



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

**DATED: AUGUST 11, 2022**

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 2022 and 2021 information set forth in this document should be read in conjunction with the condensed consolidated unaudited interim financial statements and related notes, prepared in accordance with IFRS, for the six-month periods ended June 30, 2022 and 2021.

**PRESENTATION CURRENCY**

**The condensed consolidated interim financial statements are presented in United States Dollars ("U.S. Dollars"), unless otherwise specified.** The functional currency of Freegold is Canadian Dollars. However, the functional currency of the Company's foreign subsidiaries is the U.S. Dollar. Accordingly, the condensed 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" and on the OTCQX Best Market, the top tier of the OTC Markets in the U.S. under the symbol "FGOVF". As of August 11, 2022, the Company had 352,541,869 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, and thereafter FEI must 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 2% NSR is to be sold. The Company can also purchase the 2% NSR at any time following commercial production, based on its net present value as determined by commercial ore reserves. Since September 2020, the Company has completed the acquisition of several mining claims within the Project area and finalized a mineral lease with the Alaska Mental Health Authority in early 2022 for an additional 1,818 acres immediately north of the Project, as part of its efforts to further consolidate its property position.

Freegold has been exploring the 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.

In 2011, the first resource estimate was completed and three additional resources updates were completed subsequently. The current technical report on the Project, entitled "*Technical Report, Golden Summit Project, Preliminary Economic Assessment, Fairbanks North Star Borough, Alaska, USA*" dated January 20, 2016 and Amended and Restated as of May 11, 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. Golden Summit hosts numerous other significant exploration targets that may have the potential to host additional resources, and all of which would have the potential for an oxide cap within 200 feet (60 metres) of surface.

In 2020, a small-scale winter program commenced near the end of February to test a revised interpretation that there may be potential for a higher-grade corridor that could extend to the west of the old Cleary Hill Mine workings towards the Dolphin intrusive. Cleary Hill was district's highest grade producer and produced 281,000 ounces at an average grade of 1.3 oz/t before production ceased in 1942.

The program was suspended partway through the second hole in late March of 2020 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.

On May 6, 2020, the Company announced assay results from the drilling completed until shutdown.

Significant results from drilling completed until program suspension in March 2020 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
			<i>including</i>	365.2	367.2	2.0	169.5
			<i>including</i>	360	548	188.0	3.69
			<i>including</i>	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.*

Multiple intercepts of higher-grade mineralization within the projected extension of the Cleary Vein System ("CVS") were returned. The mineralization within the CVS is hosted within the schist and consists of discrete narrow veins, veinlets and stockworking within areas of silicification.

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. GSDL2001 was drilled within the footwall of the Dolphin intrusive and was hosted entirely in schist. 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 9 metres before drilling activities were suspended due to COVID-19. Drilling on this hole was resumed when the program restarted.

These intercepts successfully corresponded with Freegold's revised interpretation that the strike of the CVS may extend west of the old Cleary Hill Mine working towards the Dolphin intrusive in an area of limited previous drilling.

Following the announcement of the May 6, 2020 drill results at Golden Summit, the Company raised gross proceeds of Cdn\$45,250,210 (\$33,731,055) pursuant to three private placements (the "Private Placements"). Of the funds raised, Cdn\$3,552,265 (\$2,647,980) were closed by way of a brokered private placement and Cdn\$41,697,945 (\$31,083,075) were completed via subscription receipts (the "Subscription Receipts"), which were approved by the Company's shareholders on September 15, 2020 with the net proceeds received by the Company on September 21, 2020.

By mid-June, drilling recommenced with a Phase1 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. This hole, located 150 metres to the east of GSDL2001, was drilled to a depth of 576 metres and intersected 136 metres grading 1.02 g/t Au from 370.6-507 metres. By December of 2020, 18 holes were drilled.

In February 2021, drilling recommenced at Golden Summit with an emphasis on continuing to delineate zones of higher-grade mineralization consistent with Freegold's re-interpretation, in particular the area to the north of the Dolphin intrusive. In addition, drilling was also directed to the south of the Cleary Hill mine workings where older workings included the Colorado, Wackwitz, and Wyoming vein zones which had not previously been tested to depth or along strike to the east. Past drilling in the Cleary Hill area has been largely shallow in nature and Freegold is interpreting that the Dolphin intrusive likely underlies the Cleary Hill area at depth. The 2021 program successfully intersected intrusive mineralization at depth in the Cleary Hill area, further strengthening Freegold's interpretation.

Over 38,000 metres of drilling were completed in 68 holes with an average hole depth of over 600 metres in 2021. Drilling for the year concluded in December 2021. Slow assay turnaround continued to be problematic. The Company continues to experience slow assay turnaround and in July of 2021 the Company also began shipping samples to Bureau Veritas Commodities Canada Ltd. for geochemical analysis in order to improve assay turnaround.

Overall, the Company's drill program continues to intersect mineralization at the interpreted depth and the program is systematically testing its interpretation. The holes are not only aimed at increasing the grade of the resource, but also aimed at upgrading the resource categories with tighter drill spacing and establishing boundaries to the mineralization. Although obtaining assays results has been slow, it is worth noting that the mineralized intercepts being returned are within the projected target zones.

#### **Highlights of the 2020, 2021 and 2022 Drill Programs.**

The current program has multiple objectives beyond expanding the existing resource and potentially increasing its grade, including:

- Determining the orientation of the higher-grade mineralization;
- Expanding the currently known resource and upgrading the resource categories as part of the efforts to further advance the Project;

- Environmental baseline studies, metallurgical test work, and cultural resource studies; and
- Testing other targets on the Project that may have potential to host additional resources throughout the project area. Ground geophysics and soil sampling have previously been conducted on these areas.

Results from the ongoing drill program continue to demonstrate the potential for more extensive and higher-grade gold mineralization that have potential to increase the overall resource grade as well as to expand the current resource. Holes have encountered broad zones of mineralization of above 1 g/t material over significant widths within the schists in the immediate footwall of the intrusive on the Dolphin side as well as intersecting what is interpreted to be the down dip extension of the CVS. Previous drilling in the Cleary Hill area was largely shallow in nature. Holes are intersecting broad zones of mineralization significantly above resource grade at their projected target depths. The zones are comprised of multiple veins, veinlets and stockwork within a broadly defined zone of mineralization.

Drilling will continue to focus on further expanding and defining the higher-grade CVS, the identification of which has significant implications for both the grade and tonnage potential of the Project.

There are three areas of focus for the ongoing program, the Cleary, Dolphin and Tolovana areas. To date a total of over 60,000 metres have been drilled since initiation of drilling in 2020, with the majority of drill holes being in excess of 500 metres depth. Drilling continues to demonstrate broad zones of mineralization, with numerous intercepts of greater than 1g/t Au over several hundred metres.

Several notable high-grade intercepts were drilled in the past two years. In particular, GS 2017 intersected 588 g/t Au over 1.7 metres. As a result, four holes were drilled 25 metres to the east (GS2118), west (GS2123), south (GS2126) and north (GS2121). Although drilled within 25 metres of GS2017, these holes did not intersect the same high-grade mineralization at the same depth as GS2017. Hole GS2121 did intersect a high-grade intercept of 609 g/t Au over 1.1 metres; within an intensively silicified quartz breccia, and the presence of visible gold was not noted. Perhaps, most significantly, Freegold's drilling is continuing to intersect multi-gram intercepts over significant widths with the Cleary Zone. The Cleary Zone historically consisted of sporadic high-grade intercepts within broader envelopes of lower grade.

On May 18, 2022, the Company reported assays from an additional 12 holes (6,091 metres) that were drilled during the 2021 program. Significant results included 2.49 g/t Au over 167.7 metres and 0.94 g/t Au over 617 metres.

On May 26, 2022, the Company reported assays from an additional 6 holes (3,559 metres) that were drilled during the 2021 program. Significant results included 1.36 g/t Au over 408.5 metres including 3.47 g/t Au over 85.3 metres.

On June 21, 2022, the Company reported assays from an additional 7 holes (4,164 metres) that were drilled during the 2021 and 2022 programs. Significant results included 2.18 g/t Au over 190.2 metres and 1.45 g/t Au over 207.2 metres.

On July 28, 2022, the Company reported assays from an additional 12 holes (7,668 metres) from both the 2022 and the 2021 programs. Significant results included 1.17 g/t Au over 203 metres including 2.19 g/t Au over 47.5 metres and 1.78 g/t Au over 206.8 metres including 2.49 g/t Au over 81.5 metres.

An updated resource calculation is scheduled to be completed in 2022 and will incorporate the results of the oxide expansion drilling conducted in 2017. Over 50,000 metres of drilling are expected to be included in this update.

Drill cores were cut in half using a diamond saw, with one-half placed in sealed bags for preparation and subsequent geochemical analysis by an accredited laboratory. Assay turnaround time continues to remain slow. Freegold is continuing to assay all drill core as the mineralization is not always visibly determinable. The other half of the drill cores were placed in sealed bags for preparation and subsequent geochemical analyses by ALS Global Ltd, with sample preparation carried out in Fairbanks and/or Juneau, Alaska, with subsequent analyses performed primarily using their Vancouver, Reno and/or Hermosillo facilities. Additionally, in July of 2021 the Company also began shipping some samples to Bureau Veritas Commodities Canada Ltd. for geochemical analysis in an effort to improve assay turnaround. Results will be reported when available; however, the current program has been designed to systematically evaluate the mineralized zone and is not necessarily dependent upon individual hole results. The Company maintains a quality control/quality assurance program for all sampling.

For full drill results the reader is referred to the Company's news releases available at [www.freegoldventures.com](http://www.freegoldventures.com) and under the Company's profile on SEDAR.

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 minimize 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 Shorty Creek 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 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% W<sub>03</sub> in hole SC 16-01, 0.03% W<sub>03</sub> over 409.6 metres in hole SC 16-02, 0.06% W<sub>03</sub> over 87 metres in hole SC 17-01 and 0.06% W<sub>03</sub> over 339 metres in hole SC 17-02.

*Freegold has not yet collected sufficient data to determine how the downhole drill intervals might relate to the actual true thickness of mineralization*

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. 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 - 2022 drill programs, reference should be made to the full news releases contained on the Company's website at [www.freegoldventures.com](http://www.freegoldventures.com).

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 and second year expenditures of a minimum of \$4 million were completed.

In mid-July of 2021, Freegold commenced a 2,500 metre drill program which was fully funded under the SC Option Agreement with South32.

On May 12, 2022, the Company reported assays from a total of 8 holes that were drilled (3,397metres) during the 2021 drill program.

Eight widely spaced holes were drilled on the property and provided a limited test of the areas outside of the Hill 1835 area, where Freegold previously focused its attention. The Hill 1835 area covers a 1,000 metre by 1,500 metre target area with copper mineralization associated with the magnetic high.

- Two holes were drilled in the Quarry target (SC2101, SC2102). The Quarry target tested a portion of the approximately 8km long magnetic anomaly.
- SC2103, was drilled 350 metres northeast of SC1901A. This hole was designed to test an IP chargeability high and coincident magnetic low. SC1901A, drilled on the northern edge of the Hill 1835 target area intersected 99.1 metres of 0.29% Cu, 0.014 g/t Au, and 1.61 g/t Au.
- Holes SC2104 was drilled 500 metres northeast of SC2103 and was drilled within the chargeability high and flanking the Steel Creek magnetic high.
- SC2105 through SC2107 were drilled in the Steel Creek area. The holes were all drilled within the weaker portion of the magnetic high at Steel Creek.
- SC2108 was drilled in the IP chargeability high flanking the magnetic high at Hill 1710.

Hole Number	Hole Depth	From (m)	To (m)	Interval (m)	Dip	Azimuth	Cu %	Au ppm	Ag ppm	
SC2101	335.5				-60	315				NSV
SC2102	348				-70	90				NSV
SC2103	608.2	147.8	243.6	63.6	-70	135	0.12	0.24	1.12	
SC2104	228.8				-70	135				NSV
SC2105	500.7				-70	135				NSV
SC2106	302.8				-67	145				NSV
SC2107	639.3				-66	205				NSV
SC2108	433.4				-65	312				NSV

NSV – No Significant Values- *Width refers to drill hole intercepts; true width cannot be determined due to the uncertain geometry of mineralization. See accompanying map for hole locations*

South32 has provided notice of its intention and election not to further fund any further Tranche Payments as defined in, and in terms of, the Option Agreement, and accordingly the Option Agreement has been terminated.

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

### *Six-month period ended June 30, 2022*

On January 1, 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. On September 30, 2021, the Company renewed its office lease for another 5 years resulting in a “right-of-use” asset of \$174,360. As at June 30, 2022, the “right-of-use” asset was \$148,149 with a corresponding current lease liability of \$29,946 and non-current lease liability of \$119,694.

The Company’s net comprehensive loss for the six-month period ended June 30, 2022 was \$517,751 compared to a net comprehensive loss of \$97,832 for the six-month period ended June 30, 2021. A \$74,178 (June 30, 2021 - \$761,260) foreign currency translation adjustment gain was recognized due to the fluctuating foreign exchange rates between the US and Canadian dollar as the Company’s Canadian dollar amounts increased in value.

General and administrative expenses increased from \$474,808 in 2021 to \$636,820 in 2022 with the changes mainly attributable to:

- a decrease of \$28,676 in professional fees from \$63,408 in 2021 to \$34,732 in 2022 as higher fees were paid in the prior year regarding the OTCQX application process and virtual annual general meeting;
- an increase of \$71,839 in promotion and shareholder relations from \$8,302 in 2021 to \$80,141 in 2022 as a result of attendance at trade shows, increasing investor awareness and a site visit to the Golden Summit project;
- an increase of \$57,569 in travel costs, from \$Nil in 2021 to \$57,569 in 2022 as a result of attendance at trade shows, increasing investor awareness and a site visit to the Golden Summit project;
- an increase of \$46,569 in wages and salaries, from \$198,563 in 2021 to \$245,132 in 2022 as the Company increased the executive salaries;

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

Other items changed from a loss of \$384,284 in 2021 to a gain of \$44,891 in 2022 with the changes mainly attributable to:

- a foreign exchange gain of \$6,264 in 2022 as compared to a loss of \$463,216 in 2021 due to the fluctuation of exchange rates between Canadian and US dollars;
- a decrease of \$26,454 in interest income, from \$54,613 in 2021 to \$28,159 in 2022, due to reduced amounts of cash on deposit; and
- \$13,753 in an overhead recovery fee was recorded to recognize the 10% management fee associated with the SC Option Agreement as compared to \$26,962 in 2021.

During the six-month period ended June 30, 2022, the Company incurred the below acquisition and exploration and evaluation property expenditures:

	Golden Summit Property	Shorty Creek Property	Total
<b>Acquisition costs</b>			
Balance, December 31, 2021	\$ 6,372,788	\$ 198,546	\$ 6,571,334
Additions	66,471	-	66,471
Balance, June 30, 2022	\$ 6,439,259	\$ 198,546	\$ 6,637,805
<b>Exploration and evaluation costs</b>			
Balance, December 31, 2021	\$ 47,385,692	\$ 5,634,490	\$ 53,020,182
Assaying	1,089,572	69,464	1,159,036
Camp costs	726,243	-	726,243
Drilling	5,567,872	-	5,567,872
Engineering and consulting	74,475	14,400	88,875
Geological and field expenses	206,165	61,665	267,830
Land maintenance and tenure	3,750	-	3,750
Legal	8,005	-	8,005
Overhead cost	-	13,753	13,753
Personnel	746,267	-	746,267
Travel	52,489	-	52,489
Total incurred during the period ended June 30, 2022	\$ 8,474,838	\$ 159,282	\$ 8,634,120
Less:			
Expenditure recovery	-	(151,615)	(151,615)
Balance, June 30, 2022	\$ 55,860,530	\$ 5,642,157	\$ 61,502,687
<b>Total</b>	<b>\$ 62,299,789</b>	<b>\$ 5,840,703</b>	<b>\$ 68,140,492</b>

### ***Three-month period ended June 30, 2022***

The Company's net comprehensive loss for the three-month period ended June 30, 2022 was \$338,407 compared to a net comprehensive loss of \$17,259 for the three-month period ended June 30, 2021. A \$58,199 foreign currency translation adjustment loss (June 30, 2021 - \$432,073 foreign currency translation gain) was recognized due to the fluctuating foreign exchange rates between the US and Canadian dollar as the Company's Canadian dollar amounts fluctuated in value.

General and administrative expenses increased from \$231,571 in 2021 to \$333,337 in 2022 with the changes mainly attributable to:

- a decrease of \$23,253 in professional fees from \$41,843 in 2021 to \$18,590 in 2022 as higher fees were paid in the prior year regarding the OTCQX application process and virtual annual general meeting;
- an increase of \$49,258 in promotion and shareholder relations from \$3,999 in 2021 to \$53,257 in 2022 as a result of attendance at trade shows, increasing investor awareness and a site visit to the Golden Summit project;
- an increase of \$57,508 in travel costs, from \$Nil in 2021 to \$57,508 in 2022 as a result of attendance at trade shows, increasing investor awareness and a site visit to the Golden Summit project;

- an increase of \$21,674 in wages and salaries, from \$93,825 in 2021 to \$115,499 in 2022 as the Company increased the executive salaries;

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

Other items changed from a loss of \$217,761 in 2021 to a gain of \$53,129 in 2022 with the changes mainly attributable to:

- a foreign exchange gain of \$31,368 in 2022 as compared to a loss of \$263,561 in 2021 due to the fluctuation of exchange rates between Canadian and US dollars;
- a decrease of \$8,853 in interest income, from \$25,193 in 2021 to \$16,340 in 2022, due to reduced amounts of cash on deposit; and
- \$7,564 in an overhead recovery fee was recorded to recognize the 10% management fee associated with the SC Option Agreement as compared to \$22,278 in 2021.

During the three-month period ended June 30, 2022, the Company incurred the below acquisition and exploration and evaluation property expenditures:

	Golden Summit Property	Shorty Creek Property	Total
<b>Acquisition costs</b>			
Balance, March 31, 2022	\$ 6,389,288	\$ 198,546	\$ 6,587,834
Additions	49,971	-	49,971
Balance, June 30, 2022	\$ 6,439,259	\$ 198,546	\$ 6,637,805
<b>Exploration and evaluation costs</b>			
Balance, March 31, 2022	\$ 50,640,351	\$ 5,636,645	\$ 56,276,996
Assaying	627,595	15,116	642,711
Camp costs	439,756	-	439,756
Drilling	3,543,904	-	3,543,904
Engineering and consulting	50,475	14,400	64,875
Geological and field expenses	126,220	51,967	178,187
Legal	4,370	-	4,370
Overhead cost	-	7,564	7,564
Personnel	396,543	-	396,543
Travel	31,316	-	31,316
Total incurred during the period ended June 30, 2022	\$ 5,220,179	\$ 89,047	\$ 5,309,226
Less:			
Expenditure recovery	-	(83,535)	(83,535)
Balance, June 30, 2022	\$ 55,860,530	\$ 5,642,157	\$ 61,502,687
<b>Total</b>	<b>\$ 62,299,789</b>	<b>\$ 5,840,703</b>	<b>\$ 68,140,492</b>

The decrease in cash of \$5,019,907 for the six-month period ended June 30, 2022 was mainly attributable to \$7,655,864 pursuant to investing activities offset by \$3,169,442 in financing activities. Investing activities included mineral exploration costs of \$7,719,558, acquisition costs of

\$66,471 and purchase of equipment of \$21,450 offset by \$151,615 recovered pursuant to the SC Option Agreement with South32. This compares to a decrease in cash of \$6,623,036 for the six-month period ended June 30, 2021 that was mainly attributable to \$6,665,115 pursuant to investing activities which includes mineral exploration and acquisition costs.

## SUMMARY OF QUARTERLY RESULTS

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

	Quarters Ended (unaudited)							
	June 30 2022	Mar. 31 2022	Dec. 31 2021	Sept. 30 2021	June 30 2021	Mar. 31 2021	Dec. 31 2020	Sept. 30 2020
Total revenues	\$7,564	\$6,189	\$23,248	\$176,478	\$22,278	\$4,684	\$12,890	\$1,462
Net (loss) income – before tax	(280,208)	(311,721)	21,318	(1,369,345)	(449,332)	(409,760)	(808,019)	(192,684)
Net (loss) income per share	(0.00)	(0.00)	0.00	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	77,793,916	75,010,867	74,423,239	74,698,790	75,101,371	74,806,996	73,966,595	73,077,285

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. 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

As at June 30, 2022, the Company's working capital, defined as current assets less current liabilities, was \$7,680,683 compared to \$13,702,576 as at December 31, 2021. The Company has current liabilities of \$1,411,951 of which \$1,366,103 relates to trade payables, \$1,552 relates to accrued liabilities, \$29,946 relates to the current portion of the office lease liability and \$14,350 relates to a project cost advance.

The Company has sufficient working capital to fund its operations and planned exploration activities for the next twelve months.

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 subsequently decided to defer the 2020 program to 2021 due to concerns regarding the Covid-19 pandemic. On March 30, 2021, the Company received notice that South32 approved the 2021 work program and budget. The Company is in the process of preparing a final report with respect to the Year 2, Part 2 exploration program and a proposed program and budget for Year 3. Following receipt of such information, South32 will have 30 days to determine whether it wishes to maintain its option and fund the Year 3 program. South32 has provided notice of its intention and election not to further fund any further Tranche Payments as defined in, and in terms of, the Option Agreement, and accordingly the Option Agreement has been terminated.

## **Significant Accounting Judgments, Estimates and Assumptions**

The most significant accounts that require estimates and judgements as the basis for determining the stated amounts include the recoverability of exploration and evaluation assets, determination of functional currency, valuation of share-based compensation and recognition of deferred tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements are as follows:

### Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

### Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions within the reporting entity.

### Going concern of operations

The financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The assessment of the Company's ability to source future operations and continue as a going concern involves judgement. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. If the going concern assumption is not appropriate for the financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenue and expenses and the statement of financial position classifications used (Note 1).

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

### Valuation of share-based compensation

The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, risk-free interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

### Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Determination of whether a set of assets acquired and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of

being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The transaction with Alaska Mining & Development Co., Inc. was determined to constitute an acquisition of assets.

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 31, 2021.

### **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 as at June 30, 2022 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 next twelve months.

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.

### **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 of. 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 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 condensed consolidated interim financial statements for the six-month period ended June 30, 2022.

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 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 June 30, 2022, 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 its 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 as outlined in the table below but has the ability to reduce or terminate the option agreements upon appropriate notice.

		2022	2023	2024	2025	2026	* 2027 and beyond	Total
Golden Summit payments	\$	364,000	433,201	433,201	442,291	445,021	445,021	\$ 2,562,735
Shorty Creek payments	\$	115,000	115,000	115,000	115,000	115,000	115,000	\$ 690,000
Total payments	\$	479,000	548,201	548,201	557,291	560,021	560,021	\$ 3,252,735

\*Annual amounts

For more detailed information on the Company's statutory property payments, see the Company's Annual Information Form for the year ended December 31, 2021 and Note 5 to the Company's unaudited condensed consolidated financial statements for the six-month period ended June 30, 2022.

#### Off-balance sheet arrangements

The Company has no off-balance sheet arrangements.

#### 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 June 30, 2022, amounts receivable of \$43,408 (December 31, 2021 - \$22,710) was comprised of goods and services tax receivable of \$43,124 (December 31, 2021 - \$19,585 and other receivables of \$284 (December 31, 2021 - \$3,125). 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 June 30, 2022, the Company had cash of \$8,812,673 to settle current liabilities of \$1,411,951.

#### 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 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 June 30, 2022 and December 31, 2021:

	June 30, 2022 (Cdn\$)	December 31, 2021 (Cdn\$)
Cash and cash equivalents	9,527,589	12,137,569
Trade payables and accrued liabilities	293,522	334,251

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 \$92,341 for the six-month period ended June 30, 2022 compared to \$137,108 for the six-month period ended June 30, 2021.

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

#### **Interest Rate Risk**

The Company is not subject to interest rate risk.

#### **Commodity Price Risk**

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

#### **OUTSTANDING SHARE DATA**

The Company is authorized to issue unlimited common shares without par value. As at August 11, 2022, there were 352,541,869 outstanding common shares compared to 337,499,366 outstanding shares at December 31, 2021.

As at August 11, 2022 there were 15,522,152 warrants outstanding.

	Number	Price per Share (Cdn\$)	Expiry Date
	<u>15,522,152</u>	0.081	September 5, 2022
Total	<u>15,522,152</u>		

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 condensed consolidated interim financial statements for the six-month period ended June 30, 2022.

As at August 11, 2022 there were 6,710,000 stock options outstanding as disclosed in the below table:

	<b>Number Outstanding August 11, 2022</b>	<b>Number Exercisable August 11, 2022</b>	<b>Exercise Price per Share Cdn\$</b>	<b>Expiry Date</b>
	2,295,00	2,295,000	\$ 0.10	July 23 2023
	100,000	100,000	\$ 0.07	May 15 2024
	4,315,000	4,315,000	\$ 0.70	August 31, 2026
<b>Total</b>	<b>6,710,000</b>	<b>6,710,000</b>		

## 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:

	June 30, 2022	June 30, 2021
Kristina Walcott - President and CEO	\$ 98,371	\$ 78,219
Alvin Jackson - VP Exploration and Development	98,371	78,219
Gordon Steblin - CFO	31,557	31,889
Taryn Downing - Corporate Secretary	11,805	12,034
<b>Total</b>	<b>\$ 240,104</b>	<b>\$ 200,361</b>

Key management personnel include individuals having authority and responsibility for planning, directing and controlling the activities of the Company, including the directors and officers, 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 June 30, 2022. 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 June 30, 2022 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 June 30, 2022. Based on that evaluation, the CEO and CFO concluded that the design and operation of internal controls over financial reporting were effective as at June 30, 2022 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of condensed consolidated interim 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 condensed consolidated interim 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 six-month period ended June 30, 2022 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.

### **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.

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. 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 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\$41,793,494 (\$31,154,300). With these proceeds, the Company is able to pursue further exploration at Golden Summit. Exploration drilling to test a revised interpretation at Golden Summit began in February 2020. After a brief hiatus, exploration drilling recommenced in June and continued through early December.

In February 2021, drilling recommenced at Golden Summit. Over 38,000 metres of drilling were completed in 68 holes with an average hole depth of over 600 metres in 2021. Drilling for the year concluded in December 2021.

Drilling recommenced in February 2022. The initial 2022 program is continuation of the 2021 program looking for deeper, higher-grade mineralization. Results from the 2020-2021 program continue to demonstrate the potential for more extensive and higher-grade gold mineralization on the Project.

Drilling will focus on further expanding and defining the higher-grade CVS, the identification of which has significant implications for both the grade and tonnage potential of the Project. Numerous high-grade intercepts have been reported within the broad zones of mineralization and the complex nature of the mineralization at Golden Summit makes it challenging to connect individual high-grade intersections into cohesive units. These broader zones are expected to potentially increase the average grade of the current resource grade of 0.69 g/t gold as well as contribute to an overall increased resource.

Holes will continue to target the down-dip extent of the higher-grade vein zones found within the historic Cleary, Colorado, Wackwitz, and Wyoming veins as well their broader enveloping stockwork zones. Holes drilled in 2021 south of the previous drilling have intersected significant veining, quartz breccia, and visible gold in areas with no previous drilling. Further infill drilling to delineate the area to the south of the Cleary Vein Swarm and the area between the Dolphin and Cleary Hill areas where previous high-grade intercepts were reported is also underway.

In addition, drill testing will also be undertaken on other areas of the Golden Summit Project that have the potential to host additional mineralization.

The current program has multiple objectives beyond expanding the existing resource and potentially increasing its grade but also to advance the Project through pre-feasibility, including:

- Determining the orientation of the higher-grade mineralization;
- Expanding the currently known resource and upgrading the resource categories as part of the efforts to further advance the Project;
- Environmental baseline studies, metallurgical test work, and cultural resource studies; and
- Testing other targets on the Project that may have potential to host additional resources throughout the project area. Ground geophysics and soil sampling have previously been conducted on these areas.

The Company intends to complete an updated resource calculation in late 2022 and will incorporate the results of the oxide expansion drilling conducted in 2017, as well as the drilling carried out in 2020-2022. The results of over 50,000 metres of drilling are expected to be included in this update.

The Company continues to operate with COVID-19 protocols in place which includes an expanded all season camp facility at Golden Summit in order to minimize risk to its employees, contractors and the community.

As noted above, on March 5, 2019, the Company entered into the SC Option Agreement with a wholly-owned subsidiary of South32 Limited, 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 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 expired on March 31, 2021 and Year 2, Part 2, which expired 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 committed to making the required expenditures for Year 2, Part 1 and also committed to making the required expenditures for Year 2, Part 2. The program for Year 2, Part 1 focused 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. On March 30, 2021, the Company received notice that South32 approved the 2021 work program and budget. In July 2021, a 2,500 metre drill program started which is fully funded under the SC Option Agreement with South32. Freegold is the operator.

During the 2021 season approximately 3,400 metres of drilling in eight holes was completed and assays were reported on May 12, 2022. The Company is in the process of preparing a final report with respect to the Year 2, Part 2 exploration program and a proposed program and budget for Year 3. Following receipt of such information, South32 will have 30 days to determine whether it wishes to maintain its option and fund the Year 3 program.

South32 has provided notice of its intention and election not to further fund any further Tranche Payments as defined in, and in terms of, the Option Agreement, and accordingly the Option Agreement has been terminated. The work funded by South32 over the last three years, has provided additional understanding of the mineralization at Shorty Creek with most of the work focused outside of the Hill 1835 target area, where Freegold previously focused its attention. The Hill 1835 area covers a 1,000 metre by 1,500 metre target area with copper mineralization associated with the magnetic high. Additional work by Freegold is expected to focus on the geochemical anomalies, with coincident magnetic highs located throughout the project area as well as additional follow-up in the Hill 1835 Area.

*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.*