

**FREEMAN GOLD CORP.**  
**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**For the Nine Months ended August 31, 2022 and 2021**  
(Expressed in Canadian dollars - Unaudited)

**FREEMAN GOLD CORP.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian dollars - Unaudited)

	Note	August 31, 2022 \$	November 30, 2021 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		7,750,392	20,054,776
GST receivable		56,987	39,515
Prepaid expenses and deposits	3	112,152	69,442
<b>Total current assets</b>		<b>7,919,531</b>	<b>20,163,733</b>
<b>Non-current assets</b>			
Advances for exploration and evaluation activities		140,469	77,005
Property, plant and equipment	4	232,641	160,325
Reclamation bond	5	110,012	-
Exploration and evaluation assets	5	22,043,950	10,928,002
		22,527,072	11,165,332
<b>TOTAL ASSETS</b>		<b>30,446,603</b>	<b>31,329,065</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	6,7	639,001	405,072
Current portion of lease payable	8	71,989	-
Warrant liabilities	9	1,630,356	4,848,315
Total current liabilities		2,341,346	5,253,387
Lease payable	8	52,554	-
Total liabilities		2,393,900	5,253,387
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	9	36,313,958	35,612,684
Reserves	9	4,990,950	4,369,480
Deficit		(13,252,205)	(13,906,486)
<b>Total Shareholders' Equity</b>		<b>28,052,703</b>	<b>26,075,678</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>30,446,603</b>	<b>31,329,065</b>

**Approved by the Board of Directors on October 27, 2022:**

*"Simon Marcotte"*  
Simon Marcotte, Director

*"Victor Cantore"*  
Victor Cantore, Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**FREEMAN GOLD CORP.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)**

(Expressed in Canadian dollars, except number of shares - Unaudited)

		Three months ended August 31,		Nine months ended August 31,	
		2022	2021	2022	2021
		\$	\$	\$	\$
<b>EXPENSES</b>					
Bank charges		1,292	489	3,322	2,489
Consulting	7	279,244	285,750	1,085,047	686,455
General and administrative		40,356	10,177	129,516	70,834
Project investigation		-	12,752	-	12,752
Marketing fees		44,281	171,393	210,241	898,393
Professional fees		1,040	39,128	65,187	106,178
Regulatory and filing fees		28,046	16,192	133,491	59,429
Share-based compensation	7,9	-	1,075,220	1,150,159	1,285,030
<b>Net loss before other items</b>		<b>(394,259)</b>	<b>(1,611,101)</b>	<b>(2,776,963)</b>	<b>(3,121,560)</b>
<b>Other items</b>					
Fair value gain on liability warrants	9	910,291	-	3,217,959	-
Interest on lease payable	8	(2,347)	-	(2,347)	-
Interest income		28,497	-	39,279	-
Foreign exchange		315,929	-	176,353	-
		1,252,370	-	3,431,244	-
<b>Net earnings (loss) and comprehensive earnings (loss)</b>		<b>858,111</b>	<b>(1,611,101)</b>	<b>654,281</b>	<b>(3,121,560)</b>
<b>Earnings (loss) per common share - basic</b>					
		0.01	(0.02)	0.00	(0.04)
<b>Earnings (loss) per common share - diluted</b>					
		0.01	(0.02)	0.00	(0.04)
<b>Weighted average number of common shares outstanding</b>					
<b>Basic</b>	10	131,743,332	81,453,170	131,478,569	81,443,349
<b>Diluted</b>	10	131,798,645	81,453,170	134,354,758	81,443,349

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**FREEMAN GOLD CORP.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(Expressed in Canadian dollars, except number of shares - Unaudited)

	Note	Share Capital			Reserves	Deficit	Total shareholders' equity
		Number of shares outstanding	Amount				
			\$	\$	\$	\$	
Balance at November 30, 2020		81,400,454	21,384,559	3,168,691	(11,284,752)	13,268,498	
Exercise of warrants	9	52,716	36,673	(12,315)	-	24,358	
Share issuance costs		-	(2,145)	-	-	(2,145)	
Share-based compensation	9	-	-	1,285,030	-	1,285,030	
Cancellation of options	9	-	-	(717,010)	717,010	-	
Expiry of warrants	9	-	453,281	(453,281)	-	-	
Net loss for the period		-	-	-	(3,121,560)	(3,121,560)	
Balance at August 31, 2021		81,453,170	21,872,368	3,271,115	(13,689,302)	11,454,181	
Issuance of common shares and warrants pursuant to private placements	9	49,799,309	13,902,072	1,277,444	-	15,179,516	
Share issuance costs		-	(197,837)	-	-	(197,837)	
Exercise of warrants	9	80,880	36,081	(27,993)	-	8,088	
Cancellation of options	9	-	-	(151,086)	151,086	-	
Net loss for the period		-	-	-	(368,270)	(368,270)	
Balance at November 30, 2021		131,333,359	35,612,684	4,369,480	(13,906,486)	26,075,678	
Issuance of common shares pursuant to mining option agreement	9	375,000	163,125	-	-	163,125	
Exercise of warrants	9	43,125	37,856	(16,294)	-	21,562	
Share issuance costs		-	(12,102)	-	-	(12,102)	
Expiry of warrants	9	-	512,395	(512,395)	-	-	
Share-based compensation	9	-	-	1,150,159	-	1,150,159	
Net loss for the period		-	-	-	654,281	654,281	
<b>Balance at August 31, 2022</b>		<b>131,751,484</b>	<b>36,313,958</b>	<b>4,990,950</b>	<b>(13,252,205)</b>	<b>28,052,703</b>	

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**FREEMAN GOLD CORP.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**

(Expressed in Canadian dollars, unless otherwise noted - Unaudited)

	Nine months ended August 31,	
	2022	2021
	\$	\$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income (loss) for the period	654,281	(3,121,560)
Items not affecting cash:		
Fair value gain on warrant liabilities	(3,217,959)	-
Share-based compensation	1,150,159	1,285,030
Unrealized foreign exchange	138,484	-
Changes in non-cash working capital items:		
Receivables	(17,472)	75,160
Prepaid expenses	(42,710)	69,065
Accounts payable and accrued liabilities	(90,138)	(299,636)
Cash used in operating activities	(1,425,355)	(1,991,941)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of equipment and vehicles	-	(9,060)
Advances for exploration and evaluation activities	(63,464)	-
Purchase of reclamation bond	(110,012)	-
Purchase of property, plant and equipment	(9,380)	-
Expenditures for exploration and evaluation assets	(10,546,445)	(2,130,521)
Cash used in investing activities	(10,729,301)	(2,139,581)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Share issuance costs	(10,178)	(2,145)
Proceeds from exercise of warrants	21,562	24,358
Lease payments	(22,628)	-
Cash (used in) provided by financing activities	(11,244)	22,213
<b>Change in cash during the period</b>	<b>(12,165,900)</b>	<b>(4,109,309)</b>
<b>Effect of exchange rate changes on cash</b>	<b>(138,484)</b>	<b>-</b>
<b>Cash, beginning of period</b>	<b>20,054,776</b>	<b>5,066,930</b>
<b>Cash, end of period</b>	<b>7,750,392</b>	<b>957,621</b>
<b>Supplemental Cash Flow Information:</b>		
Evaluation and exploration expenditures included in accounts payable	555,545	56,293
Right of use asset	147,171	-
Advances for exploration and evaluation expenditures moved to exploration and evaluation expenditures during the period	-	40,161
Depreciation of property, plant and equipment included in exploration and evaluation expenditures	84,235	65,084

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

## **FREEMAN GOLD CORP.**

### **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

August 31, 2022 and 2021

(Expressed in Canadian dollars, unless otherwise noted - Unaudited)

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#### **1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY**

Freeman Gold Corp. (the "Company") was incorporated in the Province of British Columbia on October 24, 2018, under the Business Corporations Act of British Columbia. The Company is in the business of exploring and evaluating mineral assets. The Company's registered office is Suite 1500 – 1055 W. Georgia Street, Vancouver BC V6E 4N7 and its business office is located at 1570 – 505 Burrard Street, Vancouver, BC V7X 1M5. The Company's shares are listed on the TSX Venture Exchange ("TSXV") under the symbol "FMAN".

On April 16, 2020, (the "Closing Date"), the Company completed a share exchange transaction (the "RTO") with 1132144 B.C. Ltd. ("113BC"), the parent company of Lower 48 Resources Inc. ("Lower 48 BC") and Lower 48 Resources (Idaho) LLC ("Lower 48"), whereby the Company acquired all of the issued and outstanding common shares of 113BC through the issuance of 33,740,000 common shares of the Company, subject to escrow terms to 113BC's shareholders. Additionally, the Company issued 3,500,000 common shares as finder fee shares to an arm's length finder that facilitated the RTO. Prior to the Closing Date, 14,257,770 common shares of the Company were outstanding. Following the Closing Date, 51,497,770 common shares of the Company were outstanding, with 66% of the Company's shares held by shareholders of 113BC.

Management determined that the RTO transaction constituted a reverse acquisition for accounting purposes whereby 113BC acquired the Company. For accounting purposes, 113BC is treated as the accounting acquirer (legal subsidiary), and the Company is treated as the accounting acquiree (legal parent) in these consolidated financial statements. As 113BC was deemed to be the acquirer for accounting purposes, its assets, liabilities, and operations since incorporation are included in these financial statements at their historical carrying values. The Company's results of operations are included from the Closing Date. The comparative figures are those of 113BC prior to the reverse acquisition.

At August 31, 2022, the Company had cash totalling \$7,750,392. Based on the Company's planned expenditures, the Company believes that it has adequate cashflow to meet obligations and carry out planned activities for the next twelve months.

On March 11, 2020, the World Health Organization declared the global outbreak of a novel coronavirus identified as "COVID-19" a global pandemic. To combat the spread of COVID-19, governments worldwide have enacted emergency measures including travel bans, legally enforced or self-imposed quarantine periods, social distancing and business and organization closures. These measures have caused material disruptions to businesses, governments and other organizations resulting in an economic slowdown and increased volatility in national and global equity and commodity markets. Central banks and governments, including Canadian federal and provincial governments, have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown currently, as is the efficacy of any interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

The Company's business financial condition and results of operations may be further negatively affected by economic and other consequences from Russia's military action against Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts of the pandemic and the war in the Ukraine to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future.

## **FREEMAN GOLD CORP.**

### **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

August 31, 2022 and 2021

(Expressed in Canadian dollars, unless otherwise noted - Unaudited)

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#### **2. BASIS OF PRESENTATION**

##### **a) Statement of compliance**

These condensed consolidated interim financial statements have been prepared in accordance with *International Accounting Standard 34 - Interim Financial Reporting* using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board. As such, these condensed consolidated interim financial statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company’s audited annual consolidated financial statements for the years ended November 30, 2021, and 2020.

The accounting policies applied in these condensed consolidated interim financial statements are the same as those applied in the most recent audited annual financial statements and were consistently applied to all periods presented.

These condensed consolidated interim financial statements were approved by the Board of Directors and authorized for issue on October 27, 2022.

##### **b) Basis of presentation**

These condensed consolidated interim financial statements have been prepared using the historical cost basis, except for certain financial assets and liabilities which are measured at fair value, as specified by IFRS for each type of asset, liability, income and expense as set out in the accounting policies below.

##### **c) Functional and presentation currency**

The presentation and functional currency of the Company and its subsidiaries is considered to be the Canadian dollar. Transactions in currencies other than the Canadian dollar are recorded at the rates of exchange prevailing on the dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

##### **d) Basis of consolidation**

These condensed consolidated interim financial statements include the accounts of the Company, and its wholly owned subsidiaries including Lodge Minerals Inc., 113BC, Lower 48 BC and Lower 48 (see Note 1). Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are included in the financial statements from the date control commences until the date control ceases. All inter-company balances, transactions, revenues and expenses have been eliminated on consolidation.

##### **e) Significant accounting estimates and judgments**

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

These condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant assumptions about the future and other sources of estimation uncertainty that management has made at year end that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to the following:

## **FREEMAN GOLD CORP.**

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

August 31, 2022 and 2021

(Expressed in Canadian dollars, unless otherwise noted - Unaudited)

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## **2. BASIS OF PRESENTATION (Continued)**

### **e) Significant accounting estimates and judgments (continued)**

#### **(i) Critical accounting estimates**

##### Valuation of options and warrants

The fair value of common share purchase options and warrants granted is determined at the issue date using the Black-Scholes pricing model. The fair value of common shares issued for finders' fees are based on the closing price on the date of the transaction to which these fees pertain.

##### Current and deferred taxes

The determination of tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgment by management. In determining these amounts, management interprets tax legislation in a variety of jurisdictions and make estimates of the expected timing of the reversal of deferred tax assets and liabilities. Management also makes estimates of future earnings which affect the extent to which potential future tax benefits may be used. The Company is subject to assessments by various taxation authorities, which may interpret legislation differently. These differences may affect the final amount or the timing of the payment of taxes. Management provides for such differences where known based on its best estimate of the probable outcome of these matters.

#### **(ii) Critical accounting judgments**

##### Assessment of transactions as asset acquisitions or business combinations

Management has had to apply judgment relating to the reverse takeover transaction between 113BC and the Company with respect to whether the acquisition was a business combination or an asset acquisition. Management applied a three-element process to determine whether a business or an asset was purchased, considering inputs, processes and outputs of each acquisition in order to reach a conclusion.

##### Going Concern

Presentation of the condensed consolidated interim financial statements as a going concern assumes that the Company will continue in operation for the foreseeable future, obtain additional financing as required, and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

##### Functional Currency

In concluding that the Canadian dollar is the functional currency of the parent and its subsidiary company, management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction in which the Company operates. As no single currency was clearly dominant the Company also considered secondary indicators including the currency in which funds from financing activities are denominated and the currency in which funds are retained.

##### Impairment of exploration and evaluation assets

Management is required to assess impairment in respect to the Company's intangible mineral property interests. The triggering events are defined in IFRS 6. In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves.

### **f) Accounting policies applied in the current period**

#### Leases

During the current period, the Company applied IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make



**FREEMAN GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

August 31, 2022 and 2021

(Expressed in Canadian dollars, unless otherwise noted - Unaudited)

**2. BASIS OF PRESENTATION (Continued)****f) Accounting policies applied in the current period (continued)**

Leases (continued)

lease payments.

The application of IFRS 16 requires the Company to make judgments that affect the valuation of the lease liabilities and the valuation of ROU assets. These include: determining contracts that are within the scope of IFRS 16; determining the contract term; and determining the interest rate used for the discounting of future cash flows.

**g) Accounting standards and interpretations issued but not yet adopted**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

**3. PREPAID EXPENSES AND DEPOSITS**

	August 31, 2022	November 30, 2021
	\$	\$
Marketing	36,451	20,358
Insurance	1,650	31,275
Regulatory and filing fees	25,425	5,866
Drilling supplies	31,693	-
Rent	-	2,500
Computer and software	14,439	7,676
Other	2,494	1,767
<b>Total prepaid expenses and deposits</b>	<b>112,152</b>	<b>69,442</b>

**FREEMAN GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

August 31, 2022 and 2021

(Expressed in Canadian dollars, unless otherwise noted - Unaudited)

**4. PROPERTY, PLANT AND EQUIPMENT**

	Equipment	Vehicles	Right of Use Asset	Total
	\$	\$	\$	\$
<b>Cost</b>				
Balance at November 30, 2020	56,499	197,797	-	254,296
Additions	620	8,440	-	9,060
Balance at November 30, 2021	57,119	206,237	-	263,356
Additions	9,380	-	147,171	156,551
Balance at August 31, 2022	66,499	206,237	147,171	419,907
<b>Amortization</b>				
Balance at November 30, 2020	2,265	13,736	-	16,001
Additions (Note 5)	18,988	68,042	-	87,030
Balance at November 30, 2021	21,253	81,778	-	103,031
Additions (Note 5)	14,280	51,559	18,396	84,235
Balance at August 31, 2022	35,533	133,337	18,396	187,266
<b>Net book value</b>				
Balance at November 30, 2021	35,866	124,459	-	160,325
Balance at August 31, 2022	30,966	72,900	128,775	232,641

On June 7, 2022, the Company entered into a lease agreement for a warehouse facility. In accordance with IFRS 16, the Company recognized a lease liability of \$147,171 and a right of use asset of \$147,171. The fair value of the lease liability and right of use asset were determined through discounting future lease payments at a discount rate of 8%. The right of use asset is being amortized over the lease period plus one renewal period for a total of two years.

**FREEMAN GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

August 31, 2022 and 2021

(Expressed in Canadian dollars, unless otherwise noted - Unaudited)

**5. EXPLORATION AND EVALUATION ASSETS**

The Company's exploration and evaluation assets for the period ended August 31, 2022 and year ended November 30, 2021 are as follows:

Period ended August 31, 2022	
	\$
Property acquisition costs	
Balance at November 30, 2021	5,519,808
Option payments	227,933
Claim maintenance payments	71,757
	5,819,498
Exploration and evaluation costs	
Balance at November 30, 2021	5,408,194
Costs incurred during the period:	
Amortization of equipment, vehicles and right of use asset (Note 4)	84,235
Assaying and sampling	536,844
Archaeology	3,848
Camp and accommodations	10,109
Drilling	8,874,014
Fees and taxes	700
Geology	1,041,907
Metallurgy	80,151
Permitting	160,590
Resource estimate	23,860
	16,224,452
Balance at August 31, 2022	22,043,950
Year ended November 30, 2021	
	\$
Property acquisition costs	
Balance at November 30, 2020	5,260,586
Claim maintenance costs	71,904
Option payments	187,318
	5,519,808
Exploration and evaluation costs	
Balance at November 30, 2020	3,343,703
Costs incurred during the year:	
Amortization of equipment and vehicles (Note 4)	87,030
Assaying and sampling	517,726
Archaeology	17,282
Camp and accommodations	16,670
Drilling	386,969
Fees and taxes	4,530
Geology	860,352
Metallurgy	159,663
Resource estimate	14,269
	5,408,194
Balance at November 30, 2021	10,928,002

**FREEMAN GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

August 31, 2022 and 2021

(Expressed in Canadian dollars, unless otherwise noted - Unaudited)

**5. EXPLORATION AND EVALUATION ASSETS (Continued)****Lemhi Property**

On October 16, 2019, the Company entered into an option agreement to acquire 100% of the rights and interest in certain mining claims located in Lemhi County, Idaho for USD \$1,615,000. As at August 31, 2022, the Company has paid \$1,872,002 (USD \$1,615,000) to acquire the Lemhi Property.

On August 19, 2019, the Company entered into an option agreement to acquire a 100% interest in an additional 46 unpatented mining claims located in Lemhi County, Idaho. In order to exercise the option, the Company is required to make the following payments:

- i) USD \$75,000 within 3 days of the effective date (paid - \$101,475);
- ii) USD \$50,000 on or before the first anniversary of the effective date (paid - \$67,531);
- iii) USD \$50,000 on or before the second anniversary of the effective date (paid - \$62,772);
- iv) USD \$50,000 on or before the third anniversary of the effective date; (paid - \$64,415)
- v) USD \$75,000 on or before the fourth anniversary of the effective date;
- vi) USD \$75,000 on or before the fifth anniversary of the effective date;
- vii) USD \$75,000 on or before the sixth anniversary of the effective date; and
- viii) USD \$550,000 on or before the seventh anniversary of the effective date.

On September 8, 2020, the Company acquired and extinguished a back-in right from Yamana Gold Inc. ("Yamana") over the Lemhi Project for the issuance of 4,035,273 common shares with a fair value of \$2,098,342. In connection with the transaction the Company issued finder's fees consisting of 260,000 common shares of the Company with a fair value of \$135,200.

On September 15, 2020, the Company acquired 100% ownership of the Moon #100 and Moon #101 unpatented mining claims ("Moon Claims"), located within the Lemhi project for cash consideration of \$199,950 (US \$150,000) and the issuance of 375,000 common shares of the Company. In the current year, this agreement was revised, requiring the payment of an additional USD \$100,000 (\$124,546) (paid). On June 3, 2022, the Company issued 375,000 shares with a fair value of \$163,125 to complete the acquisition.

During the nine months ended August 31, 2022, the Company purchased a reclamation bond in the amount of \$110,012 (US \$85,400) in accordance with the requirements of the USDA Forestry Service.

**6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	August 31, 2022	November 30, 2021
	\$	\$
Accounts payable (Note 7)	604,001	382,173
Accrued liabilities	35,000	22,899
	639,001	405,072

**FREEMAN GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

August 31, 2022 and 2021

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**7. RELATED PARTY TRANSACTIONS****Key management compensation**

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and senior corporate officers. The Company entered into the following transactions with related parties during the periods ended August 31, 2022 and 2021:

<b>Period ended</b>	August 31,	
	2022	2021
	\$	\$
Consulting fees paid to a company controlled by the CEO	262,500	150,000
Consulting fees paid to the CFO and to a company controlled by the CFO	352,000	238,500
Consulting and equipment rental fees paid to the VP, Exploration	142,000	140,810
Consulting fees paid to the VP, Development	36,000	36,000
Consulting fees paid to a company controlled by the Executive Chairman	262,000	-
Share-based compensation paid to officers and directors	701,792	760,509
	<u>1,756,292</u>	<u>1,325,819</u>

Included in accounts payable at August 31, 2022 is \$148,951 (November 30, 2021 - \$Nil) owing to related parties. Amounts due to related parties are unsecured, non-interest bearing and have no specified terms of repayment.

On July 23, 2021, the Company issued 1,000,000 RSU's to the Chief Financial Officer and to the Executive Chairman of the board. The RSUs expire three years from the date of issue and vest upon the occurrence of any one of the following events:

- 1) The Company is sold;
- 2) The participant resigns;
- 3) The participant is terminated without cause; or
- 4) The participant is otherwise unable to perform services for the Company.

On June 22, 2022, the Company issued 150,000 RSU's to two directors of the Company. The RSUs expire three years from the date of issue and vest upon the occurrence of any one of the following events:

- 1) The Company is sold; or
- 2) The participant ceases to perform as director or is otherwise unable to perform services for the Company.

**8. LEASE LIABILITY**

On January 7, 2022, the Company entered into a lease agreement for a warehouse space in Alberta, Canada for a period of one year plus one renewal year. Lease payments are \$6,572 per month.

The Company recognized a lease liability of \$147,171 and a right of use asset of \$147,171. The fair value of the lease liability was determined through discounting future lease payments at a discount rate of 8% over two years. During the period ended August 31, 2022, The Company made total lease payments of \$24,976 (period ended August 31, 2021 - \$Nil) of which \$2,347 was recorded as interest expense in the condensed consolidated interim statement of income and comprehensive income for the current period. The balance of the lease liability at August 31, 2022 is \$124,543 (November 30, 2021 - \$Nil).

The Company is committed to lease payments totaling \$52,576 over the next eight months.

## **FREEMAN GOLD CORP.**

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#### **9. SHARE CAPITAL**

##### **a) Authorized share capital**

Unlimited number of common shares without par value.

##### **b) Common share transactions**

*Period ended August 31, 2022*

On June 3, 2022, the Company issued 375,000 shares with a fair value of \$163,125 for acquisition of the Moon claims (Note 5).

During the period ended August 31, 2022, the Company issued 43,125 common shares for proceeds of \$21,563 pursuant to the exercise of 43,125 warrants and reclassified \$16,293 from reserves to share capital.

*Year ended November 30, 2021:*

On November 29, 2021, the Company closed a non-brokered private placement financing issuing 38,261,617 units at \$0.44 (US \$0.35) per unit for gross proceeds of \$17,028,031. Each unit consisted of one common share and one-half of one common share purchase warrant.

Each whole share purchase warrant is exercisable at a price of \$0.83 (US \$0.65) per share for 60 months from the date of issuance. The warrants were valued at \$4,848,315 using the Black-Scholes pricing method. The warrants are classified as a liability because the exercise price is denominated in US dollars, which is not the functional currency of the Company. Costs of \$86,886, related to the issuance of warrants, were recorded in the consolidated statements of loss and comprehensive loss. Costs of \$197,556, related to the issuance of shares, were deducted from share capital in the consolidated statements of financial position.

On September 7, 2021, the Company closed a non-brokered private placement financing issuing 11,537,692 units at \$0.26 per unit for gross proceeds of \$2,999,800. Each unit consisted of one common share and one common share purchase warrant. Each share purchase warrant is exercisable at a price of \$0.35 per share for 36 months from the date of issuance. The warrants were valued at \$1,277,444, using the Black-Scholes pricing method. Share issuance costs of \$2,426 were incurred in connection with the private placement financing.

During the year ended November 30, 2021, the Company issued 133,596 common shares for proceeds of \$32,446 pursuant to the exercise of 133,596 warrants and reclassified \$40,307 from reserves to share capital.

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**9. SHARE CAPITAL (Continued)****c) Warrants**

The following is a summary of the Company's warrant transactions for the period ended August 31, 2022, and year ended November 30, 2021:

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance at November 30, 2020	5,803,341	0.49
Issued	30,668,496	0.65
Exercised	(133,596)	0.24
Expired	(4,270,451)	0.50
Balance at November 30, 2021	32,067,790	0.64
Exercised	(43,125)	0.50
Expired	(1,356,169)	0.50
Balance at August 31, 2022	30,668,496	0.66

The fair value of equity warrants issued as part of unit private placements during the year ended November 30, 2021, was estimated using the Black-Scholes pricing model with the following assumptions:

	August 31, 2022	November 30, 2021
Risk-free interest rate	-	0.60%
Expected life of warrants	-	3 years
Annualized volatility	-	125.00%
Dividend rate	-	0%

The fair value of liability warrants issued as part of a unit private placement during the year ended November 30, 2021, was estimated using the Black-Scholes pricing model with the following assumptions:

	August 31, 2022	November 30, 2021
Risk-free interest rate	-	1.56%
Expected life of warrants	-	5 years
Annualized volatility	-	125.00%
Dividend rate	-	0%

Volatility assumptions for the valuation of warrants were derived by reference to the volatility of comparable companies.

The warrants began trading on the TSXV under the symbol FMAN.WT.U in the current period and were valued based on the closing market price at August 31, 2022 resulting in a fair value gain of \$3,217,959 recorded in the condensed consolidated interim statement of income and comprehensive income for the current period.

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**9. SHARE CAPITAL (Continued)****c) Warrants (continued)**

Warrants outstanding at August 31, 2022 and November 30, 2021 are as follows:

	Exercise Price (\$)	Number of Shares	Expiry Date
Equity Warrants	0.35	11,537,692	September 7, 2024
Liability Warrants	0.85	19,130,804	November 29, 2026
		30,668,496	

The weighted average remaining life of equity warrants is 2.0 years, and the remaining life of liability warrants is 4.3 years.

**d) Stock Options**

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with Exchange policies, grant to directors, officers and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares issued and outstanding from time to time. Such options are non-transferable and are exercisable at a price per share not below the closing traded price on the date of grant for a period of up to ten years from the date of grant.

The following is a summary of the Company's stock option transactions for the period ended August 31, 2022, and year ended November 30, 2021:

	Number of Options	Weighted Average Exercise Price \$
Balance November 30, 2020	5,140,000	0.57
Granted	3,700,000	0.40
Cancelled	(2,090,000)	0.54
Balance November 30, 2021	6,750,000	0.49
Granted	2,950,000	0.50
Balance August 31, 2022	9,700,000	0.49
Exercisable at August 31, 2022	9,700,000	0.49

The fair value of the stock options granted during the period ended August 31, 2022, and year ended November 30, 2021 was estimated using the Black-Scholes pricing model with the following assumptions:

	August 31, 2022	November 30, 2021
Risk-free interest rate	1.63%	0.87%
Expected life of options	5 years	5 years
Annualized volatility	125.00%	125.00%
Dividend rate	0%	0%

Volatility assumptions for the valuation of options were derived by reference to the volatility of comparable companies.



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**9. SHARE CAPITAL (Continued)****d) Stock Options (continued)**

During the periods ended August 31, 2022, and 2021, the Company incurred \$1,150,159 and \$1,285,030 respectively, in share-based compensation expense related to the vesting of stock options.

Stock options outstanding at August 31, 2022 are as follows:

Exercise Price (\$)	Number of Shares Issuable on Exercise	Expiry Date
0.60	1,750,000	May 27, 2025
0.60	1,300,000	October 6, 2025
0.40	3,700,000	August 31, 2026
0.50	2,950,000	February 1, 2027
	9,700,000	

The weighted average remaining life of stock options is 4.0 years.

**e) Restricted Share Units**

During the year ended November 30, 2021, the Company adopted a restricted share unit plan (the “RSU Plan”) to promote and advance the interests of the Company by (i) providing eligible persons (as defined in the RSU Plan) with additional incentive through an opportunity to receive discretionary bonuses in the form of shares of the Company, (ii) encouraging stock ownership by such eligible persons, (iii) increasing the proprietary interest of eligible persons in the success of the Company, and (iv) increasing the ability to attract, retain and motivate eligible persons.

The proposed RSU Plan provides that RSUs may be granted by the Board or a committee or member of the Board as the administrator of the RSU Plan, to directors, officers, employees, and consultants of the Company. The maximum number of shares made available for issuance pursuant to the RSU Plan shall be determined from time to time by the Board, but in any case, shall not exceed 10% of the shares issued and outstanding from time to time, less any shares reserved for issuance under all other share compensation arrangements (including the Company’s stock option plan). Due to uncertainties related to the amount and timing of the future settlement of the RSU’s, no value has been assigned to the RSU’s as of August 31, 2022. See Note 7.

**FREEMAN GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

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**10. BASIC AND DILUTED EARNINGS PER COMMON SHARE**

Diluted earnings per common share is calculated based on the following weighted average number of common shares outstanding:

	Three months ended August 31,		Nine months ended August 31,	
	2022	2021	2022	2021
Basic weighted average number of common shares outstanding	131,743,332	81,453,170	131,478,569	81,443,349
Effect of dilutive securities:				
Share purchase options	-	-	-	-
Share purchase warrants	55,313	-	2,876,189	-
Diluted weighted average number of common shares outstanding	131,798,645	81,453,170	134,354,758	81,443,349

The following table lists the number of share purchase options and warrants excluded from the computation of diluted earnings per share because the exercise prices exceeded the average market value of the Company's common shares or are anti-dilutive during the respective periods as follows:

	Three months ended August 31,		Nine months ended August 31,	
	2022	2021	2022	2021
Share purchase options	9,700,000	7,050,000	9,700,000	7,050,000
Share purchase warrants	30,613,183	1,480,174	27,792,307	1,480,174
Total	40,313,183	8,530,174	37,492,307	8,530,174

**11. FINANCIAL INSTRUMENTS**

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include interest rate risk, credit risk, liquidity risk, and currency risk. The carrying value of the Company's financial instruments approximates their fair value due to their short-term nature. Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs in making the measurements. The levels of the fair value hierarchy are defined as follows:

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 or indirectly.

Level 3 – Inputs for the asset or liability that are not based on observable market data.

At August 31, 2022, the fair values of the Company's warrant liabilities and cash are based on Level 1 measurements. The fair values of other financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

Interest rate risk: Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has no debt or interest-bearing assets and therefore has minimal interest rate risk.

## **FREEMAN GOLD CORP.**

### **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

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#### **11. FINANCIAL INSTRUMENTS**

**Credit risk:** Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, which is held with a high-credit financial institution and amounts receivable from the Government of Canada. As such, the Company's credit exposure is minimal.

**Liquidity risk:** Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves to meet its liquidity requirements. The Company addresses its liquidity through equity financing obtained through the sale of common shares. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

**Currency risk:** Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange. As of August 31, 2022, the Company has US dollar denominated assets of \$5,692,058 and US dollar denominated liabilities of \$227,342. Based on this net US dollar exposure, at August 31, 2022, a 10% change in the Canadian dollar to the US dollar exchange rate would impact the Company's net income or loss by \$546,472.

#### **12. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to pursue its operations and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its shareholders' equity. The Company's primary source of capital is through the issuance of equity. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital.