involved in the exploration and development of mineral properties, uncertainties with respect to the impact of the COVID-19 pandemic on the Company's activities, the uncertainties involved in interpreting drilling results and other geological data, fluctuating metal prices, the possibility of unanticipated costs and expenses, uncertainties relating to the availability and costs of financing needed in the future and uncertainties related to metal recoveries. Readers are cautioned to not place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking information will not be achieved by the Company. These forward-looking statements are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances, except as required by law.